



COULD PRESENT THE TRANSACTIONS FOR CONCLUSION THROUGH THE ACCEPTANCE OF THE PUBLIC OFFER, OBJECT OF THE APPROVAL DECISION; THE APPROVAL DECISION CERTIFIES ONLY THE REGULARITY OF THE ADMISSION PROSPECT AT TRANSACTION IN WHAT CONCERN THE LAW REQUIREMENTS AND OF THE NORMS ADOPTED IN ITS APPLIANCE.



We present below a summary which represents exclusively an introduction at the Prospect, it is not exhaustive, it was created only in base of the detailed information and of its annexes to this one and has to be corroborated with these. The investors must not limit at reading this summary.

We recommend you to read carefully the entire Prospect, especially the risks of the investment presented in the section „Risk Factors” and also the other information included in the rest of the Prospect sections. Any decision to invest in shares must be based on the information from the Prospect in its entire integrality.

### **Main features of the Shares**

- **The issuer:** S.C. CONTED S.A. Dorohoi
- **Category of securities:** common shares
- **Form and class of securities:** nominated and dematerialized shares highlighted by account registration in base of the register contract concluded by the Issuer with the Depozitarul Central S.A., company with headquarter in Bucharest, B-dul Carol I nr. 34-36 Sector 2, postal code 020922, phone 021 408 5800, fax 021 408 5913, Unique Registration code RO 9638020, registration number at the Trade Register J40/5890/1997
- **Currency in which the shares were issued:** RON
- **Legislation in base of which there were issued the securities:** Law 31/1990 concerning the commercial companies, with its modifications and completions
- **Number of shares issued:** 239.702

- **Nominal value of one share:** 9,53 RON
- **Nominal value of shares issued:** 2.284.360,06 RON
- **Admission at transaction:** on the regulated market managed by BSE, in base of the Admission Prospect to transaction approved by C.N.V.M. through the Decision nr. 3/08.01.2013
- **Shares symbol:** CNTE
- **Intermediary of the admission to trading procedure on the regulated market of B.V.B.:** SSIF Broker S.A.
- **Restrictions imposed to the free transferability of the securities:** Not applicable .

### **Presentation of the issuer CONTED**

The company S.C. CONTED S.A. Dorohoi is a clothing manufacturer of high quality, with an experience of more than 40 years in the field of textile clothing and also in the export production. The company had an ascendant evolution, enlarging the marketplace by concluding contracts with foreign companies.

The commercial company CONTED S.A. Dorohoi is specialized in manufacturing textile clothing for men, women and children as : men suits, men jackets, men pants, men coats, women skirts, women pants, women jackets, women suits, military uniforms, children jackets, children coats.

Mainly, the company produces textile clothing in lohn system (CM – cut and make) but can manufacture textile clothing with its own fabrics (imported from France, Italy, Turkey etc.) and auxiliary, upon the client's desire (CMT – cut-make-trim). The company has possibility of developing the models.

S.C. CONTED S.A. invested in the acquisition of performing machines for the modernization of the cutting room and the full computerization of the production process. In this way, our unit has presently special machines with the help of which there can be done the majority of seams requested by the market:

- the AMF seam;
- Columbia seam;
- coverage seams;

- chain seams;
- all types of buttonholes etc.

The unit is endowed with machines specific to the industry of clothing, ensuring the execution of the operations which contribute at the realization of the final product:

- computer assisted design- GERBER;
- semi automatic splinter machine – KURIS;
- automatic cutting machine - CUTTER GERBER;;
- assemblage cut pieces - PFAFF, DURKOPP, JUKI, BROTHER;
- finishing - presses HOFFMAN, BRISAY.



In the production structure, a share of about 60% have the jackets and the pants for men and women. In the total incomes the pants represent almost 17%, the coats 11%, the suits 5%, the jackets and the vests 1%, other products and different services 1%. In the last 3 years the shares were constant.


The products manufactures by S.C. CONTED S.A. are intended both for the internal market and for the external one. As it ca be seen on the schedule below, the share of the exports in the total of realized sales diminished. If in 2009 and 2010 the exports had the largest share (61,47%, respectively 57,07%), in 2011 the internal sales surpassed the exports, these one having a share with 50,26% from the total of realized sales.

The company works in principal in lohn system, having three important clients who sell their goods in the European community. In the same time the company does not neglect proposal for new collaborations, for which they do samples or prototypes, accepting orders with little quantities for the market prospect. The traditional clients of the company are: HMD S.A.R.L. France; Again Textile Team S.R.L. Brasov, S.C. Formen's S.R.L.

Through the company Again, CONTED S.A. worked for famous brands as Esprit, Patrizia Pepe, Mazonetto, Otto Kim, Piere Cardin, through H.M.D. in France the company worked for Zara, Celio, Jules, Olly Gan, Oliphil, Devred, Brice, Massimo Dutti, and through S.C.Formen's for Louis Vuitton, Devred, Cielo. During the years the issuer collaborated also with Benetton, Diesel, F.C. Browns, Sadev, Italpant for Incotex, PoloRolph, Foconalle.

The main balance sheet items are presented in the table below:

Balance items	31.12.2009	31.12.2010	31.12.2011	30.09.2012
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Non tangible assets	9,957	5,195	7,153	8,086
Tangible assets	4,562,262	3,897,172	3,522,728	3,155,023
Financial assets	0	0	0	0
Total tangible assets	4,572,219	3,902,367	3,529,881	3,163,109
Stocks	1,532,671	1,652,329	1,894,090	1,380,234
Debts	2,344,888	2,430,004	1,980,688	2,335,230
Final investments for short term	0	0	0	0
Cash and accounts in banks	2,323,850	2,895,424	4,369,684	3,825,751
Total circulating assets	6,201,409	6,977,757	8,244,462	7,541,215
Expenses in advance	7,414	7,292	10,275	24,528
<b>TOTAL ACTIVE</b>	<b>10,781,042</b>	<b>10,887,416</b>	<b>11,784,618</b>	<b>10,728,852</b>
Debts for short term	1,175,007	2,083,730	1,415,788	1,121,316
Debts for long term	0	10,351	14,849	0
Provisions	0	0	0	0
Incomes in advance	24	0	0	0
Social capital	2,284,360	2,284,360	2,284,360	2,284,360
Capital premiums	0	0	0	0
Reserves from revaluation	835,329	835,329	835,329	835,328
Reserves	4,309,823	4,793,279	4,793,279	4,793,279
Reported profit / loss	155,473	155,473	155,473	155,473
Exercise profit/loss	1,537,570	724,894	2,285,540	1,539,096
Profit's repartition	0	0	0	0
Own capitals	9,606,011	8,793,335	10,353,981	9,607,536
<b>TOTAL PASSIVE</b>	<b>10,781,042</b>	<b>10,887,416</b>	<b>11,784,618</b>	<b>10,728,852</b>

The main elements from the account of profit and loss are presented in the following table

	31.12.2009	31.12.2010	31.12.2011	30.09.2011	30.09.2012
Net turnover	14,497,698	17,170,244	18,644,924	15,094,045	13,208,014
Incomes from exploitation	14,705,916	17,627,983	18,696,015	14,788,844	13,348,896
Expenses of exploitation	13,058,195	16,817,814	16,152,064	12,620,633	11,629,424
Result of the exploitation	1,647,721	810,169	2,543,951	2,168,211	1,719,072
Financial incomes	329,065	311,234	367,391	294,483	214,133
Financial expenses	154,018	236,606	219,068	181,214	99,220
Financial result	175,047	74,628	148,323	113,269	114,913
Extraordinary incomes	0	0	0	0	0
Extraordinary expenses	0	0	0	0	0
Extraordinary result	0	0	0	0	0
Total incomes	15,034,981	17,939,217	19,063,406	15,083,327	13,562,229
Total expenses	13,212,213	17,054,420	16,371,132	12,801,847	11,728,244
Gross result	1,822,768	884,797	2,692,274	2,281,480	1,833,985
Income tax	285,198	159,903	406,734	356,571	294,889
Exercise result	1,537,570	724,894	2,285,540	1,924,909	1,539,096

The cash flows for the last three years audited are presented below

	2009	2010	2011
<b>Cash flows from operating activities</b>			
Receivables from customers from the sale of goods and services, fees, commissions and other incomes, interests and VAT	68,735,420	91,622,524	133,306,626
Payments to suppliers and employees - dividends paid	68,477,770	91,144,635	131,327,774
Paid interests	0	0	0
Income tax paid	286,276	104,451	347,142
Receivables from the National House of Health	285,928	239,242	93,366

<b>Insurance</b>			
<b>Net cash from operating activities</b>	257,302	612,680	1,725,076
<b>Cash flows from investing activities</b>			
Payments for acquisition of shares	-	-	-
Payments for purchase of tangible	82,730	41,106	256,816
Proceeds from sale of tangible assets	-	-	6,000
interest received	-	-	-
dividends received	-	-	-
<b>Net cash from investing activities</b>	-82,730	-41,106	-250,816
<b>Cash flows from financing activities</b>			
Receivables from shares issue	-	-	-
Collections from long term loans	-	-	-
Payment of finance lease liabilities	-	-	-
dividends paid	-	-	-
<b>Net cash from financing activities</b>	-	-	-
<b>Net increase in cash and treasury equivalents</b>	174,572	571,574	1,474,260
<b>Cash and treasury equivalents at beginning of financial year</b>	2,149,278	2,323,850	2,895,424
<b>Cash and treasury equivalents at end of financial year</b>	2,323,850	2,895,424	4,369,684

### 3.3. Information on the shares of S.C. CONTED S.A.

The social capital of the issuer is of 2.284.360,06 lei, integrally subscribed and paid, divided in 239.702 nominative shares in value of 9,53 lei/share.

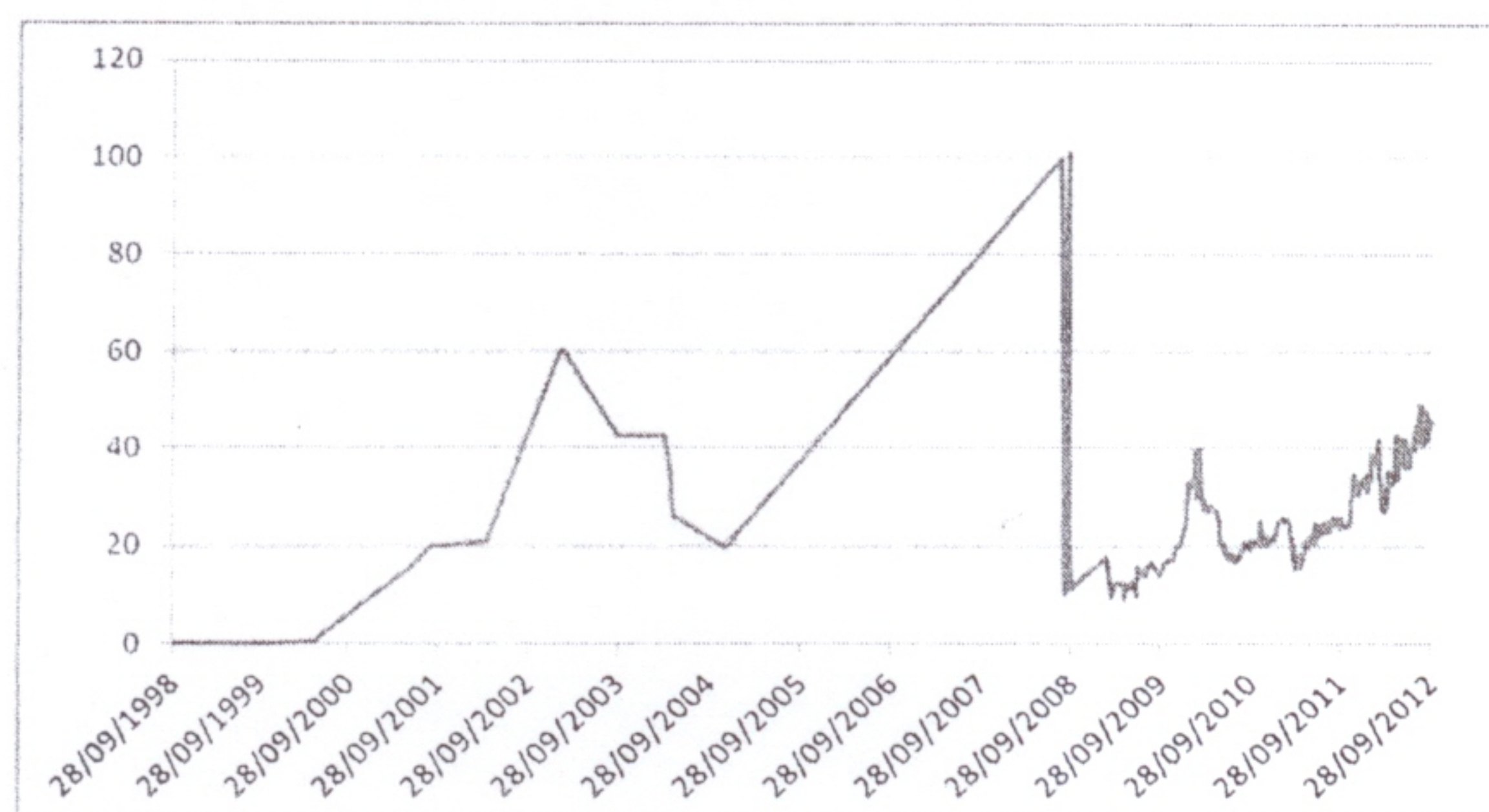
The company's shares are nominative, dematerialized, highlighted through account registration, their evidence being archived, according to the law, at the authorized independent register. The shares have equal value and awards equal rights to the shareholders for each share.

The structure of the shareholding CONTED on 03.12.2012 was the following:

Shareholder	Number of shares	Percent
Popa Manole	61184	25.53%
Pujina Nelu	48428	20.20%
Physical persons	124883	52.10%
Juridical persons	5207	2.17%
<b>Total</b>	<b>239702</b>	<b>100.00%</b>



The shares of the issuer are transacted on the market RASDAQ operated by BSE at the category III-R of this market, beginning with 27.11.1997. The evolution of the daily closing price of CONTED S.A. (CNTE) shares, from the beginning of the transaction on the market RASDAQ and up to now is presented below:





## Organization and management

The issuer is managed in an unitary system, by a Board of Directors composed of 3 non executive managers, temporary and revocable, chosen by the General Assembly of shareholders for a period of 4 years. The Board of Directors choose through its members a President.

Inside the Ordinary General Meeting of Shareholders from 03.09.2011 there were chosen the company's managers, with a mandate for 4 years, the decision of the Ordinary General Meeting of Shareholders being registered at the Trade Register near Law Court Botosani according to the mention no. 17419/06.09.2011.

The General manager of the company – Mrs. Popa Alina Corina – is nominated by the Board of Directors in agreement with the dispositions of the Law 31/1990 and with the provisions of the Company's statute for a period of 4 years beginning with 14.03.2012.

**The executive management of the company is ensured by the following persons:**

<b>Name</b>	<b>Function</b>
<b>Popa Alina Corina</b>	<b>General Manager</b>
<b>Popovici Adriana</b>	<b>Head Office Commercial</b>
<b>Florescu Cerasela</b>	<b>Head of Production Department</b>
<b>Mihai Elena</b>	<b>Head Office Economic</b>



CONTED S.A. București  
8<sup>th</sup> 1 Decembrie 1918 St.  
Dorohoi, Botoșani county

**Manole POPA**

**President of Board of  
Directors**



**INTERMEDIARY**



SSIF Broker S.A. Cluj-Napoca  
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Cluj – Napoca , Cluj

**Florica Zoicaș - Ienciu**

**Deputy General Director**

I, undersigned, Burlacu Lorina Bogdana, authorized translator with registration no. 6075, I certify the exactness of the translation from Romanian, according to the original document



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**ROMANIA**  
BIROUL NOTARILOR PUBLICI ASOCIATI  
RETA ANITEI - ANA-MARIA VATAVU  
SEDIUL: BOTOSANI, B-UL MIHAI EMINESCU NR.63

Public Notary Office \_\_\_\_\_  
Botosani

NOTAR PUBLIC  
ANA-MARIA VATAVU

Signature Legalization of the translator no. 203  
Year 2013 month 01 day 17

\_\_\_\_\_, public notary, according to the art. 8 let. 'e' and 'j' from the Law no. 36/1995, I legalize the signature of Burlacu Lorina Bogdana, authorized translator, upon the signature specimen put on 2 copy of the document.



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TRADUCATORULUI NR. 203  
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