



**SOCIETATEA DE INVESTITII FINANCIARE  
TRANSILVANIA S.A.**

CUI / CIF: RO 3047687, R.C. J08/3306/92, Nr. registru C.N.V.M: PJR 09 SIIR/080004/06.03.2006  
Capital social subscris și vărsat: 109.214.333,20 lei, IBAN: RO08RNCB0053008581440001, BCR Brașov

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*The following is an English translation of the Convening Notice for the Ordinary General Meeting of SIF Transilvania Shareholders to be held on 26/27 April 2012. The Company provides this translation for your reference and convenience only and without any warranty as to its accuracy or otherwise. In case of discrepancies between the Romanian and the English version, the Romanian version shall prevail.*

No. 1827/02.03.2012

**To: BUCHAREST STOCK EXCHANGE  
NATIONAL SECURITIES COMMISSION**

**CURRENT REPORT  
According to the N.S.C. Regulation no. 1/ 2006  
Date of report: March 2<sup>nd</sup>, 2012**

S.I.F. Transilvania S.A. Brașov

Headquarters: 2, Nicolae Iorga Street, Brașov, 500057

Telephone: 0268/41.55.29, 41.61.71; Fax no.: 0268/47.32.15; 47.32.16

Tax registration code: RO3047687

Trade Register Number: J08/3306/92

Subscribed and paid-in share capital: RON 109,214,333. 20

Regulated market on which the issued shares are traded: Bucharest Stock Exchange

**Important events to be reported: Convening the Ordinary General Meeting of Shareholders**

During their meeting on March 2<sup>nd</sup> 2012, the SIF Transilvania Board of Directors decided to convene the **Ordinary General Meeting of S.I.F. Transilvania's Shareholders** as follows:

**THE BOARD OF DIRECTORS OF**

**SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.,**

headquartered in Brasov, 2, Nicolae Iorga Street, Brasov County, registered with the Trade Register attached to the Brașov Court under no. J08/3306/1992, tax registration code RO3047687, hereby **convenes the Ordinary General Shareholders' Meeting on April 26<sup>th</sup> 2012, at 10:00 a.m.** The works of the general meeting shall take place in Brasov, 10, Alexandru Vlahuță Blvd. (International Trade Center headquarters).

The meeting is convened in accordance with Law 297/2004 regarding the capital market, as further amended and supplemented (hereinafter referred to as Law 297/2004), the N.S.C. regulations issued for the enforcement of this law, Law no. 31/1990 regarding trading companies, republished in 2004, as further amended and supplemented (hereinafter referred to as Law 31/1990) and the Company's Articles of Incorporation.

The Company's share capital consists of 1,092,143,332 registered shares, indivisible, of equal value and dematerialized; each share grants the right to one vote in the General Shareholders' Meeting, except for those shares whose voting right is suspended according to law (article 286<sup>1</sup> paragraphs 1 and 2 of

Law no. 297/2004). Information referring to the number of shares with voting rights suspended according to article 286<sup>1</sup> of Law no. 297/2004 will be available on the Company website starting with April 24<sup>th</sup>, 2012.

The shareholders entitled to participate and vote in the General Shareholders' Meeting shall be the ones registered in the Shareholders' Register at the end of business day **March 26<sup>th</sup> 2012**, considered as **reference date**.

The Ordinary General Shareholders' Meeting shall have the following **agenda**:

1. Discussion and approval of the individual annual financial statements prepared for financial year 2011, namely balance sheet, statement of income, statement of changes in the shareholders' equity, statement of cash flows, informative data, statement of fixed assets and explanatory notes to the annual financial statements respectively, based on the reports presented by the Board of Directors and the financial auditor (statutory);
2. Approval of the distribution of the 2011 net profit, the gross dividend per share and the time frame and methods for the payment of dividends, in accordance with the Board of Directors' proposal;
3. Approval of the discharge of liability for the members of the Board of Directors concerning the activity carried out during financial year 2011;
4. Discussion and approval of the revenue and expenditure budget for 2012 and the investment program for 2012;
5. Approval of the date of **May 18<sup>th</sup> 2012** as registration date, namely the date for identifying the shareholders who are subject to the effects of the decision adopted by the Ordinary General Shareholders' Meeting, as provided by article 238 of Law no. 297/2004.

Shareholders jointly representing at least 5% of the share capital have the right:

- (i) to enter topics on the agenda of the general meeting, provided that each such topic is accompanied by a justification or a draft decision to be adopted during the General Meeting; and
- (ii) to submit draft decisions for the topics included or proposed to be included on the agenda of the General Meeting.

The deadline by which shareholders may exercise their aforementioned rights is **March 19<sup>th</sup> 2012**, 14:00.

Each shareholder has the right to ask questions related to the topics on the agenda of the General Meeting. The deadline by which shareholders may exercise this right is **March 24<sup>th</sup> 2012**. The Company may answer these questions including through answers posted on its website, in the "Frequently asked questions" section.

Proposals or questions of the shareholders specified in the paragraphs above may be submitted or mailed by post or courier to the Company headquarters, with the following text clearly written on the envelope, in capital letters: "**FOR THE ORDINARY GENERAL SHAREHOLDERS' MEETING ON APRIL 26<sup>TH</sup> 2012**". They may also be sent by e-mail on the condition that they include an extended electronic signature, according to Law no. 455/2001 on electronic signatures, to [tosiftransilvania@siftransilvania.ro](mailto:tosiftransilvania@siftransilvania.ro).

For identification purposes, shareholders who ask questions or propose new topics to be included on the agenda shall attach copies of documents certifying their identity and the quality of shareholder, on the date of the request, as provided in the Company's Articles of Incorporation (art. 5 paragraph (2) of

Memorandum of Association and art. 3 paragraph (4) of Articles of Association) available on the Company website.

The shareholders registered in the Shareholders' Register on the reference date may participate to the General Meeting in person or may be represented by other persons (but not by the Company's Board members) based on a special proxy. They may also vote by correspondence or by electronic means, in accordance with the procedures posted on the Company website.

The shareholders entitled to participate to the General Shareholders' Meeting will be granted access to the Meeting after proving their identity.

Legal entities may be represented in the General Meeting by their legal representative, based on an official document certifying the quality of legal representative of the legal entity (e.g. Articles of Incorporation, excerpt/certificate issued by the Trade Register or by another competent authority, maximum 30 days prior to the General Meeting).

If the shareholder is represented by another person, the representative shall submit the special proxy signed by the shareholder himself/herself, in the case of natural persons, or by the legal representative of the company, in the case of legal entities, the official document certifying the quality of legal representative of the legal entity, issued maximum 30 days prior the General Meeting, and an ID.

**The special proxy forms** shall be made available starting with **March 26<sup>th</sup> 2012**, during working days, from 9:00 to 15:00, at the Company headquarters and its branch offices, at the addresses mentioned in the convening notice herein.

After filling in and signing the special proxy forms, an original counterpart shall be submitted/sent to the Company's headquarters not later than **April 24<sup>th</sup> 2012** (date of registration with the Company's registration office or postmark date of arrival in Brasov), under the penalty of losing the right to vote by proxy at the General Meeting, according to legal provisions. The proxy shall be sent either in original counterpart bearing holograph signature, to the Company headquarters, or by e-mail having attached an extended electronic signature, according to Law no. 455/2001 on electronic signatures, to [siftransilvania@siftransilvania.ro](mailto:siftransilvania@siftransilvania.ro).

The shareholders registered in the Shareholders' Register on the reference date may vote by correspondence prior to the General Meeting using ballots forms.

**The ballots forms** for shareholders holding more than 500 shares shall be mailed by the Company at the addresses mentioned in the Shareholders' Register, starting with **April 2<sup>nd</sup> 2012**. The ballot forms for shareholders holding less than 500 shares shall be made available starting with **March 26<sup>th</sup> 2012**, during working days, from 9:00.-15:00, at the Company headquarters and its branch offices at the addresses mentioned in the convening notice herein.

After being filled in, the ballots shall be sent to the Company headquarters not later than **April 24<sup>th</sup> 2012** (postmark date of arrival in Brasov), under penalty of losing the right to vote by correspondence at the General Meeting, according to legal provisions.

The shareholders registered in the Shareholders' Register on the reference date may also vote prior to the General Meeting by electronic means, by accessing the Company website [www.siftransilvania.ro](http://www.siftransilvania.ro),

“Electronic vote” section. The procedure for voting by correspondence, including by electronic means, established by the Board of Directors, will be presented in the informative materials which will be made available to shareholders.

Documents submitted in a foreign language (except for ID documents) shall be accompanied by a certified translation into Romanian.

The preliminary individual annual financial statements for 2011 (not audited), the Board of Directors’ annual report for the financial year ended at 31 December 2011, the Company report as at 31 December 2011 prepared according to Annex no. 17 to the NSC Regulation no. 15/2004 and the proposal regarding the distribution of the 2011 net profit will be available starting with **March 5<sup>th</sup> 2012** at the Company headquarters and on its website.

The final version of the above mentioned documents and the other documents regarding the items on the agenda, namely the Company budget and investment program for 2012, the financial auditor’s report, the procedure for voting by correspondence, including by electronic means prepared by the Board of Directors and the draft decision of the General Meeting will be available starting with **March 26<sup>th</sup> 2012** during working days, from 9:00 to 15:00, at the Company headquarters and on its website: [www.siftransilvania.ro](http://www.siftransilvania.ro). A synthesis thereof will be published in the press, mainly in the national newspaper "Bursa" and in the local newspaper "Transilvania Expres". Shareholders may request, for a fee, copies of the documents regarding the topics on the agenda from the Company headquarters or may print them from the Company website.

Should the validity conditions not be met on the first call, the Ordinary General Shareholders’ Meeting is convened on **April 27<sup>th</sup> 2012**, at the same time and location and with the same agenda.

The addresses of the Company’s headquarters and branch offices are the following:

**S.I.F. Transilvania S.A** Headquarters –2, Nicolae Iorga Street, ZIP code 500057, Braşov, Braşov county, phone 0268/41.55.29, 41.61.71, fax 0268/47.32.15, 47.32.16;

**Bucharest Branch office** –35, Maria Rosetti Street, ZIP code 020482, Bucharest, phone 021/212.12.70, fax 021/212.12.71;

**Buzău Branch office** -lon Băieşu Street, Block 4-5, mezzanine, ZIP code 120037, Buzău, Buzău County, phone 0238/71.74.50, fax 0238/72.15.99;

**Constanţa Branch office** -21, 1 Decembrie 1918 Blvd., ZIP code 900162, Constanţa, Constanţa County, phone 0241/69.11.72, fax 0241/61.46.95;

**Mureş Branch office** -1, Piaţa Teatrului, ZIP code 540034, Tg. Mures, Mureş County, phone 0265/26.51.74, fax 0265/26.84.51;

**Sibiu Branch office** -6, Alba Iulia roadway, ZIP code 550018, Sibiu, Sibiu County, phone 0269/21.46.50, fax. 0269/21.50.10;

**Vrancea Branch office** -2, Unirea Principatelor Street, floor 1 (Federalcoop Vrancea Building), ZIP code 620091, Focşani, Vrancea County, phone 0237/22.62.72, fax 0237/22.62.66.

**President of the Board,**

**Mihai Fercală, PhD**