



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

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Societate administrată în sistem dualist

The following is an English translation of the Convening Notice for the Extraordinary General Meetings of SIF Transilvania Shareholders to be held on April 28/29 2014. 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. 1.799 / 28.02.2014

**CURRENT REPORT
Under NSC Regulation no. 1/2006
Date of report: 28.02.2014**

S.I.F. Transilvania S.A.

Registered office: 2 Nicolae Iorga Street, Braşov 500057

Telephone: 0268/41.55.29, 41.61.71; Fax: 0268/47.32.15; 47.32.16

Web site: www.siftransilvania.ro

Tax registration code: RO3047687

Trade Register number: J08/3306/92

Subscribed and paid in share capital: 109,214,333.20 lei

The market where securities issued are traded: Bucharest Stock Exchange (Symbol SIF3)

Important event to report: Convening of the Extraordinary General Meeting of Shareholders

The Executive Board of the Company in its meeting held on February 28, 2014 has decided to convene **the Extraordinary General Meeting of the Shareholders of S.I.F. Transilvania S.A.**, according to the following **convening notice**:

**The Executive Board
of Societatea de Investitii Financiare Transilvania S.A.,**

with the registered office in Braşov, 2 Nicolae Iorga street, Braşov County, registered at the Trade Register Office attached to the Braşov Court under number J08/3306/1992, having the Fiscal registration code RO3047687, convenes the Extraordinary General Meeting of Shareholders on April 28, 2014, 10:00 am.

The general meeting shall be held in the municipality of Braşov, 10 Alexandru Vlahuţă Blvd. (offices of the International Trade Center).

The meeting is convened in accordance with Law no. 297/2004 regarding the capital market, as further amended and supplemented (hereinafter referred to as Law no. 297/2004), the Government Emergency Ordinance no. 32/2012 (hereinafter referred to as GEO no. 32/2012), the NSC regulations issued for the enforcement of the law, Law no. 31/1990 on companies, republished in 2004, as further amended and supplemented (hereinafter referred to as Law no. 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 granting the right to one vote in the general meeting of shareholders, except for those shares whose voting right is suspended according to legal provisions [art. 286¹ para (1) and para (2) of Law no. 297/2004]. The information referring to the number of shares with voting rights suspended according to art. 286¹ of Law no. 297/2004 shall be made public on the Company's website before the date of the general meeting, by posting the decision of the FSA to suspend the exercise of the voting rights, issued according to NSC Instruction no. 6/2012.

The shareholders entitled to participate and vote in the general meeting of shareholders are those registered in the shareholders' register at the end of business on March 28, 2014, set as **reference date**.

The Extraordinary General Meeting of Shareholders shall have the following agenda:

1. Discussion and approval of the individual annual financial statements prepared for the financial exercise 2013, respectively the balance sheet, the profit and loss account, the statement of changes in the shareholders' equity, the statement of cash flows, the informative data, the statement of fixed assets and the explanatory notes of the annual financial statements, including also the quota of 4.03743% of profit made in the 2013 financial exercise destined to the stimulation of the employees, members of the Executive Board and of the Supervisory Board (Note no. 2), based on the reports presented by the Executive Board, the Supervisory Board and the Financial auditor (statutory);

2. Approval of the allocation to reserves of the net profit recorded in the financial year 2013, according to the proposal of the Executive Board and of the Supervisory Board;

3. Approval of the increase of the share capital with the amount of RON 109,214,333.20, from RON 109,214,333.20 to RON 218,428,666.4, by issuing a number of 1,092,143,332 new shares with a nominal value of RON 0.10, according to para (1) and (2) of art. 210 of Law no. 31/1990, by using the reserves set up from profit, according to the motivation presented in the proposal of the Executive Board and the Supervisory Board regarding the allocation of the net profit recorded by the company in the financial year 2013. Each shareholder registered in the shareholders' register on the registration date which shall be approved by the extraordinary general meeting, according to item 8 on the agenda, shall receive free of charge, a new share for each old share owned, with the consequence of the amendment of art. 7 of the Articles of Incorporation, which shall have the following wording:

„Art. 7 – The subscribed and paid-in share capital is of RON 218,428,666.40 and is divided into 2,184,286,664 nominative shares.”

To each new issued share is attached an allocation right which may be traded according to legislation in effect.

4. Approval of the discharge of liability of the members of the Executive Board and of the members of the Supervisory Board for the activity carried out in the financial year 2013;

5. Discussion and approval of the revenue and expenditure budget and the investment program for 2014;

6. Election of two members of the Company's Supervisory Board for a term that will be equal to the period left until the expiry of the current term of the Supervisory Board (April 19, 2017);

7. Empowering Mr. Mihai Fercală- Executive President /C.E.O. to sign the Decisions of the Extraordinary General Meeting of Shareholders, the addendum amending the Articles of Incorporation and any other documents necessary for the execution of the Decisions of the EGMS and to carry out the formalities for the publication and registration thereof;

8. Approval of the date of June 16, 2014 as registration date, respectively the date for the identification of the shareholders who are subject to the effects of the decision of the extraordinary general meeting of the shareholders, in accordance with the stipulations of art. 238 of Law no. 297/2004.

In accordance with art. 137¹ para (2) of Law no. 31/1990, the candidates for the positions of members of the Supervisory Board will be nominated by the current members of the Supervisory Board or by the shareholders, by observing the minimum conditions to be met by nominees, stipulated at art. 18 of the NCS Regulation no. 15/2004.

The application files of the candidates nominated shall be submitted to the Executive Board of S.I.F. Transilvania at the company's registered office, in duplicate (original plus one copy), weekdays, between 9:00 am and 3:00 pm, no later than March 18, 2014 and they shall be registered at the Company's registration office in the chronological order of their submission. Only the candidates whose files are complete and contain the documents specifically mentioned in the list published on the company website shall be inscribed on the voting papers, observing the chronological order of the files registration.

The persons elected as member of the Supervisory Board by the general meeting of shareholders shall exercise the prerogatives of the position only after their approval by the Financial Supervisory Authority.

Information regarding the name, residence and professional qualification of the persons nominated for the position of member of the supervisory board shall be made available to the shareholders on the company's website.

The shareholders representing together at least 5% of the share capital, have the right:

(i) to introduce items on the agenda of the general meeting, provided that each item is accompanied by a justification or by a draft resolution for adoption by the general meeting, and

(ii) to present draft resolutions for the items included or proposed to be included on the agenda of the general meeting.

The deadline by which the shareholders can exercise the above mentioned rights is March 18 2014, until 2:00 pm.

Each shareholder has the right to ask questions related to the items on the agenda of the general meeting, until the latest April 25, 2014. The company may respond also by posting the answer on the company's website, under "frequently asked questions".

The proposals or questions of the shareholders mentioned in the previous paragraphs may be submitted or sent, either by post or courier, at the company's registered office mentioned above, with a clearly written note "For the Extraordinary General Meeting of Shareholders on April 28, 2014" or by e-mail at siftransilvania@siftransilvania.ro with the extended electronic signature attached, in compliance with Law no. 455/2001 on electronic signature.

For identification purposes, persons asking questions or proposing supplementation of the agenda of the general meeting shall attach to the request documents attesting their identity and shareholder status on the date of the request, as mentioned at art. 9 para (2) of the Articles of Incorporation (available on the company's website under "Articles of Incorporation") and in the NSC Execution Order no. 26/20.12.2012.

The shareholders registered in the shareholders' register on the reference date may participate directly in the general meeting or may be represented by other persons, based on a

special power of attorney issued for this meeting, or they may vote by correspondence or by electronic means, according to the procedures published on the company's website.

The access at the works of the general meeting of the shareholders entitled to attend is permitted by simple proof of their identity.

The legal persons may participate by their legal representative based on a certificate of company details/ascertaining certificate issued by the Trade Register, submitted in original or certified copy, or any other document, in original or certified copy, issued by the competent authority from the state where the shareholder is legally registered, attesting their status of legal representative of the legal person shareholder. The document attesting the status of legal representative of the legal person is valid if it was issued at most 3 months before the publication date of the convening notice of the general meeting.

If the shareholder is represented by another person, the representative shall present the special power of attorney, signed by the natural person shareholder or by the legal representative of the legal person, the official document attesting the status of legal representative of the legal person as shown at the previous paragraph, as well as the identity document.

The special power of attorney forms for the general meeting may be obtained starting with March 28, 2014, weekdays, between 9:00 am and 3:00 pm from the Company's registered office or the Bucharest branch office.

Once filled in and signed, a copy of the special power of attorney shall be submitted/sent to the company so it reaches the company by April 25, 2014 (date of registration with the company registration office or the postmark date of arrival in Braşov), under penalty of losing the right to vote by proxy at this general meeting, in accordance with legal provisions. The power of attorney shall be submitted, either in original with handwritten signature, at the company's registered office, or as a document signed electronically with the extended electronic signature, according to Law no. 455/2001 on electronic signature, by e-mail at siftransilvania@siftransilvania.ro.

The second copy of the special power of attorney shall be submitted/ sent to the trustee, and the third copy shall be retained by the shareholder.

The shareholders registered in the shareholders' register on the reference date may also vote by correspondence before the general meeting, by using the forms for correspondence ballots.

The forms for correspondence ballots for the shareholders owning more than 500 shares shall be mailed by the Company, at the addresses mentioned in the shareholders' register, starting with April 7, 2014. The forms for correspondence ballots for the shareholders owning less than 500 shares shall be made available starting with March 28, 2014, weekdays, between 9:00 am and 3:00 pm, at the company's registered office and at the Bucharest branch office.

After they are filled in, the correspondence ballots shall be sent by mail to the company's registered office so they are received by April 25, 2014, the postmark date of arrival of the correspondence in Braşov, under penalty of losing the right to vote by correspondence at this general meeting, in accordance with legal provisions.

The shareholders registered in the shareholder register at the reference date may vote before the general meeting by electronic means, by accessing the Company website www.siftransilvania.ro, "electronic voting" section.

The procedure for voting by correspondence, including by electronic means, established by the Executive Board, shall be presented in the information materials that will be made available to shareholders on the Company's website, under "EGMS 2014" section.

The documents presented in a foreign language (with the exception of identity papers and those written in English) shall be accompanied by a translation done by a certified translator into Romanian or English.

Starting with March 3, 2014 the following documents are made available to shareholders, at the company's registered office as well as on the website: the preliminary and unaudited annual individual financial statements prepared for 2013, the preliminary annual reports of the Executive Board and of the Supervisory Board for the financial year concluded on December 31, 2013 and the proposal of the Executive Board and the Supervisory Board regarding the allocation of the net profit achieved in 2013, including the motivation for the proposal to increase (double) the share capital.

The final form of the documents referred to in the previous paragraph, as well as the other documents pertaining to the items included on the agenda, including the revenue and expenditure budget and the investment program for 2014, the Company's report on December 31, 2013 prepared in accordance with Annex no. 17 of the NSC Regulation no. 15/2004, the financial auditor's report (statutory), the procedure for voting by proxy, correspondence, including by electronic means, established by the Executive Board and the draft decisions of the general meeting, will be available starting with March 28, 2014, weekdays, between 9:00 am and 3:00 pm, at the Company's registered office and on the company's website: www.siftransilvania.ro. A summary of the data presented in the documents pertaining to the extraordinary general meeting shall also be published in the press on March 28, 2014, mainly in the national newspaper "Bursa" and in the local paper "Transilvania Expres". The Company's shareholders may obtain, from the company's registered office, upon request and at cost, copies of the final documents pertaining to the items included on the agenda, or they can print them from the Company's website.

If the validity conditions are not met at the first convening, the Extraordinary General Meeting of Shareholders is convened on April 29 2014, at the same time and venue and with the same agenda.

The addresses of the Company's registered office and branch office are the following:

Registered office of S.I.F. Transilvania S.A. - 2 Nicolae Iorga street, postal code 500057, Braşov, Braşov county, tel. 0268/41.55.29; 41.61.71, fax 0268/47.32.15; 47.32.16;

Bucharest branch office - str. 35 Maria Rosetti Street, postal code 020482, Bucharest, tel. 021/212.12.70, fax 021/212.12.71.

President of the Executive Board,
Dr. ec. Mihai Fercală

Vicepresident of the Executive Board,
ec. Ion MIHĂILĂ

Vicepresident of the Executive Board,
dr. ec. Iulian STAN