



**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 Ordinary and Extraordinary General Meetings of SIF Transilvania Shareholders to be held on August 11/12 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.

Nr. 5326/23.06.2014

CURRENT REPORT
under NSC Regulation no. 1/2006
Date of report: 23.06.2014

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

Website: www.siftransilvania.ro

Tax registration code: RO3047687

Trade Register number: J08/3306/92

Subscribed and paid in share capital: RON 218,428,666.40

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

Important event to report: Convening of the Ordinary and Extraordinary General Meetings of Shareholders

Following the requests addressed to the company by a shareholders' group holding 5.02% of the share capital the Executive Board of the Company in its meeting held on **June 23, 2014** has decided to convene **the Ordinary and Extraordinary General Meetings of the Shareholders of S.I.F. Transilvania**, 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, hereby convenes:

- (i) the Ordinary General Meeting of Shareholders on August 11, 2014, 10:00 am.
- (ii) the Extraordinary General Meeting of Shareholders on August 11, 2014, 13:00 pm.

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

The meetings are 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 2,184,286,664 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 [article 286¹ paragraph (1) and paragraph (2) of Law no. 297/2004]. The information referring to the number of shares with voting rights suspended according to article 286¹ of Law no. 297/2004 shall be made public on the Company's website up to the date of the general meetings, by posting the FSA decision to suspend the exercise of the voting rights, issued according to NSC Instruction no. 6/2012, if applicable. On the date of the present convening notice the value of the company's new share capital, as resulted from its increase approved by the E.G.M.S Decision no. 1/28.04.2014 is registered at the Trade Register Office attached to the Brasov Court and pending to be registered in the shareholders' register kept by the Central Depository S.A. Bucharest.

The shareholders entitled to participate and vote in the general meetings of shareholders are those registered in the shareholders' register at the end of business on July 11, 2014, set as **reference date**.

(i) The Ordinary General Meeting of Shareholders shall have the following agenda:

1. Consulting the shareholders, by vote, on the election of the members of the Supervisory Board by cumulative vote requested by the shareholders' group holding 5.02% of the share capital, according to article 125 paragraph (1) of the NSC Regulation no. 1/2006.

2. Election of the Supervisory Board of S.I.F. Transilvania S.A. Braşov by cumulative vote, for a 4 years mandate.

3. Approval as an election criterion of the members of the Supervisory Board the youngest from the candidates obtaining the same number of cumulative votes expressed by the same number of shareholders.

4. Approval of the management contract for the members of the Supervisory Board.

5. Empowering Mr. Mihai Fercală- Executive President /C.E.O. to sign the Decisions of the Ordinary General Meeting of Shareholders and to carry out the formalities for the publication and registration thereof.

6. Approval of the date of August 29, 2014 as registration date, respectively the date for the identification of the shareholders who are subject to the effects of the decisions of the ordinary general meeting of shareholders, in accordance with the stipulations of article 238 of Law no. 297/2004.

According to article 125 paragraph (1) of the NSC Regulation no. 1/2006, amended by the FSA Regulation no. 6/2014, the election of the members of the Supervisory Board by cumulative vote is subjected to the shareholders' vote as this request is submitted by shareholders without significant holdings.

Items 2-4 on the agenda shall make the object of the general meeting decision only if the company's shareholders approve with the majority of votes, in accordance with article 235 of Law no. 297/2004 and article 125 of NSC Regulation no. 1/2006, the implementation of the cumulative vote for the election of the members of the Supervisory Board.

Items 2-4 on the agenda are included in accordance with the request of the shareholders Frățilă Constantin, member of the Supervisory Board, holder of a number of 43,685,666 shares representing 3.999% of the share capital, Frățilă Maria Alexandra, holder of a number of 10,921,500 shares representing 1.000% of the share capital and Alexe Gabriela, holder of a number of 230,000 shares representing 0.021% of the share capital, shareholders who have requested the convening of the ordinary general meeting of the shareholders in accordance with article 119 of the Law no. 31/1990.

Item 1 on the agenda is included for the observance of the stipulations of article 125 paragraph (1) of the NSC Regulation no. 1/2006 regarding the issuers and the transferable securities operations, stipulating that the implementation of the cumulative vote is subjected to vote during the general meeting in case the request is submitted by the shareholder without significant holdings.

(ii) *The Extraordinary General Meeting of Shareholders shall have the following agenda:*

1. Approval of the amendment and supplementation of the Articles of Incorporation of the company, as follows:

- **article 16 paragraph (2)** is amended and shall have the following wording:

Monthly remuneration of the members of the Supervisory Board is established at 2 gross average salaries by company for each member of the Board, 2.5 gross average salaries by company for the vice-president and 3 gross average salaries by company for the president. No additional remuneration is granted to the members of the Supervisory Board who are part of the advisory committees of the Supervisory Board.

- **article 19 paragraph (7)** is amended and shall have the following wording:

Monthly remuneration of the President of the Executive Board is established at 5 gross average salaries by company and 3 gross average salaries by company for the other members of the Executive Board;

- **article 25 paragraph (4)** is amended and shall have the following wording:

The members of the Supervisory Board, of the Executive Board and the company personnel have the right to participate in the net profit allocation pertaining to each fiscal year based upon a percentage share specified in the explanatory notes to the annual financial statements subject to the approval of the general meeting of the shareholders. In the case where, during a fiscal year, the net assets or the shareholders' equity are decreased in contrast with the previous fiscal year, the members of the Supervisory Board, of the Executive Board and the company personnel are not entitled to participate in the allocation of the net assets pertaining to the respective fiscal year or to receive other indemnity, additional remuneration or bonus.

2. Approval for the members of the Board of Directors and the managers of the portfolio companies, in which S.I.F. Transilvania is majority shareholder, may be rightfully dismissed in case the profit approved by the Revenues and Expenditure Budget is not achieved.

3. Approval for the members of the Board of Directors and the managers of the portfolio companies, in which S.I.F. Transilvania is majority shareholder, not to receive any form of additional indemnity or bonus for the results of a fiscal year if, during the respective fiscal year, a decrease in the net assets in contrast with the previous fiscal year is recorded.

4. Empowering Mr. Mihai Fercală- Executive President /C.E.O. to sign the Decisions of the Extraordinary General Meeting of Shareholders, and to carry out the formalities for the publication and registration thereof.

5. Approval of the date of August 29, 2014 as registration date, respectively the date for the identification of the shareholders who are subject to the effects of the decisions of the extraordinary general meeting of the shareholders, in accordance with article 238 of Law no. 297/2004.

Items 1-3 on the agenda are included in accordance with the request of the shareholders Frățilă Constantin, member of the Supervisory Board, holder of a number of 43,685,666 shares representing 3.999% of the share capital, Frățilă Maria Alexandra, holder of a number of 10,921,500 shares representing 1.000% of the share capital and Alexe Gabriela, holder of a number of 230,000 shares representing 0.021% of the share capital, shareholders who have requested the convening of the extraordinary general meeting of the shareholders in accordance with article 119 of the Law no. 31/1990.

In accordance with article 137¹ paragraph (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 in article 18 of the NCS Regulation no. 15/2004.

The list of candidates shall be opened by the present members of the Supervisory Board, in accordance with article 124 paragraph (3) of the NSC Regulation no. 1/2006.

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 July 09, 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 July 9, 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 August 08, 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 Ordinary General Meeting of Shareholders on August 11/12, 2014" or "For the Extraordinary General Meeting of Shareholders on August 11/12, 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 article 9 paragraph (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 each general meeting, or they may vote by correspondence or by electronic means, according to the procedures published on the company's website under „O.G.M.S August 2014” or „E.G.M.S August 2014” sections.

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 meetings may be obtained starting with July 11, 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 August 08, 2014 (date of registration with the company registration office or the postmark date of arrival in Brasov), 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 at least 1,000 shares shall be mailed by the Company, at the addresses mentioned in the shareholders' register, starting with July 21, 2014. The forms for correspondence ballots for the shareholders owning less than 1,000 shares shall be made available starting with July 11, 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 August 08, 2014, the postmark date of arrival of the correspondence in Braşov, under penalty of losing the right to vote by correspondence at these general meetings, in accordance with legal provisions.

The shareholders registered in the shareholder register at the reference date may vote before the general meetings 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 "E.G.M.S. August 2014" or „E.G.M.S. August 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.

All the documents related to the items on the agenda, including the procedure for voting by proxy, correspondence, including by electronic means, established by the Executive Board and the draft decisions of the general meetings, will be made available to the shareholders starting July 11, 2014, at the company's registered office and on the company's website. The documents shall be available for consulting starting with July 11, 2014, weekdays, between 9:00 am and 3:00 pm, at the Company's registered office, or on the company's website: www.siftransilvania.ro, under: „E.G.M.S August 2014”, and

respectively „E.G.M.S. August 2014” sections. A summary of the data presented in the documents pertaining to the general meeting shall also be published in the press on July 11, 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 General Meeting of Shareholders is convened on August 12, 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 - 35 Maria Rosetti Street, postal code 020482, Bucharest, tel. 021/212.12.70, fax 021/212.12.71.

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**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**

**Internal audit,
Diana VEREŞ**