



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

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**Societate administrată în sistem dualist**

**No. 1712/06.03.2017**

**To: Bucharest Stock Exchange  
Financial Supervisory Authority**  
- Financial Instruments and Investments Sector

**CURRENT REPORT  
under the NSC Regulation no. 1/2006  
Date of report: 6 March 2017**

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 Identification Number/ Fiscal registration code: RO3047687

Trade Register number: J08/3306/92

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

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

**Important event to report: Convening notice for the Ordinary General Meeting of Shareholders**

The Company's Executive Board decided during the meeting held on **6 March 2017** to convene **the Ordinary 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 its registered office in Braşov, 2 Nicolae Iorga Street, Braşov County, registered with the Trade Register Office attached to the Braşov Court under no. J08/3306/1992, with Fiscal Registration Code RO3047687, hereby convenes the **Ordinary General Meeting of Shareholders for 28 April 2017, 10:00 a.m.**

The meeting will be held in Braşov, 10 Alexandru Vlahuţă Blvd. (headquarters of International Trade & Logistic Center).

The convening is carried out in compliance with Law no. 297/2004 on the capital market, as further amended and supplemented (hereinafter referred to as Law no. 297/2004), with the NSC/FSA regulations issued for the enforcement of the above-mentioned law, with Companies' Law no. 31/1990, republished in 2004, as further amended and supplemented (hereinafter referred to as Law no. 31/1990) and with the Company's Articles of Incorporation.

The Company's share capital is divided in 2,184,286,664 nominative and indivisible shares, of equal value, issued in dematerialized form. Each share grants the right to one vote

within the General Meeting of Shareholders, except for the shares whose voting right is suspended according to article 286<sup>1</sup> paragraphs (1) and (2) of Law no. 297/2004. The information regarding the number of shares with voting right suspended will be made public on the Company's website up to the date of the general meeting, by posting the FSA decision regarding the suspension of the exercise of voting rights, issued, if applicable, according to the NSC Instruction no. 6/2012.

The shareholders entitled to attend and vote in the general meeting of shareholders are those who will be registered in the Shareholders' Register at the end of **29 March 2017**, set as reference date.

The **Ordinary General Meeting of Shareholders** will have the following agenda:

1. Election of the meeting secretariat, according to article 129 of Law no. 31/1990, comprised of three members, namely: Mr. Gavril Ola, Mrs. Mihaela Susan and Mrs. Simona Moldval, identified with the data available at the Company's registered office; Mr. Gavril Ola is to be elected as the meeting secretary in charge with drafting the OGMS minutes;
2. Election of the Committee for counting the votes expressed within the OGMS meeting, comprised of three members, namely: Mr. Mielu Dobrin, Mr. Florian Serac and Mr. Gheorghe Rusu, identified with the data available at the Company's registered office;
3. Discussion and approval of the annual financial statements, namely the statement of financial position, the statement of profit and loss and other comprehensive income and the explanatory notes to the annual financial statements prepared for the financial year 2016, based on the reports presented by the Executive Board, the Supervisory Board and the Financial Auditor (statutory);
4. Approval of the distribution of the net profit achieved in the financial year 2016 and setting of the gross dividend per share in the value of 0.02 RON/share;
5. Approval of the discharge of the Executive Board members and the Supervisory Board members for the activity performed in the financial year 2016 and during the entire mandate 2013-2017;
6. Discussion and approval of the revenue and expenditure budget for 2017, the investment program for 2017 and the strategic guidelines for 2017-2021;
7. Election of the Company's Supervisory Board for a 4-year mandate, starting from 28 April 2017 until 27 April 2021;
8. Approval of **6 October 2017** as *record date (ex-date 5 October 2017)*, according to the applicable legal provisions, for the identification of the shareholders who are subjected to the effects of the resolutions taken and approval of **27 October 2017** as *payment date*, in accordance with the provisions of article 129<sup>2</sup> of the NSC Regulation no. 1/2006;
9. Authorization of Mr. Mihai FERCALĂ - Executive President/CEO to sign the Resolution of the Ordinary General Meeting of Shareholders and to carry out the formalities for the publication and registration thereof.

In accordance with article 153<sup>6</sup> paragraph (2) of Law no. 31/1990, republished in 2004, as further amended and supplemented, the candidates for the positions of member of the Supervisory Board shall be nominated by the current members of the Supervisory Board or by the shareholders, by observing the minimum conditions that must be fulfilled by the nominated persons provided by article 23 of the FSA Regulation no. 9/2014 and the FSA Regulation no. 14/2015. The eligibility conditions that must be fulfilled by the candidates in order to hold the position of member of the Supervisory Board and the content of the

application file are presented on the Company's website [www.siftransilvania.ro](http://www.siftransilvania.ro), section "OGMS April 2017".

The application files of the nominated candidates shall be submitted to the Executive Board of S.I.F. Transilvania, at the Company's registered office, in two counterparts, during working days, between 9:00 a.m. and 4:00 p.m., no later than **14 March 2017** and they shall be registered at the registry office of S.I.F. Transilvania in the chronological order of their submission. Only candidates whose files are complete and contain the documents specifically mentioned in the list published on the Company's website will be inscribed on the voting papers, in the chronological order of their registration.

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

Information regarding the name, residence and professional qualifications of the persons nominated for the position of member of the Supervisory Board will be made available to the shareholders on the Company's website.

One or more shareholders representing individually or jointly at least 5% of the share capital has/have the right:

(i) to introduce items on the agenda of the general meetings provided that each item is accompanied by a justification or by a draft resolution proposed for approval 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 meetings.

Shareholders can exercise the above mentioned rights by **23 March 2017, 2:00 p.m.**

Each shareholder has the right to ask questions related to the items on the agenda of the general meeting, the deadline for exercising this right being **25 April 2017**. The Company may answer the questions also by posting the answer on the Company's website, at the "Frequently Asked Questions" section.

The proposals or questions of the shareholders mentioned in the previous paragraphs may be submitted or sent either by post or courier to the Company's registered office mentioned above, clearly referenced "For the Ordinary General Meeting of Shareholders of 28/29 April 2017" or by email at [siftransilvania@siftransilvania.ro](mailto:siftransilvania@siftransilvania.ro) having attached the extended electronic signature, according to Law no. 455/2001 on the electronic signature.

The capacity of shareholder, and in the case of legal entities or entities without legal personality, the capacity of legal representative is proven based on the documents issued by Central Depository or by the participants supplying custodian services (article 168 paragraph 1 letter b of Law no. 297/2004) as follows: statement of account indicating the capacity of shareholder and the number of shares held and documents attesting the registration of the information regarding the legal representative at Central Depository or at the authorized custodian.

Shareholders registered in the Shareholders' Register on the reference date may attend the general meeting in person or may be represented by other persons, based on a special or general power of attorney, or they may vote by correspondence or by electronic means, according to the procedures to be published on the Company's website, under section "O.G.M.S. April 2017".

Natural persons shareholders are permitted to attend the general meeting of shareholders by simply proving their identity.

Legal entities may attend the general meetings through their legal representative. The capacity of legal representative is acknowledged based on the shareholders list at the

reference date received from the Central Depository. If the information on the legal representative has not been updated with the Central Depository by the legal entity as at the reference date, the proof of capacity as legal representative is made based on the Confirmation of Company Details (in Romanian, Certificat Constatator) issued by the Trade Register (original or certified copy), or any other document (original or certified copy) issued by the competent authority of the state in which the shareholder is legally registered, certifying the capacity of legal representative of the legal entity. The document certifying said capacity is valid if issued maximum three months before the publication of the general meeting's convening notice.

If the shareholder is represented in the general meeting by another person, its representative shall present the power of attorney (signed by the shareholder-natural person or by the legal representative of the legal entity), the official document certifying the capacity of legal representative of the legal person as shown in the previous paragraph and the identity document.

The forms for special powers of attorney valid for the general meeting convened by the notice herein will be available at the Company's registered office or at the Bucharest branch office starting with **28 March 2017**, during working days, between 9:00 a.m. and 3:00 p.m.

After being filled in and signed, a counterpart of the special power of attorney shall be submitted to the Company by **26 April 2017** (date of registration with the Company's registration office or postmark date of arrival to Brasov), under the sanction of losing the right to vote by proxy in the general meeting, according to the provisions of the law. The power of attorney shall be sent in original with handwritten signature to the Company's registered office or emailed to [siftransilvania@siftransilvania.ro](mailto:siftransilvania@siftransilvania.ro) as document electronically signed with extended electronic signature, according to Law no. 455/2001 on the electronic signature. The second counterpart of the special power of attorney shall be handed /sent to the authorized representative and the third counterpart shall be kept by the shareholder.

The general power of attorney granted by the shareholder, as client, to an intermediary, as defined in article 2, paragraph (1) item 14 of Law 297/2004, or to an attorney, will be submitted before its first use to the Company's registered office, as copy certified by the shareholder's representative, by **26 April 2017** (date of registration with the Company's registration office), under the sanction of losing the right to vote by proxy in the general meeting convened by the notice herein, according to legal provisions.

Shareholders registered in the Shareholders' Register on the reference date may also vote by correspondence before the general meetings by using the forms for correspondence ballots, in accordance with article 243 of Law no. 297/2004.

The forms for correspondence ballots for the shareholders holding at least 1,000 shares shall be mailed by the Company to the addresses mentioned in the Shareholders' Register starting with **05 April 2017**. The forms for correspondence ballots for the shareholders holding less than 1,000 shares shall be available as of **28 March 2017**, during working days, between 9:00 a.m. and 2:00 p.m., at the Company's registered office and at the Bucharest branch office.

After being filled in, the correspondence ballots shall be mailed to the Company's registered office so that they are received by **26 April 2017** (postmark date of arrival to Braşov), under the sanction of losing the right to vote by correspondence in the general meeting, according to legal provisions.

Shareholders registered in the Shareholders' Register on the reference date may also vote before the general meeting by electronic means, by accessing the Company's website [www.siftransilvania.ro](http://www.siftransilvania.ro), "Electronic Voting" section.

The procedure for voting by correspondence, including by electronic means drafted by the Executive Board, will be presented in the informative materials that will be made available to shareholders on the Company's website, under section "O.G.M.S. April 2017".

The documents presented in a foreign language (except for the identity documents and documents drafted in English) shall be accompanied by a translation into Romanian or English of a certified translator.

Starting with **6 March 2017**, the following documents will be available to shareholders at the Company's registered office and on its website: the annual financial statements prepared for 2016 (unaudited), the annual reports of the Executive Board and the Supervisory Board for the financial year ended at 31 December 2016, the proposal regarding the distribution of the 2016 net profit and the eligibility conditions to be fulfilled by the candidates to the position of member of the Supervisory Board and the content of the application file.

The final form of the documents mentioned in the previous paragraph, as well as the other documents related to the items on the agenda, including the revenue and expenditure budget for 2017, the investment program for 2017, the strategic guidelines for 2017-2021, the financial auditor's report (statutory), the procedure for voting by proxy and correspondence, including by electronic means as established by the Executive Board and the draft resolutions of the general meeting will be available starting with **28 March 2017**, during working days, between 9:00 a.m. and 3:00 p.m., at the Company's registered office and on the Company's website: [www.siftransilvania.ro](http://www.siftransilvania.ro), under section "O.G.M.S. April 2017". A summary of the data presented in the documents pertaining to the general meeting will be published in the press on 28 March 2017, mainly in the national newspaper "Bursa" and in the local newspaper "Transilvania Expres." Shareholders may obtain from the Company's registered office, upon request and for a fee, copies of the documents related to the items included on the agenda, or they can print them from the Company's website.

If the validity conditions are not met on the first convening, the Ordinary General Meeting of Shareholders will be convened for **29 April 2017**, 10:00 a.m., at the same venue and with the same agenda.

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

Registered office - Braşov, 2, Nicolae Iorga Street, postal code 500057, Braşov county, tel. 0268/41.55.29; 41.61.71, fax 0268/47.32.15; 47.32.16;

Branch office – Bucharest, 35, Maria Rosetti Street, postal code 020482, tel. 021/212.12.70, fax 021/212.12.71.

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**President of the Executive Board,  
Ec. Mihai Fercală, Ph.D.**

**Vice President of the Executive Board,  
Ec. Iulian Stan, Ph.D.**

*Disclaimer: The document herein is an English translation of the Convening Notice for the Ordinary General Meeting of Shareholders of SIF Transilvania to be held on 28/29 April 2017. The Company provides this translation for your reference and convenience only, and without any warranty as to its accuracy. In case of discrepancies between the Romanian version and the English version, the Romanian version shall prevail.*