



SOCIETATEA DE INVESTITII FINANCIARE  
TRANSILVANIA S.A.

str. Nicolae Iorga 2, Braşov 500057, România • tel.: +4 0268 415 529, +4 0268 416 171  
fax: +4 0268 473 215, +4 0268 473 216 • transif@transif.ro • www.siftransilvania.ro



Societate administrată în sistem dualist

No. 8393/12.10.2017

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

**CURRENT REPORT**  
**according to the N.S.C. Regulation no. 1/2006**  
**Report date: 12.10.2017**

S.I.F. Transilvania S.A.

Registered Office: 2, Nicolae Iorga Street, Brasov 500057

Telephone: +40 268 415529, 416171; Fax: +40 268 473215, 473216

Tax registration code: RO3047687

Order number in the Trade Register: J08/3306/92

Registration number in the NSC Register: PJR 09 SIIR/080004

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

Regulated market on which the issued securities are traded: Bucharest Stock Exchange (ticker: SIF3)

**Important event to be reported: Convening of the Extraordinary General Meeting of Shareholders**

The Company's Executive Board decided in the meeting of **11.10.2017** to convene **the Extraordinary General Meeting of Shareholders**, according to the following **Convening Notice**:

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

headquartered in Braşov, 2 Nicolae Iorga Street, Braşov County (hereinafter referred to as "*the Company's headquarters*"), registered with the Trade Register Office attached to the Braşov Court under no. J08/3306/1992, with Fiscal Registration Code RO3047687 (hereinafter referred to as "*the Company*"), hereby convenes the **Extraordinary General Meeting of Shareholders** (hereinafter referred to as "**EGMS**") for **15.12.2017, 10:00 a.m.**

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

If the conditions of validity are not met on the first convening, the EGMS is convened for **16.12.2017, 10:00 a.m.**, at the same venue and with the same agenda.

The convening is carried out in compliance with Law 297/2004 *on capital market*, as further amended and supplemented (hereinafter referred to as "Law 297/2004"), Law 24/2017 *on issuers of financial instruments and market operations* (hereinafter referred to as "Law 24/2017"), with the NSC/FSA regulations issued for the enforcement of the above-mentioned laws, with the *Law on companies* 31/1990, republished in 2004, as further

amended and supplemented (hereinafter referred to as Law 31/1990) and with the Company's Articles of Incorporation.

The Company's share capital consists of 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 297/2004. The information regarding the number of shares with suspended voting rights will be made public on the Company's website no later than 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 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 **17.11.2017**, set as **reference date**.

**I. The Extraordinary General Meeting of Shareholders** will have the following agenda:

1. Election of the meeting secretariat, according to article 129 of Law 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 headquarters; Mr. Gavril Ola is to be elected as the meeting secretary in charge with drafting the EGMS minutes;
2. Election of the Committee for counting the votes expressed within the EGMS 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 headquarters;
3. Informing the shareholders on the change made by the F.S.A., through Notice no. 356/30.05.2017 of the provisions of article 19 paragraphs (4) and (13) of the Articles of Incorporation, articles of incorporation which have been amended through the EGMS Resolution no. 1/28.04.2017 of S.I.F. Transilvania;
4. Approval of a buy-back program of the Company's own shares, according to the applicable legal provisions, under the following conditions:
  - (i) *the extent of the program* - **maximum 21,842,867 shares** with a nominal value of RON 0.10/share, representing **maximum 1%** of the share capital;
  - (ii) *acquisition price* – the minimum price will be equal to the market price of the Company's shares on the Bucharest Stock Exchange at the time of the acquisition and the maximum price will be **RON 0.32/share**;
  - (iii) *duration of the program* - **maximum 12 months** from the publishing date of the EGMS resolution in the Official Gazette of Romania, Part IV;
  - (iv) *payment of the bought-back shares* – from the **available reserves** (except for legal reserves) recorded in the last approved annual financial statements;
  - (v) *destination of the program* – reduction of the share capital.
5. Authorization of the Executive Board to carry out the buy-back program;
6. Approval of **05.01.2018** as record date (ex-date **04.01.2018**), according to the applicable legal provisions, for the identification of the shareholders who are subjected to the effects of the EGMS resolutions;
7. Authorization of Mr. Mihai FERCALĂ - Executive President/CEO to sign the EGMS Resolution and to carry out the formalities for the publication and registration thereof.

**II. Adding new items to the EGMS agenda. Requirements. Deadline.** One or more shareholders representing individually or jointly at least 5% of the share capital, under article 92 of Law 24/2017, has/have the right: **(i)** to add items to the agenda of the general meeting 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 added or proposed to be added to the agenda of the general meeting.

The request to supplement the agenda formulated by shareholders must fall within the legal powers of the EGMS and meet the following conditions:

- (i) the request shall only be made in written, no later than **30.10.2017**, 10:00 a.m. by submitting the documents in original at the Company's headquarters or by sending them by email at [siftransilvania@siftransilvania.ro](mailto:siftransilvania@siftransilvania.ro) with incorporated extended electronic signature (according to Law 455/2001 *on electronic signature*);
- (ii) the capacity as shareholder, and- in the case of legal entities or entities without legal personality- the capacity as legal representative shall be demonstrated based on the documents issued by the Central Depository (Depozitarul Central) or by the participants supplying custodian services according to article 168 of Law 297/2004), namely: account statement indicating the capacity as shareholder and the number of shares held and documents attesting the registration of the information regarding the legal representative at the Central Depository or at the authorized custodian;
- (iii) each new item proposed to be added to the agenda shall be accompanied by a justification or by a draft resolution submitted to EGMS for approval.

If the exercise of the right to add new items to the agenda determines the change of the EGMS agenda that has already been communicated to shareholders, the Company will make available a new agenda using the same procedure as the one used for the initial agenda, before the reference date set for this EGMS meeting, in such a way that the entitled shareholders are notified of this change.

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

**III. Documents related to the EGMS.** Starting with **10.11.2017**, the following documents will be available to the shareholders at the Company's headquarters and on its website, under the "*EGMS December 2017*" section: the proposal regarding the approval of the buy-back program of the Company's own shares, the information for the shareholders regarding the F.S.A. Notice no. 356/2017, the procedure for voting by proxy and correspondence, including by electronic means drafted by the Executive Board and the EGMS draft resolutions.

The shareholders may obtain from the Company's headquarters, 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.

**IV. Voting by correspondence. Powers of attorney. Participation at the EGMS.** The shareholders registered in the Shareholders' Register on the reference date may attend the EGMS 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 the "*EGMS December 2017*" section.

**(i) Voting by correspondence.** The shareholders registered in the Shareholders' Register on the reference date may vote by correspondence before the general meeting by using *correspondence ballots* forms, in accordance with article 92 of Law 24/2017.

The correspondence ballots forms for the shareholders holding at least 1,000 shares will be mailed by the Company to the addresses mentioned in the Shareholders' Register starting with **27.11.2017**. The correspondence ballots forms for the shareholders holding less than 1,000 shares will be available as of **13.11.2017**, during working days, between 9:00 a.m. and 14:00 p.m., at the Company's headquarters and at the Bucharest branch office, at the addresses mentioned at the end of the convening notice herein.

The 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), the "*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 the shareholders on the Company's website, under the "*EGMS December 2017*" section.

**(ii) Powers of attorney.** The shareholders registered in the Shareholders' Register on the reference date may be represented at the EGMS by another person based on a *Special Power of Attorney*. A shareholder may designate a single person to represent him and an alternate representative for the situations where the designated representative is unable to fulfill his mandate. A shareholder is allowed to grant a Special Power of Attorney to a single representative.

The special powers of attorney forms valid for the EGMS will be available at the Company's headquarters and at the Bucharest branch office starting with 13.11.2017, during working days, between 9:00 a.m. and 15:00 p.m.

The shareholders representation at the general meeting by other persons can also be made based on a *General Power of Attorney*, accompanied by a statutory statement given by the legal representative of the intermediary (as defined in article 2, paragraph (1) entry 20 of Law 24/2017) or the attorney who was granted the power of attorney under the applicable legal provisions and the Company's procedures for the EGMS organization. The general power of attorney is granted by the shareholder for the entire holding on the reference date and it is submitted to the Company in copy, with the mention *according to the original* under the signature of the representative.

**(iii) Exercising the voting right by correspondence or by proxy.** The correspondence ballots, the special powers of attorney and the general powers of attorney, accompanied by the documents requested according to the procedures in force, shall be submitted/sent at the Company's headquarters, during working days, between 9:00 a.m. and 15:00 p.m. or by email at [siftransilvania@siftransilvania.ro](mailto:siftransilvania@siftransilvania.ro) as an electronically signed document with extended electronic signature, according to Law no. 455/2001 *on the electronic signature*, until 13.12.2017 (registration date at the Company's Registry office or postmark date of arrival to Braşov) under the sanction of losing the right to vote by correspondence or by proxy in the general meeting convened by the notice herein, according to legal provisions.

The revocation of a special/general power of attorney can be made in written, by any of the means of designation and shall be sent to the Company's headquarters until 13.12.2017, 12:00 (noon).

The special/general powers of attorney bearing a later date (registered with the Company until the deadline of 13.12.2017, 12:00 (noon)) have as effect the revocation of the previously issued powers of attorney.

**(iv) Attending the EGMS.** The natural persons are permitted to attend the meeting by simply proving their identity.

The legal persons and the entities without legal personality may attend the general meeting through their legal representative. The capacity as legal representative is acknowledged as mentioned at Chapter II above.

The direct participation of the shareholder at the EGMS, in person or through its legal representative, removes any other voting option previously sent, only the vote expressed in person or through the legal representative being considered.

**V. Shareholders' questions.** 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 13.12.2017. The Company may answer the questions also by posting the answer on the Company's website, under the "FAQ" section or during the general meeting provided that the requested information complies with the public information character and it cannot be found in the documents related to the agenda or in the institutional reports disseminated by the Company.

The shareholders' questions shall be sent in written, by submitting the documents in original to the Company's headquarters or by email at [siftransilvania@siftransilvania.ro](mailto:siftransilvania@siftransilvania.ro) with incorporated extended electronic signature (according to Law 455/2001 *on electronic signature*) clearly referenced "*For the EGMS of 15/16 December 2017*".

The capacity as shareholder (natural person or legal representative of legal entity) shall be acknowledged based on the Shareholders' Register at the reference date, based on the identity document or, prior to the receipt of the Shareholders' Register, according to Chapter II above.

**VI. Suspending the voting rights.** In the case of persons exceeding the holding limit of 5% of the Company's share capital and /or acting in concert, the exercise of the voting right for the shares exceeding the legal limit shall be suspended, by *pro-rata* limitation of the holdings on the reference date.

The person voting both as shareholder and representative of other shareholders, with a number of shares cumulatively exceeding the threshold of 5% of the Company's share capital may be subjected to the verification procedure regarding the concerted action, in accordance with the applicable special regulations.

**VII. Addresses of the Company's headquarters and the branch office**

**Headquarters** - 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;

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

**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 Extraordinary General Meeting of Shareholders of SIF Transilvania to be held on 15/16 December 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.*