



# 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. 2098/12.03.2020

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

**CURRENT REPORT**  
**According to Law no. 24/2017 and F.S.A. Regulation no. 5/2018**  
**Report date: 12.03.2020**

S.I.F. Transilvania S.A.

Headquarters: 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

LEI Code (Legal Entity Identifier): 254900E2IL36VM93H128

Subscribed and paid-in share capital: RON 216,244,379.70

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

**Important event to be reported: Request to convene the extraordinary general meeting of shareholders**

S.I.F. Transilvania informs that, on 11 March 2020, a group of shareholders holding together 5.022255% % of the company's share capital, group that comprises also two members of the Supervisory Board, has requested the convening of the extraordinary general meeting of shareholders, with items on the agenda regarding the amendment of the Company's Articles of Incorporation, as it results from the convening request attached to this report.

The request to convene the extraordinary general meeting of shareholders is under analysis and the decision to be made will be communicated to shareholders and investors.

**Mihai Fercală**  
**Executive President/CEO**

**Iulian Stan**  
**Executive Vice President/Deputy CEO**

**Marcus Valeriu Marin**  
**Compliance Officer**

**REQUEST TO CONVENE THE EXTRAORDINARY GENERAL MEETING  
OF SHAREHOLDERS OF S.I.F. TRANSILVANIA**

The S.I.F. Transilvania S.A. shareholders, listed in the table below, holding together 5.022255% of the share capital of S.I.F. Transilvania (according to the justifying documents, attached to this request),

No. crt.	Full name	Personal Identification Number (CNP)	No. of shares held	% of the share capital	Signature
1.	Andănuț Crinel Valer		4,132	0.000191	
2.	Frățilă Mihaela		10,094,533	0.466811	
3.	Frățilă Irina-Elena		22,000,000	1.017367	
4.	Cociu Maria Alexandra		22,219,800	1.027532	
5.	Mamaia North Investments S.A.	38515950	54,280,000	2.510123	
6.	Moldovan Marius Adrian		5,000	0.000231	
	<b>TOTAL</b>		<b>108,603,465</b>	<b>5.022255</b>	

In accordance with the provisions of art. 119 paragraph (1) of Law no. 31/1990, as further amended and supplemented, and art. 92 paragraph (23) of Law no. 24/2017, we hereby request the convening of the Extraordinary General Meeting of S.I.F. Transilvania Shareholders with the following

**AGENDA**

1. Approval of the amendment and supplementation of the Company's Articles of Incorporation, as follows:

**Preamble**

Under art. \_\_\_ of the Resolution no. \_\_\_\_\_ of the Extraordinary General Meeting of Shareholders dated \_\_\_\_\_, the Articles of Incorporation of S.I.F. Transilvania S.A. have been updated, given the following:

- the provisions of Law no. 243/2019 *on alternative investment funds* and the abrogation of art. 286<sup>1</sup> of Law 297/2004 regarding the 5% holding threshold at the financial investment companies;
- the provisions of Law no. 74/2015 *on alternative investment funds managers* and the provisions of the F.S.A. Regulation no. 10/2015 *on the alternative investment funds management*;
- the provisions of Law no. 24/2017 on securities issuers;
- the obligation of S.I.F. Transilvania to comply with the above mentioned legal provisions.

- **art. 2 paragraph (1) is amended and will have the following wording:**

S.I.F. Transilvania is a Romanian legal entity, organized as a joint-stock company (S.A.). It has been operating under this form of organization since 1 November 1996, as a result of the reorganization by transformation without liquidation of the former Fondul Proprietății Private III Transilvania, according to the provisions of Law no. 133/1996. The Company is assimilated to other collective investment undertakings, respectively to closed-end financial investment companies, and is classified under "Other collective investment undertakings", abbreviated as A.O.P.C. Under the Law no. 74/2015 and the F.S.A. Authorization no. 40/15.02.2018, the company is an Alternative Investment Fund Manager (A.I.F.M.) registered in the F.S.A. Register under no. PJR07<sup>1</sup>AFIAA/080005.

- **art. 2 paragraph (2) is amended and will have the following wording:**

The Company carries out its activity in accordance with the provisions of the applicable Romanian law.

- **art. 8 paragraph (2) is amended and will have the following wording:**

The share capital may be increased or decreased based on the resolution of the extraordinary general meeting of shareholders (E.G.M.S.), according to the legal provisions in force. Any increase of the share capital may be delegated to the competence of the Executive Board, only up to the maximum level approved by the Extraordinary General Meeting of Shareholders and only for a maximum period of one year. This delegation may be renewed by the E.G.M.S. for a new period of maximum one year.

- **art. 8 paragraph (3) is amended and will have the following wording:**

The share capital may be decreased in accordance with the legal provisions in force.

- **art. 8 paragraph (4) is amended and will have the following wording:**

The Executive Board is entitled to decide the increase of the share capital by the incorporation of some statutory reserves and other reserves set up in compliance with the Articles of Incorporation, the lawful provisions and the resolutions of the general meetings of shareholders, to the extent it deems such decision be necessary and appropriate, only with the approval of the Supervisory Board.

- **art. 9 paragraph (2) is amended and will have the following wording:**

The proof of shareholder status as well as the number of shares held shall be certified by means of an account statement, issued and certified by signature and seal by the Central Depository or, as appropriate, by the participants providing custody services as defined by the lawful provisions in force.

- **art. 9 paragraph (7) is removed**

- **art. 9 paragraph (8) is removed**

- **art. 9 paragraph (9) is renumbered as art. 9 paragraph (7) and will have the following wording:**

S.I.F. Transilvania S.A. may redeem its own shares, in accordance with the lawful provisions on the redemption of shares by a company admitted to trading on a regulated market.

- **art. 9 paragraph (10) is renumbered as art. 9 paragraph (8)**

- **art. 10 paragraph (4) is amended and will have the following wording:**

The right to dividends and other rights derived from the quality of shareholder may be exercised by the persons registered in the shareholders' register at the date established by the resolution of the general meeting of shareholders, in accordance with the lawful provisions in force.

- **art. 14 paragraph (2) is amended and will have the following wording:**

Each shareholder is entitled to participate and vote in any of the Company's General Meetings of Shareholders in person, by proxy or by correspondence or electronic means, according to the lawful provisions and the N.S.C./F.S.A. regulations issued for the enforcement of law. The Executive Board shall issue regulations regarding the voting procedures by proxy, by correspondence or by electronic means so as to ensure the possibility of exercising of the voting right, in accordance with the lawful provisions in force. The vote by correspondence shall be performed at the shareholder's expense and not at the company's expense. Any form of influencing the shareholders' vote, as well as any form of rewarding the attendance of the shareholders at the general meetings are forbidden.

- **art. 14 paragraph (5) is amended and will have the following wording:**

The duties that can be exercised by the ordinary and extraordinary general meetings are those stipulated by Law no. 31/1990, as further amended and supplemented, as well as those regulated by the capital market law.

- **art. 14 paragraph (7) is amended and will have the following wording:**

In order to ensure the effective and real possibility for all shareholders to gain knowledge of and on the documents and proposals made for each General Meeting of Shareholders, the Company's Executive Board shall take all the necessary measures stipulated by Law no. 24/2017 and those provided for by the N.S.C./F.S.A. regulations issued for the enforcement of said Law.

- **art. 14 paragraph (10) is amended and will have the following wording:**

On the date and at the time indicated in the Convening Notice, the works of the general meeting of shareholders shall be commenced by the President of the Executive Board or by the Vice President of the Executive Board. Should the President of the Executive Board or the Vice President of the Executive Board be unavailable, the meeting shall be commenced by the President of the Supervisory Board or, in his absence, by the Vice President of the Supervisory Board.

The person mentioned in the previous paragraph shall lead and close the meeting, make sure that all the items on the agenda are discussed, shall submit to the vote the draft resolutions and sign the minutes of the Meeting. After the commencement of the meeting and finding that the legal formalities of quorum and publicity have been accomplished, the shareholders may elect from the attending shareholders a Chairman of the Meeting who shall lead the works of the meeting and close the meeting, ensure that all items on the agenda are discussed, submit to the vote the draft resolutions and sign the minutes of the Meeting. The Chairman of the meeting may be any shareholder, whether or not he holds a position within the company.

- **art. 15 paragraph (1) is amended and will have the following wording:**

The Company is managed in a two-tier system by an Executive Board under the control of the Supervisory Board. The mandate of the Supervisory Board members is granted for a 4-year period. The Supervisory Board is comprised of seven natural persons, who must cumulatively meet the conditions provided for by the legislation in force for holding this position.

- **art. 15 paragraph (2) is amended and will have the following wording:**

The members of the Supervisory Board shall elect a president from its members during the first board meeting organized after the member's approval by the F.S.A., with the vote of the majority of the members. The revocation of the President shall be made, for solid reasons, with the vote of the majority of the members of the Supervisory Board.

- **art. 15 paragraph (4) is amended and will have the following wording:**

The Supervisory Board has full powers in supervising and controlling the activity of the Executive Board, according to the law. In relation with the members of the Supervisory Board, the confidentiality with respect to any information related to the company does not apply, with no restrictions justified by data confidentiality.

- **art. 15 paragraph (5) letter (iv) is amended and will have the following wording:**

ensures that there is an appropriate framework for the verification of the way in which the relevant legislation on the reporting to the F.S.A. is applied and for the verification of the information submitted to the F.S.A., concerning certain actions carried out by the Company;

- **art. 16 paragraph (1) is amended and will have the following wording:**

The rights and obligations of the members of the Supervisory Board and of the Company regarding their activity are established under the conditions and within the limits provided for by the law, by means of a management agreement approved by the general meeting of shareholders which has on the agenda the election of the Supervisory Board for a new mandate. The management agreement shall be signed on behalf of the Ordinary General Meeting of Shareholders by the President of the Executive Board or by a person designated in this respect by the General Meeting of Shareholders within which the members of the Supervisory Board are elected.

- **art. 16 paragraph (2) is amended and will have the following wording:**

The monthly remuneration of the members of the Supervisory Board shall be equal to 3.0 gross average salaries at the Company level for each member of the Board, 4.0 gross average salaries at the Company level for the vice-president and 5.0 gross average salaries at the Company level for the president. The additional remuneration of the members of the Supervisory Board who are also part of the advisory committees of the Supervisory Board shall be 10% of their monthly remuneration, regardless of the number of committees they are part of.

- **art. 17 paragraph (1) is amended and will have the following wording:**

The Supervisory Board shall meet at least once every 3 months, in ordinary meetings, upon the convening of the President or of the Vice president in case of impossibility of the president. The Supervisory Board may also be convened in extraordinary meeting and upon the motivated request of at least two of its members or upon the request of the Executive Board, whenever such convening is necessary. The agenda shall be proposed by the authors of the convening requests. The President is obligated to respond to such a request within maximum 5 days.

- **art. 17 paragraph (3) is amended and will have the following wording:**

The members of the Supervisory Board shall exercise their mandate personally, loyally and in the Company's interest. By way of exception, a member of the Supervisory Board may represent in the board meetings only one absent member, based on a special power of attorney, valid only for a specific meeting of the Supervisory Board. The power of attorney is valid and takes effect provided that it is sent to the company and to the other board members, by the board secretary, minimum 2 days prior to the meeting date.

- **art. 17 paragraph (4) is amended and will have the following wording:**

The meetings of the Supervisory Board shall be held at the Company's headquarters or at any other location indicated in the convening notice and shall be chaired by the President or, in case of unavailability of the latter, by the Vice-President or another board member designated by the members of the Supervisory Board attending the meeting.

- **art. 17 paragraph (5) is amended and will have the following wording:**

The resolutions of the Supervisory Board shall be valid if adopted in the presence of the simple majority of the members, with the vote of the majority of the present or represented members. In the event of a tie, the President shall have the casting vote.

- **art. 17 paragraph (6) is amended and will have the following wording:**

The participation to the Supervisory Board meetings may also take place by means of remote communication, conference calls or email. The minutes drafted after such a meeting shall be signed by all the members of the Supervisory Board.

- **art. 17 paragraph (8) is amended and will have the following wording:**

The Supervisory Board may establish advisory committees consisting of at least two members, in charge with carrying out investigations and making recommendations to the Board. The establishment of the audit, risk and remuneration and nomination committees is compulsory.

- **art. 19 paragraph (1) is amended and will have the following wording:**

The Supervisory Board appoints an Executive Board comprised of 3 members. Based on the decision of the Supervisory Board, one of the members shall be appointed Executive President, also holding the position of CEO, and another member shall be appointed Executive Vice-President, substitute for the President, also holding the position of deputy CEO. The mandate of the Executive Board members is granted for a maximum 4-year period that can be renewed for new 4-year periods.

- **art. 19 paragraph (7) is amended and will have the following wording:**

The limits of the monthly remuneration of the President of the Executive Board are established between 7.0 and 9.0 gross average salaries at the Company level, the limits of the monthly remuneration of the Vice President of the Executive Board are established between 4.0 and 6.0 gross average salaries at the Company level and the limits of the monthly remuneration for the Member of the Executive Board are established between 3.0 and 5.0 gross average salaries at the Company level. The actual levels are established by the Supervisory Board.

- **art. 19 paragraph (8) is amended and will have the following wording:**

The members of the Executive Board may be revoked at any time by the Supervisory Board. If revocation incurs without good reason, the members of the Supervisory Board have the right to be paid damages established in accordance with the management agreement concluded by them with the company.

- **art. 25 paragraph (4) is amended and will have the following wording:**

The members of the Supervisory Board, the members of the Executive Board and the Company personnel have the right to receive a variable remuneration consisting of shares issued by S.I.F. Transilvania S.A. within Stock Option Plans (S.O.P.), which are annually approved by the company shareholders, with the observance of the provisions regarding the variable remuneration within A.I.F.M.

- **art. 26 paragraph (1) is amended and will have the following wording:**

The Company personnel shall be employed in accordance with the internal regulations and legal provisions, through individual labour agreements concluded based on negotiations, with the observance of the provisions of the collective labour agreement. The rights and obligations of the Company personnel are established by the individual labour agreement, the Company's organization and operating regulations and by the collective labour agreement, approved by the Executive Board.

- **art. 26 paragraph (3) is amended and will have the following wording:**

The individual labour agreements shall be signed by the Chief Executive Officer and a member of the Executive Board.

- **art. 28 paragraph (1) is amended and will have the following wording:**

The Company shall conclude a depository contract with a depository legal entity that is authorized and supervised by the F.S.A. and which performs securities depository operations, as well as any other related operations. The conditions for the replacement of the depository company and the terms regarding the insurance of the shareholders protection in such situations are those provided for by the legislation in force and shall be included in the depository contract.

- **art. 28 paragraph (3) is amended and will have the following wording:**

The calculation of the net asset value of the Company shall be carried out in compliance with the legislation in force, the N.S.C./F.S.A. regulations issued for the enforcement of such law and the applicable internal procedures, the Company being obligated to make sure that the value of the net assets is accurately calculated.

The amendment of article 9, by removing paragraphs 7 and 8, will take effect starting on 24 July 2020, the abrogation date of art. 286<sup>1</sup> of Law no. 297/2004, in accordance with the provisions of Law no. 243/2019.

2. Empowerment of the person designated to sign the updated Articles of Incorporation and to carry out the formalities for the registration and publication of the resolutions of the general meeting of shareholders.
3. Establishment of the record date for the identification of the shareholders who are subjected to the effects of the resolutions of the general meeting of shareholders.

**The reasons underlying the proposals to amend the Articles of Incorporation of S.I.F. Transilvania S.A. are the following:**

- The need to improve the corporate governance within S.I.F. Transilvania;
- The correspondence carried by S.I.F. Transilvania with the Financial Supervisory Authority regarding the remuneration policies applicable to A.I.F.M. and the corporate governance within S.I.F. Transilvania;
- Increase of the operational efficiency by reducing the expenses registered by the company with the management bodies – Executive Board and Supervisory Board;
- The provisions of Law no. 243/2019 *on alternative investment funds* and the abrogation of art. 286<sup>1</sup> of the Law 297/2004 regarding the holding threshold of 5.00% in the case of financial investment companies. Article 286<sup>1</sup> of Law no. 297/2004 determined the introduction of article 9 paragraphs (7) and (8) in the current Articles of Incorporation of the company;
- The provisions of Law no. 74/2015 *on alternative investment funds managers* of and F.S.A. Regulation no. 10/2015 on the alternative investment funds management;
- The provisions of Law no. 24/2017 on securities issuers;
- The obligation of S.I.F. Transilvania to comply with the legal provisions listed above.

**DRAFT RESOLUTIONS**

1. Approval of the amendment of the Company's Articles of Incorporation, in accordance with the shareholders' proposals;
2. Approval of Mr. Moldovan Marius Adrian, with the identification data available at the company's headquarters, as the person designated to sign the updated Articles of Incorporation and to carry out the formalities for the registration and publication of the resolutions of the extraordinary general meeting of shareholders;
3. Approval of \_\_\_\_\_ as the record date for the identification of the shareholders who are subjected to the effects of the resolutions of the extraordinary general meeting of shareholders.

We, as shareholders of S.I.F. Transilvania S.A., listed in the table above, signatories of the request to convene the Extraordinary General Meeting of Shareholders and of the Draft Resolutions of the Extraordinary General Meeting of Shareholders, in order to avoid any interpretation that the exercise of our legitimate right to convene the Extraordinary General Meeting of Shareholders is an abuse of law, we would like to provide the following clarifications.

The drafting of this request to convene the Extraordinary General Meeting of Shareholders is the exclusive result of our will and is made with the observance of our legitimate and personal right to draft such a request, right resulting from our holding of shares.

Given that at the date of submission to and registration with S.I.F. Transilvania of this convening request, the date of 28.04.2020, i.e. the convening date of the Ordinary General Meeting of Shareholders for the approval of the financial results for 2019 – was already known from the Current Report no. 1819/04.03.2020, we propose that the Extraordinary General Meeting of Shareholders be convened, according to this request, on the same date with the Ordinary General Meeting of Shareholders which has already been convened on 28.04.2020.

The date of 28.04.2020, i.e. the convening date of the O.G.M.S. for the approval of the financial statements for the financial exercise 2019, represents inside information starting with the date of its setting and until the date of its disclosure. All the persons having access to this inside information are obligated to observe the applicable lawful provisions.

For the purpose of a very high accuracy and in order to avoid any suspicion that we, the undersigned, would have had knowledge about this inside information - the date of 28.04.2020 as the convening date for the O.G.M.S. set by the Executive Board in the meeting of 04.03.2020, **we publicly inform that until 19.02.2020, or during the period 19.02.2020 – the date of registration of the EGMS convening request under no. 1315 - and 04.03.2020 – the date of the Current Report no. 1819, we had no knowledge that the convening date for the Ordinary General Meeting of Shareholders for the approval of the results of the financial exercise 2019 was set for 28.04.2020.**

In fact, we do not understand how S.I.F. Transilvania’s lawyers, namely Mr Ioan Schiau and Mr Radu Crisan, together with Mrs Mihaela Oltean – judge at the Brasov Court, had knowledge about this date, during the period 28.02.2020 - 03.03.2020.

We provide these clarifications due to the fact that, within the legal actions filed for the annulment and suspension of the request no. 1315/19.02.2020 for the convening of the E.G.M.S., S.I.F. Transilvania’s lawyers mentioned and sustained the following:

- *“a conclusive proof of the minority abuse committed by the defendants is represented by the **evident desynchronising of the request to convene the O.G.M.S. with the actual agenda of the Company** which, in compliance with the financial communication calendar, has scheduled and communicated the organizing of the annual general meeting of SIF TRANSILVANIA on 28.04.2020, with which occasion the defendants could have supplemented the agenda with any items related to their alleged concern for the improvement of the corporate governance and the increase of the operational efficiency by reducing the Company’s expenses”;*
- *“Thus, with regards to the issues which are subject to the request to convene the O.G.M.S., these could have been raised during the regular ordinary general meeting of SIF TRANSILVANIA which, in accordance with the financial communication calendar, is scheduled for the second half of the month of April 2020, namely for 28.04.2020...”;*
- *“...as shown above, the annual O.G.M.S. has already been scheduled for 28 April 2020 ... ”.*

Within the Civil Sentence no. 248/C/03.03.2020, Judge Mihaela Oltean shows that *“during the month of April, namely on 28.04.2020 the O.G.M.S. is scheduled, when the issues presented in the convening request filed by the defendants could also be discussed.”* The wording is unequivocal, all three persons explicitly mentioning, before 03.03.2020, that the O.G.M.S. is convened for 28.04.2020. According to the company’s financial calendar, published on the Bucharest Stock Exchange website, S.I.F. Transilvania’s O.G.M.S. could be convened during the last decade of April 2020, the date of 28.04.2020 not being implicitly stipulated.

This date was not officially and legally known during 28.02.2020 -03.03.2020, since in the financial reporting calendar published on 15.01.2020- which is being referenced, the date of 28.04.2020 is not



mentioned. The calendar specifies that the O.G.M.S. for the approval of the financial statements for the year 2019 will take place during the last decade of the month of April 2020, and the Executive Board has publicly announced, by the Current Report no. 1819/04.03.2020, that it decided the convening of the O.G.M.S. for 28.04.2020 during the Executive Board's meeting of 04.03.2020, therefore after the date of 03.03.2020 when the Civil Sentence no. 248//C/03.03.2020 was delivered, explicitly stating the date of the convening of the O.G.M.S. In our opinion, it is NOT the theory of material error that applies, but that of the INTENTION, which is particularly serious, so as to support the procedural actions of the Executive Board to suspend the request for the convening of the General Meetings submitted by the shareholders on 19.02.2020.

It is our conviction that this aspect must and will be investigated by the authorized institutions and that a communique that presents the results of the investigation will be made public as for the shareholders and investors to be informed.

Because we, the shareholders, believe that the law should be applied in its letter and spirit, and in order not to threaten the existence and functioning of S.I.F. Transilvania S.A., we request the approval of the amendment of the Articles of Incorporation, according to item 1 on the agenda of this request for the O.G.M.S. convening.

We mention that Law no. 243/2019 imperatively regulates under art. 81 paragraph (3) letter b) that *"at the end of the six-month period stipulated in art. 79 paragraph (1) the following are abrogated: b) art. 114-120, art. 122, art. 123, art. 272 para. (1) letter i), art. 286, 286<sup>1</sup> and 286<sup>3</sup> of Law no. 297/2004 regarding the capital market, published in the Official Gazette of Romania, Part I, no. 571 of June 29, 2004, as further amended and supplemented"*, therefore the abrogation of art. 286<sup>1</sup> cannot be interpreted as an *"alleged abrogation"*.

We believe that it is the obligation of the shareholders to comply with the legislative changes and that the protection of the corporate interest automatically implies the adoption by the shareholders of the resolutions necessary for the purpose of applying the law.

The elimination of the holding threshold at S.I.F. Transilvania S.A. is a fact and it must be accepted as regulated by the legislator. In the convening request it is expressly mentioned that *"the amendment of Article 9 by removing paragraphs 7 and 8 shall take effect as of July 24, 2020, the date of the abrogation of art. 286<sup>1</sup> of Law 297/2004 according to the provisions of Law 243/2019"*. By way of consequence, until 24.07.2020, the holding threshold of 5% of the share capital is maintained.

**The Extraordinary General Meeting of Shareholders is sovereign, has the right and is able to make decisions regarding the amendment of the company's Articles of Incorporation, in accordance with the legal provisions.**

**The undersigned, the signatory shareholders of the request for the convening of the Extraordinary General Meeting of Shareholders, expressly request the full publication of the present request so as to be made known to the shareholders, the investing public and any other interested and authorized person and institution.**

We, as shareholders of S.I.F. Transilvania S.A., listed in the table above, signatories of the request to convene the Extraordinary General Meeting of Shareholders and of the Draft Resolutions of the Extraordinary General Meeting of Shareholders, we hereby authorize Mr. Moldovan Marius Adrian, domiciled in Brasov, identified with Identity document \_\_\_\_\_, CNP \_\_\_\_\_ tel. \_\_\_\_\_, to submit to the registry office of S.I.F. Transilvania, headquartered in Brasov, 2 Nicolae Iorga Street, the request to convene the extraordinary general meeting of shareholders and the draft resolutions.

This request is accompanied by the documents certifying the above mentioned shareholders, as follows:

1. Andănuț Crinel Valer
  - account statement dated 10.03.2020 issued by B.C.R.;
  - identity document – in copy with handwritten signature
2. Frățilă Mihaela
  - portfolio statement as at 05.03.2020 issued by BT Capital Partners
  - identity document – in copy with handwritten signature
3. Frățilă Irina Elena
  - portfolio statement as at 05.03.2020 issued by BT Capital Partners
  - identity document – in copy with handwritten signature
4. Cociu Maria Alexandra
  - portfolio statement as at 05.03.2020 issued by BT Capital Partners
  - identity document – in copy with handwritten signature
5. Mamaia North Investments S.A.
  - account statement as at 05.03.2020 issued by S.S.I.F. Estinvest S.A.
  - certificate of incorporation – in copy
  - ascertaining certificate, issued by Constanta Trade Register Office
  - identity document of the manager - in copy with handwritten signature
6. Moldovan Marius Adrian
  - portfolio statement as at 10.03.2020, issued by B.C.R.
  - identity document – in copy with handwritten signature

Submitted by authorized person,  
Moldovan Marius Adrian