



**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: 26.03.2020

S.I.F. Transilvania S.A.

Headquarters: 2, Nicolae Iorga Street, Brasov 500057

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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: Supplementation of the O.G.M.S. agenda convened for 28/29.04.2020

Considering (i) the convening of the Ordinary General Meeting of Shareholders for 28/29.04.2020 for the approval of the financial statements as at 31.12.2019 and (ii) the request to supplement the agenda of the Ordinary General Meeting of Shareholders submitted by a group of shareholders, the Company's Executive Board decided in the meeting of 26.03.2020 to supplement the agenda of the Ordinary General Meeting of Shareholders convened for 28/29.04.2020, as follows:

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

headquartered in Braşov, 2 Nicolae Iorga Street, Braşov County, registered with the Trade Register Office attached to the Braşov Tribunal under no. J08/3306/1992, with Fiscal Registration Code RO3047687, in compliance with the provisions of Law no. 31/1990, republished in 2004, as further amended and supplemented and the provisions of article 14 of the Company's Articles of Incorporation, upon the Executive Board's initiative and the request of a group of shareholders, on the grounds of article 117¹ of Law 31/1990, article 92 of Law 24/2017 and the F.S.A. Regulation no. 5/2018, **hereby supplements and revises the agenda of the Ordinary General Meeting of Shareholders** convened for 28/29 April 2020 through the publishing of the convening notice in the Official Gazette of Romania – Part IV no. 937/10.03.2020, in the national newspaper "Bursa" and the local newspaper "Transilvania Expres" on 10.03.2020, in the national newspaper "Ziarul Financiar" on 11.03.2020 and on the Company website www.siftransilvania.ro.

The Ordinary General Meeting of Shareholders, convened for 28/29.04.2020, 10:00 a.m., that will take place in Braşov, 27 Eroilor Boulevard, at Aro Palace Hotel - Europe Hall and to which the shareholders registered in the Shareholders' Register at the end of 30.03.2020 are entitled to participate and vote, will have the following **supplemented and revised agenda**:

1. Election of the meeting secretariat comprised of three members, namely Mr. Mielu Dobrin, Mr. Florin Serac and Mr. Mihai Chiper, with the full identification information available at the

Company headquarters, in charge of verifying the shareholders attendance, completing the formalities required by law and the Articles of Incorporation for the unfolding of the general meeting, counting the votes expressed during the general meeting; Mr. Dragoş Călin, employee of the Company, will also participate in the drafting of the meeting minutes;

2. Discussion and approval of the annual financial statements, namely the Statement of financial position, the Statement of profit or loss and other comprehensive income and the Explanatory notes to the annual financial statements prepared for the financial year 2019, based on the reports presented by the Executive Board, the Supervisory Board and the (statutory) Financial Auditor;
3. Approval of the distribution of the net profit achieved in the financial year 2019 and setting of the gross dividend per share, as follows:

Option no. 1

Approval of the distribution of the net profit achieved in the financial year 2019, according to the table below and setting of the gross dividend value per share at **RON 0.0300 /share**:

No.	Destination	Amount (RON)
1.	Legal reserves	591,140.39
2.	Dividends	64,873,313.91 (RON 0.0300/share)
3.	Other reserves – Own financing sources from profit	116,332,822.70
	Total net profit achieved and distributed	181,797,277

Option no. 2

Approval of the distribution of the net profit achieved in the financial year 2019, according to the table below and setting of the gross dividend value per share at **RON 0.0355 /share**:

No.	Destination	Amount (RON)
1.	Legal reserves	591,140.39
2.	Dividends	76,766,754.79 (RON 0.0355/share)
3.	Other reserves – Own financing sources from profit	104,439,381.82
4.	Total net profit achieved and distributed	181,797,277

4. Approval of the commencement of the liability action against Mr. Constantin Frăţilă for damages brought to S.I.F. Transilvania S.A. amounting to approximately RON 4.48 million, resulting from the activity he carried out within the company and its subsidiaries; these damages may be supplemented with any other amounts that will be deemed as representing material or reputation damages brought to the company;
5. Approval of the commencement of the liability action against Mr. Crinel-Valer Andănuţ, member of the Supervisory Board for damages brought to S.I.F. Transilvania S.A. amounting to RON 224,019.64, representing the amount paid to the statutory auditor for drafting the Additional Report of 13.08.2018, amount that may be supplemented with any other amounts that will be deemed as representing material or reputation damages brought to the company;
6. Approval of the commencement of the liability action against Mr. Marius Adrian Moldovan, member of the Supervisory Board for damages brought to S.I.F. Transilvania amounting to EUR

302,016, amount that may be supplemented with any other amounts that will be deemed as representing material or reputation damages brought to the company;

7. Appointment of Mr. Mihai Fercală and Mr. Dragoș Călin as the authorized persons to bring to court, together or separately – as they consider appropriate, at the expense of the company, the liability actions against Mr. Constantin Frățilă, Mr. Crinel-Valer Andănuț and Mr. Marius Adrian Moldovan;
8. Approval of the discharge from liability of the Executive Board members and of the Supervisory Board members for the activity performed in the financial year 2019;
9. Discussion and approval of the revenue and expenditure budget for 2020 and of the investment program for 2020;
10. Approval of **06.10.2020** as the **record date** (ex-date **05.10.2020**), in compliance with the applicable legal provisions, for the identification of the shareholders who are subjected to the effects of the O.G.M.S. resolutions and approval of **26.10.2020** as the **payment date**;
11. Authorizing of Mr. Mihai Fercală- Executive President/CEO to sign the O.G.M.S. Resolution and to carry out the formalities for the publication and registration thereof.
12. Election of the meeting secretariat comprised of three members, namely Mr. Dan Sebastian, Mrs. Alexe Gabriela and Mr. Florin Serac, with the full identification information available at the Company headquarters, in charge of verifying the shareholders attendance, fulfilling the formalities required by law and the Articles of Incorporation for the unfolding of the general meeting, counting the votes expressed during the general meeting; Mr. Ola Gavril and Mrs. Lupica Adelina, employees of the Company, can also participate in the drafting of the meeting minutes;
13. Appointment of the Notary Public Marin Lucica Rodica from B.I.N. Marin Lucica Rodica headquartered in Brașov, Eroilor Boulevard no. 1, Brașov County for the supervision, at the expense of the company, of the operations performed by the secretaries of the meeting, in accordance with the provisions of art. 129 paragraph (3) of Law no. 31/1990;
14. Approval of the commencement of the liability action against Mr. Mihai Fercala, Executive President / CEO of S.I.F. Transilvania S.A. for damages brought to S.I.F. Transilvania S.A. amounting to RON 623,334, amount paid to Mr. Constantin Fratila as compensation and court expenses, as a result of the non-enforcement of the enforceable sentence on the suspension of the Resolution of the Ordinary General Meeting of Shareholders dated 11.08.2014, through which Mr. Constantin Fratila was revoked from the position of member of the company's Supervisory Board. The enforceable court decision, issued by the Brasov Tribunal in File 6305/62/2014, not enforced according to the legal provisions, had the immediate effect of obstructing the legal right of Mr. Constantin Fratila to exercise his mandate as a member of the Supervisory Board of S.I.F. Transilvania S.A. starting with the date of the sentence, respectively from 15.12.2014 and until April 2017, as well as obstructing the right of the company to benefit from the exercise by Mr. Constantin Fratila of the mandate of member of the Supervisory Board;
15. Approval of the commencement of the liability action against Mr. Stefan Szabo, member of the Supervisory Board/President of the Supervisory Board of S.I.F. Transilvania S.A. who, in violation of art. 153⁹ paragraph (1) letter c) of Law no. 31/1990, while exercising the mandate of member of the Supervisory Board, has favoured the damages caused to S.I.F. Transilvania S.A. amounting to RON 623,334, presented under item 14 on the agenda. The violation of art. 153⁹ paragraph (1) letter c) of Law no. 31/1990 was premeditated and with intent, being concretized in different legal actions brought by the Executive Board, and the delay in exercising by Mr. Moldovan Marius Adrian of the mandate of member of the Supervisory Board, in order to ensure the majority within the Supervisory Board;

16. Approval of the commencement of the liability action against Mr. Dumitru Carapiti, member of the Supervisory Board/Vice-President of the Supervisory Board of S.I.F. Transilvania S.A. who, in violation of art. 153⁹ paragraph (1) letter c) of Law no. 31/1990, while exercising the mandate of member of the Supervisory Board, has favoured the damages caused to S.I.F. Transilvania S.A. amounting to RON 623,334, presented under item 14 on the agenda. The violation of art. 153⁹ paragraph (1) letter c) of Law no. 31/1990 was premeditated and with intent, being concretized in different legal actions brought by the Executive Board, and the delay in exercising by Mr. Moldovan Marius Adrian of the mandate of member of the Supervisory Board, in order to ensure the majority within the Supervisory Board;
17. Appointment of Mr. Moldovan Marius Adrian as the authorized person to bring to court, at the expense of the company, the liability action against Mr. Mihai Fercală;
18. Appointment of Mr. Moldovan Marius Adrian as the authorized person to bring to court, at the expense of the company, the liability action against Mr. Stefan Szabo;
19. Appointment of Mr. Moldovan Marius Adrian as the authorized person to bring to court, at the expense of the company, the liability action against Mr. Dumitru Carapiti;
20. Empowerment of Mr. Moldovan Marius Adrian to carry out the formalities for the registration and publication of the resolutions of the general meeting of shareholders.

The supplementation and revision of the agenda of the general meeting has been carried out as follows:

- (i) items 1-2, option no. 1 within item 3 and items 4-11 - upon the Executive Board's initiative, and
- (ii) option no. 2 within item 3 and items 12-20 - upon the request of a group of shareholders holding 5.022255% of the share capital, namely: Andănuț Crinel-Valer - 4,132 shares, representing 0.000191% of the share capital, Frățilă Mihaela - 10,094,533 shares, representing 0.466811% of the share capital, Frățilă Irina Elena - 22,000,000 shares, representing 1.017367% of the share capital, Cociu (Frățilă) Maria Alexandra - 22,219,800 shares, representing 1.027532% of the share capital, Mamaia North Investments S.A. -54,280,000 shares, representing 2.510123% of the share capital and Moldovan Marius Adrian -5,000 shares, representing 0.000231% of the share capital.

The supplemented and revised agenda of the general meeting, the special power of attorney form, the correspondence ballot forms and the O.G.M.S. draft resolutions will be available as of 30 March 2020, on the Company website: www.siftransilvania.ro, under the section "O.G.M.S. April 2020", as well as at the Company headquarters.

The justification for supplementing the agenda will be available on the Company's website and will be published in the Bursa newspaper.

All the other provisions regarding the organizing and unfolding of the O.G.M.S., included in the initial convening notice, remain unchanged.

Iulian Stan
Vice-President of the Executive Board

Ștefan Szitas
Member of the Executive Board

Marcus Valeriu Marin
Compliance Officer

Disclaimer: The document herein is an English translation of the Supplementation of the agenda of the OGMS to be held on 28/29 April 2020. 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.