



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. 3875 /12.06.2020

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

CURRENT REPORT

According to the Law no. 24/2017 and the F.S.A. Regulation no. 5/2018

Report date: 12.06.2020

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: Supplementation of the EGMS agenda convened on 29/30.06.2020

Considering the convening of the Extraordinary General Meeting of Shareholders on 29/30.06.2020 for the approval of the amendment and supplementation of S.I.F. Transilvania's Articles of Incorporation and the request to supplement the E.G.M.S. agenda, submitted by a group of shareholders owning 5.0153% of the share capital, group comprised of the company Socefin S.R.L. Constanţa – 51,721,074 shares, the company Grupul DD S.A. Constanţa – 38,206,562 shares, the company DDN Global S.R.L. Constanţa – 3,022,665 shares, Mr Duşu Ion – 3,502,784 shares and Mr Ignat Petre – 12,000,000 shares, the Company's Executive Board, gathered in the meeting of 12.06.2020, decided to supplement the agenda of the Extraordinary General Meeting of Shareholders convened on 29/30.06.2020, 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, upon the request to supplement the agenda, submitted by a group of shareholders owning 5.0153% of the share capital, group comprised of the company Socefin S.R.L. Constanţa – 51,721,074 shares, the company Grupul DD S.A. Constanţa – 38,206,562 shares, the company DDN Global S.R.L. Constanţa – 3,022,665 shares, Mr Duşu Ion – 3,502,784 shares and Mr Ignat Petre – 12,000,000 shares, under art. 117¹ of Law 31/1990, art. 92 of Law 24/2017 and the F.S.A. Regulation 5/2018, hereby supplements the agenda of the Extraordinary General Meeting of Shareholders, convened on 29/30.06.2020 according to the convening notice published in the Official Gazette of Romania, Part IV no. 1852/29.05.2020, in the national newspaper „Ziarul Financiar” and in the local newspaper „Transilvania Expres” on 29.05.2020 and on the Company's website: www.siftransilvania.ro.

I. The Extraordinary General Meeting of Shareholders, convened on 29/30.06.2020, 10:00 a.m., that will be held in Braşov, 2 Nicolae Iorga Street, in the Meeting room located on the ground floor of the Cristiana Building and to which the shareholders registered in the Shareholders' Register at the end of 16.06.2020 will be entitled to attend and vote, will have the following **supplemented agenda**:

1. Election of the meeting secretariat comprised of two members, namely Mr Gavril Ola and Ms Mihaela Susan, shareholders for which the full identification information is available at the Company's headquarters, in charge of verifying the shareholders attendance, fulfilling the formalities required by law and the Articles of Incorporation for the carrying-out of the general meeting, counting the votes expressed during the general meeting and drafting the meeting minutes;

2. Approval of the amendment of art. 2 paragraph (1) of the Articles of Incorporation which will have the following wording:

Option 1 – the proposal of the group of shareholders holding 5.021833% of the share capital, namely: Frăţilă Mihaela –10,094,533 shares, representing 0.466811% of the share capital, Frăţilă Irina Elena – 22,000,000 shares, representing 1.017367% of the share capital, Cociu Maria Alexandra – 22,219,800 shares, representing 1.027532% of the share capital and the company Mamaia North Investments S.A. – 54,280,000 shares, representing 2.510123% of the share capital, regarding the defining of the company, as follows:

“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 Proprietăţii 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. PJR071AFIAA/080005.”

Option 2 – the Executive Board's proposal:

“S.I.F. Transilvania is a Romanian legal entity, organized as a joint-stock company (S.A.). The Company is classified according to the applicable regulations as an Alternative Investment Fund for retail investors, self-managed”.

3. Approval of the amendment and supplementation of the Company's Articles of Incorporation, at the proposal of the group of shareholders mentioned above under item 2, regarding some provisions of the Articles of Incorporation concerning the functioning of the Company, as follows:

(i) 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 legislation.”

(ii) 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 E.G.M.S. 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.”

(iii) 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.”

(iv) 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 as being necessary and appropriate, only with the endorsement of the Supervisory Board.”

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

“The capacity as shareholder of the company and the number of shares held shall be certified through an account statement, issued and certified by signature and seal by the Central Depository S.A. or, as appropriate, by the participants providing custody services as defined by the lawful provisions in force.”

(vi) 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 regarding the redemption of shares by a company admitted to trading on a regulated market.”

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

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

(viii) 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.”

(ix) art. 14 paragraph (5) is amended and will have the following:

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

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

“In order to ensure the actual 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.”

(xi) 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 opened 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 opened by the President of the Supervisory Board or, in his absence, by the Vice President of the Supervisory Board.

The person referred to 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 opening 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.”

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

Option 1 – Proposal of the group of shareholders mentioned under item I.2:

“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 7 natural persons, who must cumulatively meet the conditions provided for by the legislation in force for holding this position.”

Option 2 – Proposal for agenda supplementation, submitted by the group of shareholders mentioned under item II below:

“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 5 natural persons, who must cumulatively meet the conditions provided for by the legislation in force for holding this position.”

(xiii) 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 members’ 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.”

(xiv) 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 any restrictions justified by data confidentiality.”

(xv) art. 15 paragraph (5) item (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;”

(xvi) 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.”

(xvii) 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 date, time and place of the meeting shall be listed in the request to convene made by at least two members of the board. The deadline for convening and holding the extraordinary meeting is a maximum of three days. The agenda will be proposed by the authors of the request to convene. The chairman is obligated to act on such a request, within the deadline indicated in the request to convene, so that the meeting is convened and takes place until the fulfilment of said deadline. Should the President not comply with the request to convene the extraordinary meeting made by at least two members of the board, the meeting shall be considered legally convened through the request to convene submitted by the members of the board and shall be held at the proposed date, time and place. The Regulation on the Organization and Functioning of the Supervisory

Board may also regulate shorter deadlines for convening and conducting the meetings of the Supervisory Board, justified by the urgency of the situations.”

(xviii) 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.”

(xix) 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.”

(xx) 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.”

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

“The participation in the Supervisory Board meetings may also take place by means of remote communication, conference calls or e-mail. The minutes drafted after such a meeting shall be signed by all the members of the Supervisory Board.”

(xxii) 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 mandatory.”

(xxiii) 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 Chief Executive Officer, 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.”

(xxiv) 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's shareholders, with the observance of the provisions regarding the variable remuneration within A.I.F.M.”

(xxv) 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.”

(xxvi) 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.

(xxvii) 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.”

(xxviii) 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.”

4. Approval of the amendment and supplementation of the Company’s Articles of Incorporation, at the proposal of the group of shareholders mentioned above under item 2, regarding some provisions of the Articles of Incorporation concerning the holding threshold of company shares, as follows:

(i) art. 9 paragraph (7) and paragraph (8) are abrogated starting with 24.07.2020, the abrogation date of article 286¹ of Law no. 297/2004, in accordance with the provisions of Law no. 243/2019.

5. Approval of the amendment and supplementation of the Company’s Articles of Incorporation, at the proposal of the group of shareholders mentioned above under item 1.2, regarding some provisions of the Articles of Incorporation concerning the shareholders’ remuneration, as follows:

(i) art. 10 paragraph (3) is amended and will have the following wording:

“Each shareholder is entitled to dividends in proportion to their holding in the share capital. Annually, dividends representing at least 40% of the net profit will be paid to the shareholders. The setting of dividends, at a percentage higher than the mandatory minimum percentage of 40% of the net profit and the term in which they will be paid to the shareholders, will be decided by decision of the general meeting. S.I.F. Transilvania, as the dividends paying company, has the right to deduct, from the amounts to be paid as dividends, the expenses incurred by making such payments. The payment of dividends and any amounts due to the holders of securities issued by S.I.F. Transilvania will be accomplished through the central depository and the participants in the clearing-settlement and registry system, according to the law. ”

6. Approval of the amendment and supplementation of the Company’s Articles of Incorporation, at the proposal of the group of shareholders mentioned above under item 2, regarding some provisions of the Articles of Incorporation concerning the remuneration of the Supervisory Board, as follows:

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

Option 1 – Proposal of the group of shareholders mentioned under item 1.2:

“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. Should the members of the Supervisory Board not participate in the works of the board meetings, neither by physical presence nor by proxy, for a period longer than three months, they are no longer entitled to the monthly allowance for a period equal to the period in which they did not participate in the board meetings. The variable remuneration, corresponding to the previous year, will be reduced pro-rata, corresponding to the period in which they have not received the fixed remuneration. ”

Option 2 – Proposal for agenda supplementation, submitted by the group of shareholders mentioned under item II below:

“The monthly remuneration of the members of the Supervisory Board shall be equal to 2.0 gross average salaries at the Company level for each member of the Board, 2.5 gross average salaries at the Company level for the vice-president and 3.0 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. Should the members of the Supervisory Board not participate in the works of the board meetings, neither by physical presence nor by proxy, for a period longer than three months, they are no longer entitled to the monthly allowance for a period equal to the period in which they did not participate in the board meetings. The variable remuneration, corresponding to the previous year, will be reduced pro-rata, corresponding to the period in which they have not received the fixed remuneration.”

7. Approval of the amendment and supplementation of the Company’s Articles of Incorporation, at the proposal of the group of shareholders mentioned above under item 2, regarding some provisions of the Articles of Incorporation concerning some rights of the Executive Board, as follows:

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

Option 1 – Proposal of the group of shareholders mentioned under item I.2:

“The limits of the monthly remuneration of the President of the Executive Board are established between seven and nine gross average salaries at the Company level, the limits of the monthly remuneration of the Vice-President of the Executive Board are established between four and six gross average salaries at the Company level and the limits of the monthly remuneration for the Member of the Executive Board are established between three and five gross average salaries at the Company level. The actual levels of remuneration shall be established by the Supervisory Board.”

Option 2 – Proposal for agenda supplementation, submitted by the group of shareholders mentioned under item II below:

“The limits of the monthly remuneration of the President of the Executive Board are established between five and nine gross average salaries at the Company level, the limits of the monthly remuneration of the Vice-President of the Executive Board are established between four and seven gross average salaries at the Company level and the limits of the monthly remuneration for the Member of the Executive Board are established between three and four gross average salaries at the Company level. The actual levels of remuneration shall be established by the Supervisory Board.”

(ii) 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 the revocation incurs without just cause, the members of the Executive Board are entitled to damages established in accordance with the management agreement concluded by them with the company. The damages to be paid to the Executive President/Chief Executive Officer as a result of unjustified revocation are equivalent to a maximum of 12 fixed monthly allowances, and the damages to be paid to the Executive Vice-President/Deputy Chief Executive Officer and the Member of the Executive Board/Director, following a revocation without just cause, are equivalent to a maximum of 6 fixed monthly allowances.”

8. Approval of **16.07.2020** as the record date (*ex-date 15.07.2020*), according to the applicable legal provisions, for the identification of the shareholders who are subjected to the effects of the EGMS resolutions;

9. Authorizing Mr Marius Adrian Moldovan, Executive President/CEO, to sign the Resolution of the Extraordinary General Meeting of Shareholders, to draw up and sign the Articles of Incorporation, updated with the changes approved through this E.G.M.S. Resolution (when updating the Articles of

Incorporation, the paragraphs will be renumbered) and to carry out the formalities for the publication and registration thereof.

II. The supplementation of the agenda, by adding the Options 2 for art. 15 paragraph (1), art. 16 paragraph (2) and art. 19 paragraph (7) of the Articles of Incorporation, has been carried out at the request of the group of shareholders owning 5.0153% of the share capital, group comprised of the company Socefin S.R.L. Constanța, the company Grupul DD S.A. Constanța, the company DDN Global S.R.L. Constanța, Mr Dușu Ion and Mr Ignat Petre.

The supplemented agenda of the general meeting, the forms of special power of attorney and ballot papers and the EGMS draft resolutions will be available starting 15.06.2020 on the Company's website: www.siftransilvania.ro, under the „EGMS–June 2020” section and at the Company's headquarters. The reasons for supplementing the agenda will be available on the Company's website.

The other provisions regarding the organizing and conducting of the EGMS, included in the initial convening notice, remain unchanged.

President of the Executive Board/CEO

Ec. Marius Adrian Moldovan

Member of the Executive Board/Director

Eng. Răduță-Gib Tony Cristian