

NOTICE
regarding the Tender Offer
for shares issued by SIF Transilvania S.A. at the price of RON 0.4330/share
F.S.A. Decision no. 1529/08.12.2021

THE APPROVAL OF THE TENDER OFFER DOCUMENT HAS NO VALUE OF GUARANTEE, AND IT DOES NOT REPRESENT ANOTHER FORM OF ASSESSMENT BY F.S.A. OF THE OPPORTUNITY, ADVANTAGES OR DISADVANTAGES, PROFIT OR RISK WHICH COULD ENTAIL THE TRANSACTIONS TO BE CONCLUDED BY ACCEPTING THE TENDER OFFER, WHICH IS THE SUBJECT OF THE APPROVAL DECISION; THE APPROVAL DECISION CERTIFIES ONLY THAT THE TENDER OFFER DOCUMENT COMPLIES WITH THE REQUIREMENTS OF THE LAW AND OF THE RULES ADOPTED FOR ITS APPLICATION

Name and registered office of the targeted company:

SIF Transilvania S.A., hereinafter after referred to as the “Issuer”, a joint-stock company with the registered office in Brasov, Str. Nicolae Iorga 2, Brasov County, registered with the Trade Register Office under no. JO8/3306/92, having Sole Registration Code 3047687.

The Issuer’s share capital is of RON 216,244,379.70, representing 2,162,443,797 dematerialized, nominative shares with a par value of RON 0.10/share, each share granting equal rights. The Issuer’s main business is “Other financial service activities, n.e.c.” (NACE code 6499).

The shareholding structure as at 30.09.2021 is as follows:

Seq. no.	Shareholder	Number of shares	Percentage (%)
1	Resident individuals	1,087,681,777	50.2988%
2	Non-resident individuals	13,070,269	0.6044%
3	Resident legal entities	1,018,132,717	47.0825%
4	Non-resident legal entities	43,559,034	2.0143%
	TOTAL	2,162,443,797	100%

Name and registered office of the Bidder:

The Bidder within the Tender Offer is SIF Transilvania S.A., hereinafter referred to as the “Bidder”, a joint-stock company with the registered office in Brasov, Str. Nicolae Iorga 2, Brasov County, registered with the Trade Register Office under no. JO8/3306/92, having Sole Registration Code 3047687.

The Bidder’s share capital is of RON 216,244,379.70, representing 2,162,443,797 dematerialized registered shares with a par value of RON 0.10/share.

The shareholding structure as at 30.09.2021 is as follows:

Seq. no.	Shareholder	Number of shares held	Percentage (%)
1	Resident individuals	1,087,681,777	50.2988%
2	Non-resident individuals	13,070,269	0.6044%
3	Resident legal entities	1,018,132,717	47.0825%
4	Non-resident legal entities	43,559,034	2.0143%
	TOTAL	2,162,443,797	100%

Number of securities subjects of the Tender Offer:

The subject of the tender offer is the purchase of a package of up to **10,443,797 shares** issued by **SIF Transilvania S.A.**, that are not owned by the Bidder, representing 0.48296% of the total share capital of the Issuer, having as purpose their distribution, free of charge, to the members of the Supervisory Board, Executive Board and identified personnel within a Stock Option Plan program, in accordance with the remuneration policy approved at company level.

The purchase of shares by the Bidder, within the Tender Offer, is part of the redemption program approved under Resolution no. 1 of the Extraordinary General Meeting of Shareholders of 4 December 2020, published in the Official Gazette of Romania, Part IV, no. 479 on 04.02.2021, having as purpose their distribution, free of charge, to the members of the Supervisory Board, Executive Board and identified personnel within a Stock Option Plan program, in accordance with the remuneration policy approved at company level.

Offer Price:

The Offer Price is RON 0.4330/share ("Offer Price"), minus the trading fees and the fees afferent to the payment of the share price.

The Offer Price was established by complying with Law no. 24/2017 on issuers of financial instruments and market operations, republished, and F.S.A. Regulation no. 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented.

Intermediary: BT CAPITAL PARTNERS S.A., CNVM authorization no. 2330/22.07.2003, with the registered office in Cluj-Napoca, str. Constantin Brâncuși 74-76, Cluj County, Tax Code 6838953, shall provide financial investment services regarding the Tender Offer, acting in the capacity of Intermediary.

Number of shares issued by the targeted Company which are owned by the Bidder and the persons for whom there is the legal presumption that they act in concert

As at 30.09.2021, the Bidder does not directly hold shares issued by the Issuer, and the persons for whom there is the legal presumption that they act in concert with the Bidder as concerns the Issuer hold a number of 54,806,416 shares, representing 2.5345% of the share capital.

Offer Document: The Bidder has prepared an Offer Document available to the public during the Offer running period, free of charge, in hard-copy, at the headquarters of SIF Transilvania S.A., during the normal opening hours, in Brasov, Str. Nicolae Iorga 2, Brasov County, and at the headquarters of BT CAPITAL PARTNERS (“Intermediary”), the financial investment service company which intermediates the Tender. The Offer Document may be consulted at: www.btcapitalpartners.ro, www.siftransilvania.ro and B.S.E. website (www.bvb.ro).

Tender Offer Period. This Tender Offer is valid for 10 business days, and it shall be initiated on the 4th (fourth) business day as of the date on which the tender offer notice is published in a national and a local newspaper in printed or online format, and also on the following websites: www.bvb.ro, www.siftransilvania.ro and www.btcapitalpartners.ro.

The Tender Offer Period shall be of 10 business days, between **15.12.2021** and **29.12.2021**.

BIDDER

SIF Transilvania S.A.

Executive President/CEO

Radu-Claudiu Roșca

INTERMEDIARY

BT CAPITAL PARTNERS S.A.

General Manager

Daniela Secară

Executive Vice-President/Deputy CEO

Theo-Dorian Buftea