



SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.

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RINA SIMTEX
ISO 27001 REGISTERED | 1.91.1

Societate administrată în sistem dualist

PROPOSAL OF THE EXECUTIVE BOARD AND THE SUPERVISORY BOARD **for the distribution of the 2015 net profit and the gross dividend per share** -item 5 on the OGMS agenda of 28/29 April 2016-

The annual financial statements prepared for the financial year 2015 according to the IFRS standards, as they are submitted for approval of the Ordinary General Meeting of Shareholders, include the following data:

- according to IFRS -

- RON -

Profit from financial assets at fair value through profit and loss	400,773,122
Total operating expenses	19,605,633
Gross profit (before tax)	381,167,489
Income tax	27,735,055
Net profit to be distributed	353,432,434

The execution of the revenue and expenditure budget for 2015 compared to the revenue and expenditure budget approved by shareholders for the financial year 2015 (according to the Romanian Accounting Standards-RAS, as approved by the OGMS of 29.04.2015) is presented in the table below:

- according to RAS-

- RON -

	Budget 2015	Results 2015	Execution rate (%)
Total revenues	113,158,000	184,738,800	163.25%
Total expenses	54,660,000	97,222,802	177.86%
Gross profit (before tax)	58,498,000	87,515,998	149.60%
Income tax	6,525,000	9,047,065	138.65%
Net profit	51,973,000	78,468,933	150.98%

The Executive Board and the Supervisory Board of S.I.F. Transilvania propose and recommend the Ordinary General Meeting of Shareholders to approve the following distribution of the 2015 net profit:

- according to IFRS and to RAS for comparison -

	Destination	Amount (RON) IFRS	Amount (RON) RAS (for comparison)
1.	Legal reserves	19,058,374	4,375,800
2.	Dividends	57,949,125.20 (RON 0.02653/share)	57,949,125.20 (RON 0.02653/share)
3.	Other reserves – Own financing sources created from profit	276,424,934.80	16,144,007.80
	Total net profit distributed	353,432,434	78,468,933

The gross dividend to be paid for one share held on the registration date is of RON 0.02653/share which represents a yield of 10% in relation to the average trading price of SIF3 shares on the BVB-REGS market between 01.01.2015-31.12.2015.

The proposed value of the gross dividend for the financial exercise 2015:

- is consistent with SIF Transilvania policies regarding the shareholders' remuneration and takes into consideration the effective profit achieved by the company in accordance with the budget and the profit and loss account approved by shareholders (according to RAS); the difference between the profit as at 31.12.2015 under IFRS and the profit as at 31.12.2015 under RAS represents the effect of financial assets adjustments recognized at fair value through profit and loss, according to the FSA Rule no. 39/28.12.2015 and it does not represent profit from financial transactions;
- takes into consideration both the demand to maintain the shareholders' remuneration through distribution of dividends and the need to consolidate the Company's investment potential (in view to support the investment programs, to carry on the portfolio restructuring and to insure the long-term sustainability of the company's shares);
- leads to a yield of 10% in relation to the average trading price of SIF3 shares on the BVB-REGS market between 01.01.2015-31.12.2015.

The payment of dividends distributed from the profit achieved in 2015 will be made in accordance with the legal provisions in force. The potential costs related to the payment of dividends shall be borne by the shareholders. The payment methods and the related procedures will be drafted by the Executive Board and brought to the shareholders knowledge through a communique which will be published at least in the national newspaper "Bursa" and on the company website: www.siftransilvania.ro

The shareholders entitled to receive dividends from the 2015 net profit are the ones registered in the consolidated Shareholders' Register on the registration date which will be approved by the Ordinary General Meeting of Shareholders, as provided by article 238, paragraph (1) of Law no. 297/2004 on the capital market. The Executive Board and the Supervisory Board have proposed the general meeting of shareholders to approve the date of 6 October 2016 as registration date and the date of 28 October 2016 as payment date.

Supervisory Board
President
Ec. Ștefan Szabo

Executive Board,
Executive President / CEO
Ec. Mihai Fercală, Ph.D.