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. 2730 / 09.04.2020

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: 09.04.2020

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: Convening of the Extraordinary General Meeting of Shareholders

The Company's Executive Board, gathered in the meeting of 08.04.2020, in order to fulfill the legal obligations regarding the implementation of the A.I.F. legislation and upon the request to convene the Extraordinary General Meeting of Shareholders submitted by a group of shareholders owning 5.022255% of the share capital according to the Current report no. 2098/12.03.2020, decided to convene **the Extraordinary General Meeting of S.I.F. Transilvania Shareholders**, according to the following **Convening Notice:**

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

headquartered in Braşov, 2 Nicolae Iorga Street, Braşov County (hereinafter referred to as *"the Company's headquarters"*), registered with the Trade Register Office attached to the Braşov Tribunal under no. J08/3306/1992, with Fiscal Registration Code RO3047687 (hereinafter referred to as ***"the Company"***), in order to fulfill the legal obligations regarding the implementation of the legislation on the alternative investment funds (A.I.F.) and upon the request to convene the Extraordinary General Meeting of Shareholders submitted by a group of shareholders owning 5.022255% of the share capital, hereby convenes the **Extraordinary General Meeting of Shareholders** (hereinafter referred to as ***"EGMS"***) on **11.05.2020**, **10:00 a.m.**

The meeting will take place in Braşov, 2 Nicolae Iorga Street, Room 106, Floor 1.

If the conditions of validity are not met on the first convening date, the EGMS is convened on **12.05.2020**, 10:00 a.m., at the same venue and with the same agenda.

The convening is carried out in compliance with the provisions of Law 297/2004 *on capital market*, as further amended and supplemented (hereinafter referred to as "Law 297/2004"), Law 24/2017 *on issuers of financial instruments and market operations* (hereinafter referred to as "Law 24/2017"), the NSC/FSA regulations issued for the enforcement of the above-mentioned laws, Law

31/1990 *on companies*, republished in 2004, as further amended and supplemented (hereinafter referred to as "Law 31/1990") and the Company's Articles of Incorporation.

The Company's share capital consists of 2,162,443,797 registered and indivisible shares, of equal value, issued in a dematerialized form, each share granting the right to one vote in the general meeting of shareholders. The information regarding the number of shares with suspended voting rights will be made public on the Company's website no later than the date of the general meeting, by posting the F.S.A. decision on the suspension of the exercise of voting rights, issued, if applicable, according to art. 286^1 paragraphs (1) and (2) of Law no. 297/2004 and the N.S.C. Instruction no. 6/2012.

The shareholders entitled to attend and vote in the general meeting of shareholders are those who will be registered in the Shareholders' Register at the end of **29.04.2020**, set as the **reference date**.

I. The Extraordinary General Meeting of Shareholders will have the following agenda:

1. Election of the meeting secretariat comprised of three members, namely Mr. Mielu Dobrin, Mr. Florian Serac and Mr. Mihai Chiper, with the full identification information 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 unfolding of the general meeting, counting the votes expressed during the general meeting; Mr. Dragoș Călin, employee of the Company, will also participate in the drafting of the meeting minutes;

2. Approval of the amendment and supplementation of the Company's Articles of Incorporation **on the proposal of the Executive Board**, as follows:

(i) paragraph (1) of art. 2 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.). The Company is classified according to the applicable regulations as an Alternative Investment Fund for retail investors, self-managed.

(ii) paragraph (2) of art. 2 is amended and will have the following wording:

"The Company carries out its activity in accordance with the provisions of the Romanian legislation applicable to this category of companies."

(iii) paragraph (2) of art. 8 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 applicable legal provisions. 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."

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

"The share capital may be decreased in accordance with the legal provisions in force at the date of the adoption of the resolution on the share capital decrease."

(v) paragraph (2) of art. 9 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 or, as appropriate, by the participants providing custody services as defined by the lawful provisions in force."

(vi) paragraph (7) of art. 9 is amended and will have the following wording:

“Any person may acquire under any title or may hold, individually or together with the persons with whom it acts in concert, according to the definition of the concerted action provided for by the legislation in force, shares issued by the Company, but not more than 10% of the share capital of the latter.”

(vii) paragraph (8) of art. 9 is amended and will have the following wording:

“The exercise of the voting right is suspended as of the acquirement date for the shares held by shareholders that exceed the threshold of 10% of the share capital. Upon reaching the threshold of 10% of the share capital, the persons referred to in paragraph (7) shall notify the Company, the Financial Supervisory Authority (F.S.A.) and the regulated market on which the shares are traded, within 3 working days. Within 3 months from the exceeding of the threshold of 10% of the Company's share capital, the above mentioned shareholders are obligated to sell the shares that exceed the holding limit.”

(viii) paragraph (9) of art. 9 is amended and will have the following wording:

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

(ix) paragraph (4) of art. 10 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 applicable lawful provisions.”

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

“The duties that can be exercised by the ordinary and extraordinary general meetings are those provided for by the companies’ law and the primary and secondary legislation applicable to this type of companies.”

(xi) paragraph (7) of art. 14 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 regulated by the applicable primary and secondary legislation.”

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

“**Art. 15** – (1) 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 following conditions:”

(xiii) item (vi) of paragraph (5) of art. 15 is amended and will have the following wording:
“(vi) endorses the Company’s risk appetite and tolerance limits and the procedure for identifying, assessing, monitoring, managing and reporting the significant risks to which the Company is or may be exposed;”

(xiv) item (ix) of paragraph (5) of art. 15 is amended and will have the following wording:

“(ix) analyses and endorses the remuneration policy of the Company so that it complies with the business strategy, objectives and long-term interests and includes measures for preventing conflicts of interest;”

(xv) paragraph (2) of art. 16 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."

(xvi) paragraph (1) of art. 17 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 request and it may be supplemented with other items deemed as appropriate and/or necessary. The President is obligated to respond to such a request."

(xvii) paragraph (3) of art. 17 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, which shall be sent to the board secretariat minimum 2 days prior to the meeting for which it is valid."

(xviii) paragraph (6) of art. 17 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 email."

(xix) after paragraph (7) of art. 17, a new paragraph (7^1) is added with the following wording:

"A meeting minutes will be drawn up for each meeting of the Board which will be signed by the President and the Secretary of the Board. In the event that a member of the Board has objections to the information recorded, it is obligated to submit in writing to the Secretariat such objections or observations, within 3 days from the date of the communication of the minutes."

(xx) paragraph (8) of art. 17 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, remuneration and nomination committees is compulsory."

(xxi) paragraph (2) of art. 18 is amended and will have the following wording:

"In case of one or several vacancies in the Supervisory Board, irrespective of reasons, the other members shall appoint, with the majority vote, provisional member/s until the convening of the General Meeting of Shareholders."

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

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

(xxiii) paragraph (4) of art. 25 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.) or in the form of cash, which are annually approved by the company shareholders, with the observance of the provisions regarding the variable remuneration within A.I.F.M."

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

"The Company personnel shall be employed in accordance with the legal provisions and the internal regulations, 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."

(xxv) paragraph (3) of art. 26 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."

(xxvi) paragraph (1) of art. 28 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."

(xxvii) paragraphs (3) and (4) of art. 28 are amended and will have the following wording:

"(3) 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) The frequency of the net asset calculation shall be established by the regulations in force."

3. Approval of the amendment and supplementation of the Company's Articles of Incorporation **on the proposal of the group of shareholders** owning 5.022255% of the share capital, namely: Andănuţ Crinel-Valer –4,132 shares, representing 0.000191% of the share capital, 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 (Frăţilă) Maria Alexandra–22,219,800 shares, representing 1.027532% of the share capital, the company 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, as follows:

(i) 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[1]AFIAA/080005."

(ii) 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."

(iii) 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."

(iv) 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."

(v) 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 endorsement of the Supervisory Board."

(vi) 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 or, as appropriate, by the participants providing custody services as defined by the lawful provisions in force."

(vii) art. 9 paragraph (7) is removed

(viii) art. 9 paragraph (8) is removed

(ix) 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."

(x) art. 9 paragraph (10) is renumbered as art. 9 paragraph (8)

(xi) 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."

(xii) 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."

(xiii) 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 provided for by Law no. 31/1990, as further amended and supplemented, as well as those regulated by the capital market legislation."

(xiv) 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."

(xv) 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."

(xvi) 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."

(xvii) 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."

(xviii) 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."

(xix) 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;"

(xx) 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."

(xxi) 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."

(xxii) 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.''

(xxiii) 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."

(xxiv) 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."

(xxv) 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."

(xxvi) 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 email. The minutes drafted after such a meeting shall be signed by all the members of the Supervisory Board."

(xxvii) 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."

(xxviii) 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."

(xxix) 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 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."

(xxx) 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 just cause, the members of the Supervisory Board are entitled to damages established in accordance with the management agreement concluded by them with the company."

(xxxi) 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."

(xxxii) 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."

(xxxiii) 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."

(xxxiv) 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."

(xxxv) 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. The amendment of article 9 paragraph (7) and paragraph (8) will take effect starting on 24 July 2020, the abrogation date of art. 286^1 of Law no. 297/2004, in accordance with the provisions of Law no. 243/2019.

5. Approval for the paragraphs and the articles of the updated Articles of Incorporation to be renumbered in accordance with the E.G.M.S. resolution;

6. Approval of **29.05.2020** as the record date (*ex-date* **28.05.2020**), according to the applicable legal provisions, for the identification of the shareholders who are subjected to the effects of the EGMS resolutions;

7. Authorizing of Mr. Mihai Fercală - 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 by this E.G.M.S. Resolution, and to carry out the formalities for the publication and registration thereof.

II. Adding new items to the EGMS agenda. Requirements. Deadline. One or more shareholders representing individually or jointly at least 5% of the share capital, under article 92 of Law 24/2017, has/have the right: **(i)** to add items to the agenda of the general meeting provided that each item is accompanied by a justification or by a draft resolution proposed for approval by the general meeting and **(ii)** to present draft resolutions for the items added or proposed to be added to the agenda of the general meeting.

The request to supplement the agenda formulated by the shareholders must fall within the legal powers of the EGMS and meet the following conditions:

(i) the request shall be made only in written, no later than 27.04.2020, 10:00 a.m. by submitting the documents in original at the Company's headquarters or by sending them by email at siftransilvania@siftransilvania.ro with an incorporated extended electronic signature (according to Law 455/2001 *on electronic signature*);

(ii) the capacity as shareholder, in the case of natural persons and the capacity as legal representative, in the case of legal entities or entities without legal personality shall be ascertained on the basis of the List of shareholders received by the company from the central depository (Depozitarul Central) or on the basis of the documents issued by the central depository or by the participants providing custody services, respectively the account statement indicating the capacity as shareholder and the number of shares held and the documents attesting the registration of the information on the legal representative at the central depository or at the respective participants, as the case may be;

(iii) each new item proposed to be added to the agenda shall be accompanied by a justification and by a draft resolution submitted to the EGMS for approval.

Should the exercise of the right to add new items to the agenda determines the change of the EGMS agenda that has already been communicated to shareholders, the Company will make available a new agenda using the same procedure as the one used for the initial agenda, before the reference date set for this EGMS, in such a way that the entitled shareholders are notified of this change.

The documents presented by shareholders in a foreign language (except for the identity documents and documents drafted in English) shall be accompanied by a translation into Romanian or English carried out by a certified translator.

III. Documents pertaining to the EGMS

Starting with 10.04.2020 (the publishing date of the convening notice in the Official Gazette of Romania), the proposal for the amendment of the Company's Articles of Incorporation and the procedure for conducting the EGMS will be available at the Company's headquarters and on its website, under the *"EGMS May 2020"* section.

The shareholders may obtain from the Company's headquarters, upon request and for a fee, copies of the documents pertaining to the items included on the agenda, or they can print them from the Company's website, the *"EGMS May 2020"* section.

IV. Voting by correspondence. Powers of attorney. Attending the EGMS.

The physical presence at the EGMS works or through an authorized representative will be possible to the extent that, by reference to the current epidemiological context and the incident legal regulations, such participation is allowed; in case the public meetings are not allowed, the Executive Board recommends that the shareholders vote by correspondence or by electronic means.

The shareholders registered in the Shareholders' Register on the reference date may vote in the EGMS by correspondence or by electronic means, according to the procedures to be published on the Company's website, under the *"EGMS May 2020"* section.

(i) Voting by correspondence. The shareholders registered in the Shareholders' Register on the reference date may vote by correspondence before the general meeting by using ballot papers, in accordance with article 92 of Law 24/2017.

The ballot papers forms for the shareholders holding at least 1,000 shares will be mailed by the Company to the addresses mentioned in the Shareholders' Register starting with 04.05.2020. The ballot papers forms for the shareholders holding less than 1,000 shares will be available starting with 29.04.2020, on working days, from 9:00 a.m. to 14:00 p.m., at the Company's headquarters and at the Bucharest branch office, at the addresses mentioned at the end of the convening notice.

The shareholders registered in the Shareholders' Register on the reference date may also vote before the general meeting by electronic means, by accessing the Company's website www.siftransilvania.ro, the *"Electronic Voting"* section.

The procedure for voting by correspondence, including by electronic means, established by the Executive Board, will be presented in the information materials that will be made available to the shareholders on the Company's website, under the *"EGMS May 2020"* section.

(ii) Exercising the voting right by correspondence. The ballot papers, accompanied by the documents requested according to the procedures, shall be sent by email at siftransilvania@siftransilvania.ro as an electronically signed document with an extended electronic signature, according to Law no. 455/2001 *on the electronic signature*, until 08.05.2020, (registration date at the Company's Registry office or postmark date of arrival in Braşov) under the sanction of losing the right to vote by correspondence in the general meeting convened by this notice, according to the legal provisions.

V. Shareholders' questions. Each shareholder has the right to ask questions pertaining to the items on the agenda of the general meeting, the deadline for exercising this right being 08.05.2020. The Company may answer the questions also by posting the answer on its website, under the *"FAQ"* section or during the general meeting, provided that the requested information complies with the public information character and cannot be found in the documents pertaining to the agenda or in the reports published by the Company.

The shareholders' questions shall be sent in written, by submitting the documents in original to the Company's headquarters or by email at siftransilvania@siftransilvania.ro with an incorporated extended electronic signature (according to Law 455/2001 *on electronic signature*) clearly referenced *"For the EGMS of 11.05.2020"*.

The capacity as shareholder (natural person or legal representative of the legal entity) shall be ascertained on the basis of the Shareholders' Register as at the reference date, based on the identity document or, prior to the receipt of the Shareholders' Register, according to Chapter III above.

VI. Suspension of the voting rights. In the case of persons exceeding the holding limit of 5% of the Company's share capital and /or acting in concert, the exercise of the voting right for the shares exceeding the legal limit shall be suspended, by a *pro-rata* limitation of the holdings as of the reference date.

The person voting both as a shareholder and representative of other shareholders, with a number of shares cumulatively exceeding the threshold of 5% of the Company's share capital may be subjected to the verification procedure regarding the concerted action, in accordance with the applicable special regulations.

VII. Addresses of the Company's headquarters and branch office:

Headquarters - Braşov, 2, Nicolae Iorga Street, postal code 500057, Braşov County, tel. 0268/41.55.29; 41.61.71, fax 0268/47.32.15; 47.32.16;

Bucuresti Branch office – Bucuresti, 35, Maria Rosetti Street, postal code 020482, tel. 021/212.12.70, fax 021/212.12.71.

President of the Executive Board,
Ec. Mihai Fercală, PhD

Vice President of the Executive Board,
Ec. Iulian Stan, PhD

Member of the Executive Board
Ec. Ștefan Szitas

Marcus Valeriu Marin
Compliance Officer

Disclaimer: The document herein is an English translation of the Convening Notice for the Extraordinary General Meeting of Shareholders of SIF Transilvania to be held on 11/12 May 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.