



**TRANSILVANIA CONSTRUCTII SA**

C.I.F: RO199044

Nr. ord. reg.com./an: J12/8/1991

IBAN: RO13 CECE CJ01 I5RO N055 8518

CEC Bank Cluj

Capital Social: 26 391 783 RON

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## CURRENT REPORT

AS PER 05/14/2020

### SC TRANSILVANIA CONSTRUCTII SA

47 Tăietura Turcului Street, 3<sup>rd</sup> floor, Cluj-Napoca

Market where securities are traded: Bucharest Stock Exchange category: standard

Tax code: RO 199044

Subscribed and paid up share capital: RON 26,391,783

Reg. no. with the Trade Register: J12/8/1991

## NOTICE TO ATTEND THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

### THE BOARD OF DIRECTORS OF SC TRANSILVANIA CONSTRUCTII SA

Registered with the Trade Register under number J12/8/1991, Tax Code: 199044, subscribed and paid up share capital: RON 26,391,783, with headquarters in Cluj Napoca, 47 Tăietura Turcului street, 3<sup>rd</sup> floor, met on 05/14/2020 at the company's headquarters:

## CONVENES

**THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**, in compliance with art. 113 of Law 31/1990, at the company's headquarters, for June 22<sup>th</sup>, 2020, 12 p.m., for all the shareholders registered by June 10<sup>th</sup>, 2020, established as a reference date, with the Register of Shareholders operated by SC Depozitarul Central SA, with the following agenda:

1. Approval of the withdrawal of the company's shares from trading at the Bucharest Stock Exchange, the standard category and the conversion of Transilvania Constructii SA into a closed company, based on the following normative acts:

- Law no. 24/2017 on issuers of the financial instruments and market operations, article 60, letter c)
- Regulation 5/2018 on issuers of the financial instruments and market operations, Article 115,

respectively:

- voluntary withdrawal, based on the approval of the Extraordinary General Meeting of Shareholders, subject to the following terms:

*-in the last 12 months before the date of publication of the Extraordinary General Meeting of Shareholders convening*

*1. to have been registered a maximum number of 50 transactions with shares of the respective issuer, except for the transactions conducted between persons acting jointly with the issuer; and*

*2. the number of traded shares represents at most 1% of the total shares representing the share capital of the issuer;*



2. Presentation of the report issued by an independent authorized valuer, member of ANEVAR, registered at the Financial Supervisory Authority, regarding the price per share to be paid in case of withdrawal of shareholders from the issuer.
3. Mandating the Board of Directors for contracting services of an authorized entity, which will ensure the records of the company's shares, after the Financial Supervisory Authority has issued the Decision approving the withdrawal of the shares from trading.
4. Approval of September 23<sup>th</sup> , 2020 as registration date.
5. Authorisation of a person to publish decisions in the Official Journal, to sign the documents and to make the necessary registrations with the Companies House and other competent institutions.
6. Approval of September 22<sup>th</sup> , 2020 as ex date.

All the shareholders registered by June 10<sup>th</sup> , 2020, established as a reference date, with the Register of Shareholders operated by Depozitarul Central SA are entitled to participate and vote at the EGMS.

The shareholders can participate and vote at the EGMS individually or through representatives under the law, with a special power of attorney in Romanian or English. The shareholders can be represented as well by persons other than the company's shareholders. The special powers of attorney both in Romanian and English can be obtained starting from 05/19/2020 at the company's headquarters or from the company's web site [www.transilvaniaconstructii.ro](http://www.transilvaniaconstructii.ro) and shall be submitted at the company's headquarters, in Romanian or English, or via e-mail sent to the address [office@transilvaniaconstructii.ro](mailto:office@transilvaniaconstructii.ro) by June 19<sup>th</sup> , 2020, 16 p.m.

The shareholders may grant a general power of attorney valid for a period of time not exceeding 3 years which allows the appointed representative to vote in all the issues discussed by the Company's General Meeting of Shareholders including deeds of settlement, provided that the general power of attorney is granted by the shareholder in the capacity of client to a defined intermediary in compliance with art. 2, paragraph (1), point 20 of Law 24/2017 or to a lawyer.

The shareholders cannot be represented at the General Meeting of Shareholders based on a general power of attorney granted by a person subject to a conflict of interest in compliance with the provisions of Art. 92 paragraph (15) of Law 24/2017.

Before their first use, the general powers of attorney, shall be submitted to the company with 48 hours prior to the General Meeting in copy, and shall contain the words: certified true copy, and the representative's signature. The company shall keep the certified copies of the powers of attorney and shall mention in the minutes of the EGMS.

One or more shareholders representing individually or together at least 5% of the share capital will have the right:

-to introduce, by a written request, items to the agenda of the EGMS within no more than 15 days from the date of publication concerning the convening, that is June 04<sup>th</sup> , 2020, under the condition



that each item is accompanied by justification or by a draft resolution proposed for adoption by the EGMS.

-to present in writing draft resolutions for the items included or proposed to be included in the agenda of the EGMS, by June 04<sup>th</sup>, 2020 the latest.

Each shareholder has the right to ask questions in writing concerning the items of the EGMS's agenda by the date of the meeting and shall receive answers at the EGMS.

Starting from May 19<sup>th</sup>, 2020, the notice to attend the EGMS (both in Romanian and English), the information materials about the problems included in the EGMS's agenda (both in Romanian and English), the draft resolution (both in Romanian and English), the mail-in ballot (both in Romanian and English) can be consulted and obtained, from Monday to Friday, between 10:00 a.m. and 1:00 p.m. at the company's headquarters or may be accessed at the company's web site

[www.transilvaniaconstructii.ro](http://www.transilvaniaconstructii.ro)

The shareholders registered with the Register of Shareholders on the reference date can cast and send their vote concerning the items included in the EGMS's agenda as well by correspondence (in compliance with the procedure), by courier, in writing, so as to be received by the date and time of the EGMS, that is by June 22<sup>th</sup>, 2020, 12 p.m. The mail-in ballot may be filled either in Romanian or in English.

If the conditions of validity have not been met at the first meeting, the second meeting of EGMS shall be convened for June 23<sup>st</sup>, 2020, for the same time and at the same address.

Sincerely yours,

General Manager

Timofte Andrei Iancu