



CURRENT REPORT

AS PER 06/22/2020

SC TRANSILVANIA CONSTRUCTII SA

47 Tăietura Turcului Street, 3rd 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

DECISION OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

The Extraordinary General Meeting of Shareholders of SC Transilvania Constructii SA Cluj Napoca, 47 Tăietura Turcului Street, 3rd floor, held on 06/22/2020, at 12 P.M., at the company's headquarters in Cluj-Napoca, 47 Tăietura Turcului street, 3rd floor, in the presence of shareholders who own 760.423 company shares, comprising 95.08 % of the company share capital, respectively **760.423 shares, representing 95.91 % of the total voting rights**, following the debates on the items of the agenda, hereby makes the following decisions:

1. Approve 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;

With 95.08% of the share capital, and **95.91% of the voting rights**, respectively 95.91 % votes for, 0 % votes against, 0 % votes for abstention

2. Takes note of the report issued by an independent authorized evaluator, 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 , as follows:

- The share valuation report was prepared by SC Veridio SRL, an independent valuator, member of ANEVAR, registered at the Financial Supervisory Authority. The valuation was developed in accordance with international assessment standards.
- In accordance with the provisions of article 115, letter (b), point A), paragraph (ii), points 1 and 4 of Regulation no. 5/2018, **the price per share of RON 155** was set by SC Veridio SRL as an independent valuator. This price was approved by the Extraordinary General Meeting of Shareholders as a price to be paid by the company to the shareholders who will exercise their right of withdrawal.
- The selection of the valuator as well as the price determination of the company's shares were conducted pursuant to the provisions of article 115, letter (b), point A), paragraph (ii), points 2 and 3 of Regulation no. 5/2018;
- Pursuant to the provisions of Article 115, letter (b), point A), paragraph (ii), shareholders who do not agree with the decision of the General Meeting of Shareholders have the right of withdrawal from the issuer and to obtain the share value in the following conditions

1- The price to be paid to the shareholders who are willing to withdraw from the company is **RON 155 per share**;

2- The company will inform all the registered shareholders on the reference date, who did not participate at the Extraordinary General Meeting of Shareholders by which was decided the withdrawal from trading, by registered letter with acknowledgment of receipt, regarding the EGMS decision, including the price per share to be paid in case of withdrawal of the shareholders from the issuer;

3- Shareholders who do not agree with the decision on withdrawal from trading may request withdrawal from the company, within 45 days from the date of registration by sending a written request to the company in this regard. Within the respective request, the shareholders will also specify the manner in which the payment is desired. In this sense, the provisions of Art 177 of Regulation no. 5/2018 will be observed;

4- The right of shareholders who do not agree with the Decision of the Extraordinary General Meeting of Shareholders of withdrawal from trading, to withdraw from the company may be exercised by the existing shareholders on the registration date, as long as they have held the respective package of shares on the date of reference of the EGMS which has decided the withdrawal from trading (respectively on June 10th , 2020);

5- The company will pay the share price to the shareholders who have exercised their right of withdrawal within 15 working days from receiving the request;

With 95.08% of the share capital, and **95.91% of the voting rights**, respectively 95.91 % votes for, 0 % votes against, 0 % votes for abstention

3. Grants powers to 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.

With 95.08% of the share capital, and **95.91% of the voting rights**, respectively 95.91 % votes for, 0 % votes against, 0 % votes for abstention

4. Approve September 23th , 2020 as registration date.

With 95.08% of the share capital, and **95.91% of the voting rights**, respectively 95.91 % votes for, 0 % votes against, 0 % votes for abstention

5. Approves the power granted to an individual for publishing decisions in the Official Journal, signing documents and conducting the necessary registrations to the Trade Register Officer and other competent institutions.

The mandated person is Mrs. Vîtcă-Megyes Ildiko-Julia, employed at the company as a legal adviser, resident in Cluj-Napoca. Mrs. Vîtcă-Megyes Ildiko-Julia is mandated to carry out all the procedures and formalities provided by law for the fulfillment of the decision of Ordinary General Meeting of Shareholders to submit, to take documents and to sign on behalf of the Company in relationship with public or private entities. The mandated person will be able to delegate the powers granted according to the above, to any person, as he/she deems necessary.

With 95.08% of the share capital, and **95.91% of the voting rights**, respectively 95.91 % votes for, 0 % votes against, 0 % votes for abstention

6. Approve September 22th , 2020 as ex date.

With 95.08% of the share capital, and **95.91% of the voting rights**, respectively 95.91 % votes for, 0 % votes against, 0 % votes for abstention.

Sincerely yours,

General Manager

Timofte Andrei Iancu