

**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

Str. Tăietura Turcului nr. 47, Etaj 3, Cluj-Napoca

Tel: 0264-416597

Fax: 0264-592229

office@transilvaniaconstructii.ro

**CURRENT REPORT**

AS PER 03/25/2020

**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

**THE ADMINISTRATION BOARD OF TRANSILVANIA CONSTRUCTII SA**

, registered with the Trade Register 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, 3rd floor, gathered on 03/25/2020 at company headquarters:

**CONVENES**

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS (OGMS) pursuant to Art. 111 of Law 31/1990, at the company's registered office, for April 27, 2020 at 12.00 hrs, for all shareholders registered in the Shares Registry managed by SC Depozitarul Central SA at the end of April 16th, 2020, set as the reference date with the following agenda:

1. Presenting, debating and approving the management report of the Board of Directors for 2019;
2. Presenting and debating the financial auditor's report for 2019;
3. Debating and approval or modification of the financial statements at 31.12.2019, based on the materials presented by the administrators and the auditor.

4. Approval of the distribution of net profit of RON 9,798,335 for the year 2019 as follows:

- legal reserve:	553.663 lei;
- Reserves related to fiscal facilities:	1,829,642 lei;
- dividends:	7,397,697 lei, as follows

- The amount of 3,998,755 lei (gross dividend / share being 5 lei) was distributed at partial dividends according to the Decision of The Ordinary General Meeting of Shareholders as on 31.10.2019, the dividends being paid on 10.12.2019;
- The amount of 3,398,942 lei, the gross dividend per share being of 4.25 lei is distributed to dividends, the date of their payment being on 11.06.2020

-profit not allocated: 17,333 lei;

5. Pronouncement on administrators management;
6. Adoption of general limits on additional remuneration to the Director-General for the financial year 2020.



7. Approval of the income and expenditure budget for the year 2020 and the investment plan for the year 2020 and the sources of financing. Empowering the Board of Directors to modify any position in the investment plan for the year 2020.
8. Approval of May 22, 2020 as the date of registration.
10. Mandate of a person to publish the decisions in the Official Monitor, signing the documents and making the necessary registrations to the Trade Register Office and other competent institutions.
11. Approval of the date of May 21, 2020 as „ex-date”.

At OGMS is entitled to participate and vote for all shareholders registered in the Shareholders' Registry held by Central Depository SA at the end of April 16th, 2020, which is considered as the reference date. Shareholders can participate and vote at the OGMS individually or through representatives, in accordance with the law, with a special proxy in Romanian or English. Shareholders can be represented by persons other than the shareholders of the company. Special titles, both in Romanian and in English can be obtained from 27.03.2020 from the company's headquarters or from the company's website, [www.transilvaniaconstructii.ro](http://www.transilvaniaconstructii.ro) and will be submitted at the company's headquarters in Romanian or in English, or by e-mail , at [office@transilvaniaconstructii.ro](mailto:office@transilvaniaconstructii.ro) until April 24, 2020, at 12 o'clock.

Shareholders may award a general power of attorney valid for a period not exceeding three years, allowing the appointed representative to vote on all aspects of the General Shareholders' Meeting of the Company's Shareholders, including the mandatory acts, provided that the proxy empowerment) to be given by the shareholder, as a client, to an intermediary defined in Article 2, paragraph 1, point 20 of Law No 24/2017, or to a lawyer.

Shareholders may not be represented in the General Meeting of Shareholders on the basis of a general power of attorney by a person in a conflict of interest in accordance with the provisions of Art. 92 paragraph 15 of Law 24 / 2017. The general proxies, prior to their first use, shall be filed with the Company 48 hours before the General Assembly, in copy, including the mention of conformity with the original under the signature of the representative. Certified copies of powers are retained by the company, with mention of this in the minutes of the OGMS.

One or more shareholders representing individually or together at least 5% of the share capital are entitled:

-to introduce, by written request, items on the AGOA's agenda no later than 15 days from the date of publication of the convocation, respectively until April 13, 2020, provided that each item is accompanied by a justification or by a draft decision proposed for adoption by the OGMS;

-to submit, in writing, draft decisions for the items included or proposed to be included on the AGOA's agenda by April 13, 2020 at the latest. Each shareholder has the right to ask questions in writing regarding the items on the agenda of the OGM until the date of the meeting, to be answered within the OGMS.

Starting March 27, 2020, the OGMS convocation (both in Romanian and in English), the informative materials related to the issues included on the AGOA agenda (in both Romanian and English), the draft decision (both in both Romanian and English), the correspondent voting form (in both Romanian and English) will be able to consult and procure from Monday to Friday between 10 and 13 from the company's headquarters or can be accessed on the company's website [www.transilvaniaconstructii.ro](http://www.transilvaniaconstructii.ro) Shareholders enrolled in the Register of Shareholders on the reference date can express and transmit the vote on the items on the agenda of the OGMS and by correspondence (according to the procedure), by courier, in writing so that it is received by the date and hour of the start of the OGMS, respectively April 27, 2020, 12.00. The ballot for correspondence can be completed either in Romanian or in English .

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If the conditions for validity are not met at the first convocation, the second convocation of the OGMS is established for April 28, 2020, with the same agenda, at the same time and at the same address.

Chief Financial Officer  
Timofe Andrei Iancu