



02.09.2015

Two-tier system of corporate governance

TO,

THE FINANCIAL SUPERVISORY AUTHORITY  
BUCHAREST STOCK EXCHANGE

**CURRENT REPORT PURSUANT TO THE REGULATION NO. 1/2006 OF THE ROMANIAN NATIONAL SECURITIES COMMISSION (CNVM) ON ISSUERS AND OPERATIONS WITH SECURITIES AND TO LAW NO. 297/2004 ON THE CAPITAL MARKET.**

**Date of report:**02.09.2015

**Name of the company:**S.C. VES.SA.

**Company headquarters:** Sighișoara, Str. Mihai Viteazu, Nr.102.

**Fax:** 0265/778865 - 0265/779710

**Tel.:** 0365/808884 or 0365/808885.

**VAT no.:** RO 1223604

**Trade Register number:** J 26/02/1991

**Subscribed and paid up capital:** 11,881,718.5 RON

**Regulated market where the issued securities are traded:** BSE.

Important event to be reported: The Resolution no. 1 of the EGMS of 01.09.2015 and the Resolution no. 1 of the OGMS of 01.09.2015, hereby attached.

PRESIDENT OF THE BOARD

FETITA ALIN SORIN

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*Official stamp of VES S.A.*



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**RESOLUTION 10F 01.09.2015  
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
VES S.A.**

Sighișoara, Str. Mihai Viteazu nr. 102, Jud. Mureș

Share capital: 11,881,718.50 lei

VAT no.: RO 1223604, J26/2/1991

The Extraordinary General Meeting of Shareholders (EGMS) of VES SA, Romanian legal person based in Sighișoara, Str. Mihai Viteazul, nr. 102, Jud. Mures, registered with the Trade Register under no. J26/2/1991, VAT no. RO 1223604 (hereinafter referred to as the „Company”), convened in compliance with Law 31/1990 on trading companies, republished, as amended, in compliance with Law 297/2004 on the capital market and the Memorandum of Association of the Company, in the meeting of 01September 2015, 11 a.m., held in Cluj-Napoca, Parc Industrial Tetarom 1, str. Tăietura Turcului nr. 47/15N, Clădire de birouri, Corp A, et. 2, jud. Cluj, in the presence of the shareholders, in person or by representative, holding a total of 40,778,618 shares of the Company, accounting for 34.3205% of the share capital of the Company, at the second convening,

adopted the following:

**RESOLUTION**

ARTICLE 1. With a total of 40,778,618 valid votes, corresponding to a number of 40,778,618 shares, accounting for 34.3205% of the share capital of the Company, of which 40,778,618 votes in favour, accounting for 100% of the share capital represented in the Meeting, 0 votes against accounting for 0% of the share capital represented in the Meeting; 0 abstentions accounting for 0% of the share capital represented in the Meeting, there was approved the amendment of the Memorandum of Association of S.C. VES. SA Sighișoara.

- Article 16 paragraph 25 of the Memorandum of Association is amended pursuant to the approval expressed in the OGMS on the election of a new member in the Supervisory Board of S.C. VES. SA Sighișoara for the vacated position.

ARTICLE 2. With a total of 40,778,618 valid votes, corresponding to a number of 40,778,618 shares, accounting for 34.3205% of the share capital of the Company, of which 40,778,618 votes in favour, accounting for 100% of the share capital represented in the Meeting, 0 votes against accounting for 0% of the share capital represented in the Meeting; 0 abstentions accounting for 0% of the share capital represented in the Meeting, the date of 16.09.2015 was approved as date of registration and of identification of shareholders subject to the effects of the EGMS resolution, in compliance with Article 238 of Law 297/2004 on the capital market and the date of 15.09.2015 was approved as ex date, as defined by Regulation no. 6/2009.



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ARTICLE 3. With a total of 40,778,618 valid votes, corresponding to a number of 40,778,618 shares, accounting for 34.3205% of the share capital of the Company, of which 40,778,618 votes in favour, accounting for 100% of the share capital represented in the Meeting, 0 votes against accounting for 0% of the share capital represented in the Meeting; 0 abstentions accounting for 0% of the share capital represented in the Meeting, there was approved the entrustment of Mr Fetiță Alin Sorin, residing in Cluj-Napoca, Cal. Dorobanților, nr. 74, Ap. 114, holder of the ID Card series KX, number 709917, issued by SPCLEP Cluj-Napoca on 25.11.2009, CNP 1731218120700 with the fulfilment of all the formalities required to register and publish the GMS resolutions, as well as with signing the amended Memorandum of Association of the Company.

CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

FĂRCAȘ ALEXANDRU

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**RESOLUTION 1 OF 01.09.2015**  
**OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**VES S.A.**

Sighișoara, Str. Mihai Viteazu nr. 102, Jud. Mureș

Share capital: 11,881,718.50 lei

VAT no.: RO 1223604, J26/2/1991

The Ordinary General Meeting of Shareholders of VES SA, Romanian legal person based in Sighisoara, Str. Mihai Viteazul, nr. 102, Jud. Mures, registered in the Trade Register under no. J26 / 2/1991, VAT no. RO 1223604 (hereinafter referred to as the „Company”), convened in compliance with Law 31/1990 on trading companies, republished, as amended, in compliance with Law 297/2004 on the capital market and the Memorandum of Association of the Company, in the meeting of 01 September 2015, 12 p.m., held in Cluj-Napoca, Parc Industrial Tetarom 1, str. Tăietura Turcului nr. 47/15N, Clădire de birouri, Corp A, et. 2, jud. Cluj, in the presence of the shareholders, in person or by representative, holding a total of 40,778,618 shares of the Company, accounting for 34.3205% of the share capital of the Company, adopted the following:

**RESOLUTION**

ARTICLE 1. With a total of 40,778,618 valid votes, corresponding to a number of 40,778,618 shares, accounting for 34.3205% of the share capital of the Company, of which 40,778,618 votes in favour, accounting for 100% of the share capital represented in the Meeting, 0 votes against accounting for 0% of the share capital represented in the Meeting; 0 abstentions accounting for 0% of the share capital represented in the Meeting, there was approved the election of a new member of the Supervisory Board for the vacated position, following the resignation of Mr Weiler Dan and the validation of the mandate thereof until the expiry of the mandate of the Company’s Supervisory Board, i.e. 17.12.2016.

There was approved the appointment of the new member of the Company’s Supervisory Board, as follows:

Mr Fetiță Alin Sorin, Romanian citizen, born on 18.12.1973 in Cluj-Napoca, Cluj County, residing in Cluj-Napoca, Cal. Dorobanților, nr. 74, Ap. 114, holder of the ID Card series KX, number 709917, issued by SPCLEP Cluj-Napoca on 25.11.2009, CNP 1731218120700.

Elected with a total of 40,778,618 valid votes, corresponding to a number of 40,778,618 shares, accounting for 34.3205% of the share capital of the Company, of which 40,778,618 votes in favour, accounting for 100% of the share capital represented in the Meeting, 0 votes against accounting for 0% of the share capital represented in the Meeting; 0 abstentions accounting for 0% of the share capital represented in the Meeting.

In addition, his mandate was validated for 1 year, 3 months and 17 days, in compliance with the legal provisions in force, Law 31/1990 on trading companies, republished, as amended and supplemented.

ARTICLE 2. With a total of 40,778,618 valid votes, corresponding to a number of 40,778,618 shares, accounting for 34.3205% of the share capital of the Company, of which 40,778,618 votes in favour, accounting for 100% of the share capital represented in the Meeting, 0 votes against accounting for 0% of the share capital represented in the Meeting; 0 abstentions accounting for 0% of the share capital represented in the Meeting, there was approved the remuneration of the new member of the Company's Supervisory Board, equal to the amount Mr Alin Sorin Fetiță received during the previous mandate, i.e. the same remuneration he had for being a member and the chairman of the Executive Board.

ARTICLE 3. With a total of 40,778,618 valid votes, corresponding to a number of 40,778,618 shares, accounting for 34.3205% of the share capital of the Company, of which 40,778,618 votes in favour, accounting for 100% of the share capital represented in the Meeting, 0 votes against accounting for 0% of the share capital represented in the Meeting; 0 abstentions accounting for 0% of the share capital represented in the Meeting, the date of 16.09.2015 was approved as date of registration and of identification of shareholders subject to the effects of the OGMS resolution, in compliance with Article 238 of Law 297/2004 on the capital market and the date of 15.09.2015 was approved as ex date, as defined by the CNVM Regulation no. 6/2009.

ARTICLE 3. With a total of 40,778,618 valid votes, corresponding to a number of 40,778,618 shares, accounting for 34.3205% of the share capital of the Company, of which 40,778,618 votes in favour, accounting for 100% of the share capital represented in the Meeting, 0 votes against accounting for 0% of the share capital represented in the Meeting; 0 abstentions accounting for 0% of the share capital represented in the Meeting, there was approved the entrustment of Mr Fetiță Alin Sorin, residing in Cluj-Napoca, Cal. Dorobanților, nr. 74, Ap. 114, holder of the ID Card series KX, number 709917, issued by SPCLEP Cluj-Napoca on 25.11.2009, CNP 1731218120700 with the fulfilment of all the formalities required to register and publish the OGMS resolutions as well as with signing the amended Memorandum of Association of the Company.

CHAIRMAN OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

FĂRCAȘ ALEXANDRU

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