

545400 Sighisoara, Romania, 102 Mihai Viteazu Street;  
Phone 0040 265 773 840; fax: 0040 265 779 710; [office@ves.ro](mailto:office@ves.ro)  
(LOGO)  
Company managed in a two-tier system

TO,

FINANCIAL SUPERVISION AUTHORITY  
BUCHAREST STOCK EXCHANGE

**CURRENT REPORT UNDER NATIONAL SECURITIES COMMISSION (CNVM) REGULATION no. 1/2006  
REGARDING THE ISSUERS AND OPERATIONS WITH SECURITIES AND LAW NO. 297/2004 ON THE  
CAPITAL MARKET**

Report date: 23/03/2016

Name of the company: SC.VES.SA.

Company's registered office: Sighisoara, 102 Mihai Vitezul Street.

Fax: 0265/778865 - 0265/779710 Phone: 0365/808884 or 0365/808885.

Sole Identification Number: R.122.36.04

Registered with the Trade Register under number: J-26-2 / 1991

Capital subscribed and paid: 11,881,718.5 lei

Regulated market where issued securities are traded: BSE.

Important event to report: Notice to attend the Extraordinary and Ordinary General Meeting of the Company's Shareholders from 27/04/2016, 28/04/2016 respectively, which we send you attached.

PRESIDENT OF THE BOARD  
FELMER HANS CHRISTIAN  
(illegible stamp, signature)

## NOTICE TO ATTEND

The President of the Board of S.C. VES S.A. Sighisoara, with registered office in Sighisoara, 102 Mihai Viteazu, Mures County, registered with the Trade Register under no. J 26/02/1991, with sole identification number RO 1223604, pursuant to Article 117 of Law no. 31/1990 on companies, republished, as amended by President Felmer Hans Christian, at the meeting on 22/03/2016 decided the convening of the Extraordinary and Ordinary General Meeting of Company's Shareholders in accordance with the statutory and legal provisions in force for 27/04/2016, 12 p.m., 1.00 p.m. respectively in Cluj-Napoca, Tetarom Industrial Park, 47 / 15N Taietura Turcului Street, Office Building, Building A, 2<sup>nd</sup> floor, Cluj County.

The notice to attend addresses to all shareholders registered in the Register of the Company's Shareholders at the end of the day of 15/04/2016, regarded as the reference date for holding the Meeting.

Provided that on 27/04/2016 the presence quorum provided by the laws in force and the Articles of Incorporation of the Company is not met, the second Extraordinary and Ordinary General Meeting of Company's Shareholders - under Article 118 of Law No.31 / 1990, republished - shall be convened and set on 28/04/2016 at the same time, in the same place and with the same agenda.

I. The agenda of the Extraordinary General Meeting of the Company's Shareholders is as follows:

1. Approving the factoring limit relationship with Auchan Romania for BRD and the empowerment of Mr. Felmer Hans Christian- President of the Board to sign all necessary documents for the factoring contract.

2. Approving the date of 18.05.2016 as registration date, namely of identification of shareholders who are affected by the decision of EGMS in accordance with the provisions of Article 238 of Law 297/2004 on the capital market, and of the date of 17/05/2016 as ex date, as defined by the provisions of the CNVM Regulation no.6 / 2009.

3. Authorizing Mr. Felmer Hans Christian for accomplishing all the formalities required for registration and publication of EGMS decisions.

II. The agenda of the Ordinary General Meeting of Company's Shareholders is as follows:

1. Approving the Annual Report of the Board of SC.VES.SA Sighisoara for 2015.

2. Approving the Balance Sheet, Profit and Loss Account and the annexes for the closing of the financial year 2015 and allocation of net profit for 2015 to cover losses from previous years.

3. Approving the Auditor's Report for the Balance Sheet certification for 2015.

4. Approving the discharge from administration of the Board of Directors for the financial year 2015, based on the reports submitted.

5. Approving the Income and Expenditure Budget for the year 2016.

6. Approving the date of 18/05/2016 as registration date, namely for identification of shareholders who are affected by the effects of OGMS decision pursuant to the provisions of Article 238 of Law 297/2004 on the capital market, and of the date of 17/05/2016 as ex date, as defined by the provisions of CNMV Regulation no.6 / 2009.

7. Authorizing Mr. Hans Christian Felmer for accomplishing all the formalities required for registration and publication of OGMS decisions.

III. One or more shareholders holding, individually or together, at least 5% of share capital registered at the reference date, are entitled to introduce new items on the agenda of the Extraordinary and Ordinary General Meeting of Company's Shareholders within 15 days after publication of the notice to attend, namely until 11/04/2016, provided that each such item is accompanied by a justification or a draft decision to be adopted by the GMS.

Also, the shareholders have the right to table draft decisions for items included or suggested to be included on the agenda of the General Meeting no later than on 11/04/2016.

These rights shall be exercised only in writing.

IV. Shareholders have the right to ask questions related to the items on the agenda mentioned above, and the answers will be published on the website of the company [www.ves.ro](http://www.ves.ro). Questions will be submitted or mailed so as to be registered at the Company's Record Office no later than on 25/04/2016, 12 p.m., in a sealed envelope with the mention clearly written and in capital letters: "FOR THE EXTRAORDINARY GENERAL MEETING OF COMPANY'S SHAREHOLDERS" from 27 / 28.04.2016, namely "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS" from 27 / 28.04.2016

V. The shareholders registered at the reference date may exercise their right to participate and vote directly in the General Meetings of Company's Shareholders directly based on the Bulletin or Identity Card, and the right to vote by mail or representative with special or general power-of-attorney, according to the information posted on the Company's website [www.ves.ro](http://www.ves.ro), section GMS.

Where shareholders shall appoint its representatives to attend and vote at the General Meetings of Company's Shareholders, the notice for their designation shall be sent to the Company in writing only.

VI. The correspondence ballot forms and special power-of-attorney forms in Romanian and English for the representation of shareholders in the General Meetings of Company's Shareholders can be obtained at the company's registered office and on the company website [www.ves.ro](http://www.ves.ro) 30 days before the AGM, namely as of 28/03/2016.

After being filled in, the correspondence ballot form, in Romanian or English, with legalization of signature made by a Notary Public, together with a copy of the identity document - for individuals and a copy of the registration certificate along with the Certificate of Good Standing, in original form issued within 3 months before the first Meeting or equivalent documents issued by competent authorities in the country of residence of the shareholder – for legal persons, will be submitted or mailed to the Company's headquarters so as to be registered at the registry of the Company's Record Office no later than 25/04/2016, 12.00 p.m. in a sealed envelope with the mention clearly written and in capital letters "CORRESPONDENCE BALLOT FOR THE EXTRAORDINARY GENERAL MEETING OF COMPANY'S SHAREHOLDERS from 27/28.04.2016 or "CORRESPONDENCE BALLOT FOR THE ORDINARY GENERAL MEETING OF COMPANY'S SHAREHOLDERS" from 27/28 .04.2016.

The correspondence ballot forms that are not received in the form and within the period stipulated herein will not be considered for determining the presence and voting quorum and for the counting of votes in the General Meetings of the Company's Shareholders.

VII. After being filled in, the special power-of-attorneys in Romanian or English will be submitted or mailed in original at the Company's headquarters so as to be registered at the at the Company's Record Office at the latest on 25/04/2016, at 12.00 p.m., in a sealed envelope with a mention clearly written and in capital letters: "THE EXTRAORDINARY GENERAL MEETING OF COMPANY'S SHAREHOLDERS from 27/28.04.2016 or "THE ORDINARY GENERAL MEETING OF COMPANY'S SHAREHOLDERS" from 27/28 .04.2016. The power-of-attorneys shall be made in three original copies, one of which will be sent to the company according to the procedure mentioned above, one will remain to the representative to prove the quality of representative at the request of the technical secretariat, and a copy will be handed to the shareholder. The power-of-attorneys may be sent electronically to [office@ves.ro](mailto:office@ves.ro), provided the original is sent to the Company pursuant to the provisions of Article 125 paragraph 3 of Law 31/1990 and of this Notice to attend.

The original power-of-attorneys submitted or mailed after 25/04/2016 will not be considered to determine the presence quorum or for the counting of votes in the General Assembly.

VIII. The shareholder may grant a power-of-attorney (empowerment) generally valid for a period which cannot exceeding 3 years, allowing its representative to vote on any matters debated by the General Meeting of the Company's Shareholders of the company identified in the empowerment, including in terms of the enactments available, provided that the empowerment is granted by the shareholder, as client, to an intermediate defined according to Article 2 paragraph (1) section 14 of Law 297/2004 on the capital market, or to a lawyer. The general power-of-attorney (empowerment) in a copy, comprising the mention of compliance with the original under the signature of the representative, accompanied by a copy of the ID or of the certificate of registration of the shareholder represented and a copy of the ID or of the certificate of registration of the representative will be filed at the company's registered office until 25/04/2016, 12.00 p.m. Shareholders cannot be represented in the GMS based on a general power-of-attorney by a person who is in a conflict of interest situation, according to Article 243 paragraph 6 of Law 297/2004.

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IX. Only persons who are registered as shareholders on the reference date are entitled to attend and vote within the General Meeting of Shareholders dated 27 /28.04.2016 personally or through a representative.

X. The documents and informational materials on the subjects on the agenda and draft decisions for items on the agenda, as applicable, are available to shareholders at the Company's headquarters in Sighisoara, 120 Mihai Viteazul Street, Mures County and are posted on the website of the company [www.ves.ro](http://www.ves.ro) as of 28/03/2016.

Additional information may be obtained at the company's headquarters or at 0365-808884 or 0365-808885.

PRESIDENT OF THE BOARD  
FELMER HANS CHRISTIAN  
(stamp, signature)