



Two-tier system of corporate governance



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FINANCIAL SUPERVISORY AUTHORITY
BUCHAREST STOCK EXCHANGE

**CURRENT REPORT PURSUANT TO THE REGULATION 1/2006 OF THE ROMANIAN NATIONAL
SECURITIES COMMISSION ON ISSUERS AND OPERATIONS WITH SECURITIES AND TO LAW
297/2004 ON THE CAPITAL MARKET**

Date of report: 02.06.2016

Name of the company: SC.VES.SA.

Headquartered in: Sighișoara, Str. Mihai Viteazul Nr.102.

Fax: 0265/778865 - 0265/779710

Telephone: 0365/808884 or 0365/808885.

Sole registration code: R.122.36.04

Number in the Trade Registry: J-26-2/1991

Subscribed and paid up share capital: 11.881.718,5 lei

Number of shares: 118.817.185.

Rights to vote: 118.817.185.

**Regulated market where issued securities are traded: REGS, 2nd category, BUCHAREST
STOCK EXCHANGE.**

Important event to report: Notice to Attend the Extraordinary GMS on 07.07.2016
respectively 08.07.2016, sent as attachment.

CHAIRMAN OF THE BOARD

FELMER HANS CHRISTIAN

NOTICE TO ATTEND

The President of the Managing Board of the S.C. VES S.A. Sighișoara, headquartered in Sighișoara str. Mihai Viteazu no. 102, Mureș county, registered in the Trade Registry under no. J 26/2/1991, with sole registration code RO 1223604, based on Article 117 of Law 31/1990 with concern to the trade companies, republished, with the subsequent changes, through President Felmer Hans Christian, in the meeting held on 01.06.2016 decided to summon the Extraordinary General Meeting of the Company's Shareholders, in accordance with the enforceable statutory and legal stipulations, for the date of 07.07.2016, at 12.00, in Cluj-Napoca, Tetarom I Industrial Park, 47/15N Taietura Turcului St., Office Building A, 2nd floor, district Cluj.

The summons is addressed to all the shareholders registered in the Registry of the Company's Shareholders at the end of the day 27.06.2016, considered as reference date for holding the Meeting.

In the case in which on the date of 07.07.2016 the presence quorum foreseen by the enforceable legislation and by the Articles of Associations is not met, a second Extraordinary General Meeting of the Company's Shareholders is summoned and set - pursuant to Article 118 of the Law 31/1990, republished - for the date of 08.07. 2016 at the same time, in the same place and with the same agenda.

1. The agenda of the Extraordinary General Meeting of the Company's Shareholders is as follows:
 1. Approval of guaranteeing the credit facilities contracted by the Chimsport SA from the CEC Bank SA with pledge on the receivables resulted from the trade relation with Dedeman SRL, currently regulated by the business agreement no. 1602/17.02/2016 signed between the SC.VES.SA Sighișoara and Dedeman SRL.
 2. Approval of contracting a factoring product from the CEC Bank SA, having a an upper limit of 3.000.000 RON, based on the Business Agreement



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no. 1602/17.02.2016 concluded between the SC.VES.SA Sighișoara and Dedeman SRL

3. Approval of guaranteeing the factoring product with:
 - Assignment of the receivables resulted from the business agreement concluded by the company with Dedeman SRL, trade contract subject to factoring;
 - Pledge over the present and future credit balances in lei and foreign currency of the company's bank accounts opened with CEC BANK SA;
 - Pledge over the credit balance of the assignment bank account opened for the conducting of the proceeds;
 - Fidejussion contract concluded with Mr. Alexandru Farcas and Mrs. Monica Farcas.

4. Approval of Mr. Felmer Hans Christian - President of the Managing Board in the capacity of representative, with a view to representing the company in its relation with the Bank, signing the credit agreements/additional acts and the accessory guarantee contracts.

5. Approval of the date of 27.07.2016 as registration date, respectively identification of the shareholders that are subject to the effects of the EGMS Decision, in accordance with the stipulations of Article 238 in Law 297/2004 concerning the capital market, and of the date of 26.07. 2016 as *ex date*, as defined in the stipulations of the ROMANIAN NATIONAL SECURITIES COMMISSION Regulation no. 6/2009.

6. Empowerment of Mr. Felmer Hans Christian for the carrying out of all the formalities necessary to the registration and publication of the EGMS decisions.

II. One or more shareholders owning, individually or together, at least 5% of the company's share capital, registered on the reference date, are entitled to introduce new issues in the agenda of the Extraordinary General Meeting of Shareholders

within at the most 15 days since the publication of the summons, respectively up to the date of 20.06.2016, on condition that each issue be accompanied by a justification or by a draft decision proposed to be adopted by the GMS.

In addition, the shareholders are entitled to present draft decisions for the issues included or proposed to be included on the General Meetings' agenda, up to the date of 20.06.2016 at the latest.

These rights shall be exercised only in writing.

III. The shareholders have the right to address questions concerning the issues on the above mentioned agenda, while the respective answers shall be published on the company's Internet page www.ves.ro. The questions are to be lodged or sent so as to be registered with the Company's Record Office up to the date of 05.07.2016, at 12.00 at the latest, in closed envelopes, with the mention, written in clear and capital letters „FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS” from the 07/08.07.2016.

IV. The registered shareholders on the reference date can exercise their right to participate and vote directly in the Shareholders' General Meeting, based on their Identity Card, as well as the right to vote by correspondence or through a representative with a special power of attorney or a general power of attorney, in accordance with the information displayed on the Company's internet page www.ves.ro, section GMS.

In case the shareholders appoint representatives to participate and vote in the Shareholders' General Meetings, the notification of the latter's appointment shall be conveyed directly to the Company, only in written form.

IV. The correspondence ballots' forms and the forms for the special powers of attorney in Romanian language and in English language for the shareholders' representation in the General Meetings of Shareholders, can be obtained at the company's headquarters as well as on the company' Internet page www.ves.ro, 30 days before the respective GMS, that is starting with the date of 06.06.2016.

After completing the correspondence ballot form, in Romanian language or in English language, a Notary Public signature legalization



together with a copy of the identity document - for the natural persons and a copy of the registration certificate together with the Certificate of Good Standing in the original, released at the most 3 months before the first Meeting or equivalent documents issued by the competent authorities in the Shareholder's country of residence - for the legal persons, shall be deposited or sent to the company's headquarters so as to be registered with the Company's Record Office up to the date of 05.07.2016, at 12.00 at the latest, in closed envelope with the mention, written in clear and in capital letters "CORRESPONDENCE VOTE FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS" from the 07/08.07. 2016.

The correspondence voting forms that are not received in the form and within the term stipulated in the present Notice to Attend, shall not be taken into account either in determining the presence and voting quorum nor in counting the votes in the General Meetings of Shareholders.

VI. After having been completed, the special powers of attorney in Romanian language or in English language, shall be deposited or sent, in the original, to the Company's headquarters so as to be registered with the Company's Record Office up to the date of 05.07.2016, at 12.00 at the latest, in closed envelopes bearing the mention, written in clear and in capital letters „FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS" from the 07/08.07.2016. The powers of attorney are drawn in three original copies, one of which shall be sent to the Company, in accordance with the previously mentioned procedure, one shall stay with the representative on order to enable him to prove his capacity of representative on the secretariat's request, while one copy shall stay with the shareholder. The powers of attorney can be conveyed also in electronic format, to the address [office@ves.ro.](mailto:office@ves.ro), on condition that the original be conveyed to the Company, according to the stipulations of Article 125 paragraph of Law 31/1990 and of the present Notice to Attend.

The special powers of attorney in original deposited or sent after the date of 05.07. 2016 shall not be taken into account in the determining of the presence quorum nor in the counting of the votes within the General Meetings.

VII. The shareholder can grant a power of attorney (empowerment) generally valid for a period that shall not exceed 3 years, allowing his representative to vote in all the situations the topics being discussed in the GMS.

situations identified in the empowerment, inclusively with concern to enacting documents, on condition the empowerment be granted by the shareholder, in his capacity of client, to an intermediary as defined in Article 2 paragraph (I) point 14 of the Law 297/2004 concerning the capital market, or to an attorney. The general power of attorney (empowerment) in copy, containing the mention of its conformity to the original under the representative's signature, accompanied by a copy of the identity document or of the represented shareholder's registration certificate and by a copy of the representative's identity document or registration certificate, shall be deposited at the company's headquarters up to the date of 05.07.2016, at 12.00. The shareholders cannot be represented in the General Meetings of the Shareholders (GMS) with a general power of attorney by a person in the situation of conflict of interests, pursuant to Article 243 paragraph 6 of Law 297/2004.

VIII. Only the persons registered as shareholders on the reference date are entitled to participate and vote within the General Meetings of Shareholders on the date of 07/08.07.2016, personally or through a representative.

IX. The documents and informative materials with concern to the issues on the agenda, as well as the draft projects for the issues on the agenda, as the case may be, can be consulted by the shareholders at the Company's headquarters in Sighișoara, 102 Mihai Viteazul St., Mureș county and are displayed on the company's Internet page www.ves.ro beginning with the date of 06.06. 2016.

Additional Information at the company's headquarters or on the followings phone numbers: 0365 - 808884 or 0365-808885.

CHAIRMAN OF THE BOARD

FELMER HANS CHRISTIAN

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Stamp: VES SA Trading Company, Sighișoara 3/A, Romania