

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:** 03/08/2016

**Name of the company:** SC.VES.SA.

**Company's registered office:** Sighisoara, 102 Mihai Viteazul 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:** RON 11,881,718.5

**Number of shares:** 118.817.185.

**Vote rights:** 118.817.185.

**Regulated market where issued securities are traded:** REGS, second category, of BVB.

Important event to report: Notice to attend the Extraordinary and Ordinary General Meeting of the Company's Shareholders from 05/09/2016, 06/09/2016 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 01/08/2016 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 05/09/2016, 3 p.m., 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 23/08/2016, regarded as the reference date for holding the Meeting.

Provided that on 05/09/2016 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 06/09/2016 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:

The approval of the contracting by VES SA of the following credit facility from OTP Bank Romania SA:

a. Many-borrowers ceiling, with multiple-use for the current activity, amounting to 13.7 million RON, valid for 12 months.

2. The approval of the guarantee of the facility that will be contracted by the Company according to the previous point, by establishing the following securities from the patrimony of the company:

- Pledge on current accounts opened by VES SA at OTP Bank Romania SA;
- Mortgage on claims resulting from the commercial relationship / contracts concluded with the assigned debtors accepted in advance by the Bank;
- Promissory note issued by VES SA in favour of OTP Bank Romania SA.

3. Approval of empowerment of Mr. Felmer Hans Christian - Chairman of the Board of Directors, who shall be appointed by VES SA to sign the loan and securities agreement in relation to OTP Bank Romania SA and any subsequent addenda thereto, necessary to comply with the decision of the General Meeting of Shareholders.

4. Approving the date of 20.09.2016 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 19/09/2016 as ex date, as defined by the provisions of the CNVM Regulation no.6 / 2009.

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

II. 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 19/08/2016, 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 19/08/2016.

These rights shall be exercised only in writing.

III. 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 03/09/2016, 3 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 05 / 06.09.2016.

IV. 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.

V. 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 04/08/2016.

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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 03/09/2016, 15.00 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 05/06.09.2016.

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.

VI. 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 03/09/2016, at 3 p.m., in a sealed envelope with a mention clearly written and in capital letters: "FOR THE EXTRAORDINARY GENERAL MEETING OF COMPANY'S SHAREHOLDERS from 05/06.09.2016. 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 03/09/2016 will not be considered to determine the presence quorum or for the counting of votes in the General Assembly.

VII. 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 03/09/2016, 3 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 05 /06.09.2016 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 04/08/2016.

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)