

545400 Sighisoara, Romania, Str. Mihai Viteazu nr. 102;  
J26/2/1996, CUI RO 1223604, Capital social 11.881.718,50 ron  
Cod IBAN RO26 CECECI 0130 RON 0810 488  
tel.: 0040 365 808 884; fax: 0040 265 779 710;  
office@ves.ro www.ves.ro



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TO

THE FINANCIAL SUPERVISORY AUTHORITY

BUCHAREST STOCK EXCHANGE

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

**Date of report: 01.11.2016**

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

**Company headquarters: Sighisoara, Str. Mihai Viteazul Nr.102.**

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

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

**Unique Registration Code: R.122.36.04**

**Trade Register Number: J 26/2/1991**

**Subscribed and paid-in shared capital: 11,881,718.5 lei**

**Number of Shares 118 817 185.**

**Voting Rights 118 817 185.**

**Regulated market where the issued securities are traded: REGS, category II, BSE**

**Important event to be reported:** Notice to attend Shareholders Extraordinary and Ordinary General Assembly from 05.12.2016, respectively 06.12.2016, hereby attached.

Chairman of the Board,  
FELMER HANS CHRISTIAN

Illegible signature, stamp: VES SA SIGHISOARA 8 ROMANIA

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## 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 28/10/2016 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 **05/12/2016, 14:00**, respectively **15:00**, 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 23/11/2016, regarded as the reference date for holding the Meeting.

Provided that on 05/12/2016 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 06/12/2016 at the same hours, in the same place and with the same agenda.

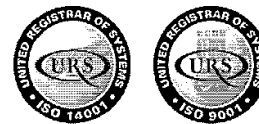
- I. The agenda of the Extraordinary General Meeting of the Company's Shareholders is as follows:
  1. Approval of the extension of the credit line facility contracted by Chimsport SA, acting as borrowing party, VES SA, acting as co-debtor and guarantor, for the amount of 17,788,041 lei with CEC Bank SA, according to the agreement RQ13120793669278 as of 10/01/2014, concluded on a maximum period of 24 months, with a possibility to extend it, as well as maintenance of the securities lodged:
    - House mortgage over the following immovable properties pertaining to Chimsport SA, with their administrative offices in Orastie, 24 Codrului Street, Hunedoara County: 1) incorporated area of an area of 8.690 sqm and constructions consisting of C1 – deposit hall and C2 – shed, registered in the Land Register no. 60457 Orastie, 2) incorporated area of an



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area of 580 sqm and constructions consisting of Electric workhouse with dressing room, registered in the Land Register no. 61158 Orastie;

- House mortgage over the following immovable properties pertaining to Chimica SA, with their administrative offices in Orastie, 24 Codrului Street, Hunedoara County: 1) incorporated area of an area of 10.290 sqm and constructions consisting of C1 – hard injection hall, P; C2 – offices, P+2; C3 – mill, C4 – hard injection hall, P; C5 – storehouse, P, registered in the Land Register no. 61052 Orastie, 2) incorporated area of an area of 10.984 sqm and constructions consisting of C1 – investment offices, P+2; C2 – new matrix rooms, P; C3 – Old matrix rooms, P, first floor, partial dressing rooms; C4 – dressing rooms, P+2; C5 – storehouse, P; C6 – storehouse, P; C7 –storehouse, P, registered in the Land Register no. 61053 Orastie;
- House mortgage over the following immovable properties pertaining to Ves SA: 1) incorporated area of an area of 358 sqm and constructions consisting of: house composed of 1 room, kitchen, stoop, registered in the Land Register no. 50026 Albesti; 2) incorporated area of an area of 990 sqm and constructions consisting of: dwelling house of 2 chambers, kitchen and appurtenances, registered in the Land Register no. 50027 Albesti; 3) incorporated area of an area of 252 sqm and constructions consisting of: research pilot station for special enamelled vessels (offices + laboratories), registered in the Land Register no. 50031 Albesti; 4) incorporated area of an area of 1735 sqm and constructions consisting of: C1 – electro loading station , C2 – deposit, C3 – storehouse, C4 – metallic storehouse, C5 – boiler hall, C6 – boiler hall, registered in the Land Register no. 50179 Albesti; 5) incorporated area of an area of 5,371 sqm and constructions consisting of: C1 – gate house, C2 – canteen, registered in the Land Register no. 50180 Albesti; 6) incorporated area of an area of 3,193 sqm and constructions consisting of: C1 – rainwater tank, C2 – gas adjustment house, C3 – pump house, C4 – deposit, C5 – pump station, C6 – catch pit; C7 – catch pit; C8 – clearing tank, C9 - Water storage basin for acid waters, C10 – garage, C11 – Gas adjustment house, C12 – clearing tank, C13 – catch pit, registered in the Land Register no. 50181 Albesti; 7) incorporated area of an area of 2,123 sqm and constructions consisting of: C1 – fuel deposit, C2 – metallic hall for the storage of Caldi products, registered in the Land Register no. 50664 Sighisoara; 8) incorporated area of an area of 3,189 sqm and constructions consisting of: C1 – finished products storehouse, registered in the Land Register no. 50939 Sighisoara; 9) incorporated area of an area of 2,343 sqm and constructions consisting of: C1 – water management facility, C2 – water storage basin, registered in the Land Register no. 50940 Sighisoara; 10) incorporated area of an area of 12,042 sqm and constructions consisting of: C1 – administrative facility (offices), C2 – enamelled vessel manufacturing



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facility, C3 – workhouses, C4 – compressor station, C5 – workhouses, C6 – trafo station, registered in the Land Register no. 50942 Sighisoara; 11) incorporated area of an area of 3,831 sqm and constructions consisting of: C1 – press hall and metal sheet storage, C2 – tank, registered in the Land Register no. 50944 Sighisoara; 12) incorporated area of an area of 4,870 sqm and constructions consisting of: C1 – metallic hall, C2 – gate house, C3 – social group and cabin, C4 – metallic storehouse, registered in the Land Register no. 50946 Sighisoara;

- movable mortgage over Ves SA finished product stock at the value of the guaranteed necessary amounts;
  - movable mortgage over the claims from present and/or future commercial agreement/agreements signed by Ves SA and Dedeman SRL, at the value of the guaranteed necessary amounts;
  - movable mortgage over the present and/or future claims from any other commercial agreements concluded by Chimsport SA with the customers in the country and/or abroad;
  - movable mortgage over the current accounts open by the company with CEC Bank SA;
  - personal guarantees pertaining to Mr Farcas Alexandru and to Mrs Farcas Monica Elena, which contains the remission to the lawful claim of a surety for a preliminary distraint;
2. The approval of the extension of the credit line facility contracted by Chimsport SA, acting as borrowing party, VES SA, acting as co-debtor and guarantor, for the amount of 5,500,000 lei with CEC Bank SA, according to the agreement RQ14121144736129 as of 09/12/2014, concluded on a maximum period of 24 months, with a possibility to extend it, as well as maintenance of the securities lodged:
- House mortgage over the following immovable properties standing for incorporated area of an area of 9354 sqm and constructions consisting of: C1 – “SALOMON” production hall, P and P+1, C2 – storehouse no. 1, P; C3 – Storehouse no. 2 + compressors, P; C4 – Storehouse no. 3; C5 – Storehouse no. 4 + mechanic workhouse, P; C6 – Mill workhouse, P; C7 – Assembly workhouse no. 1, P; C8 – Assembly workhouse no. 2, P; C9 – Storehouse no. 5, P, registered in Land Register no. 60503 Orastie, property of CHIMSPORT SA, with the administrative office in Orastie, 24 Codrului Street, Hunedoara County;
  - movable mortgage over the current accounts open by the company with CEC Bank SA;



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- movable mortgage over the claims resulting from the Nomination Letter as of 10/06/2013, signed between Chimsport SA and Euro Auto Plastic Systems;
  - movable mortgage over the claims resulting from the Nomination Letter as of 15/10/2013, signed between Chimsport SA and Faurecia Interiors Industrie SNC France;
  - personal guarantees pertaining to Mr Farcas Alexandru and to Mrs Farcas Monica Elena, which contains the remission to the lawful claim of a surety for a preliminary distraint;
3. Approval of the company's commitment in not dividing itself/merging itself/deciding to dissolve itself in anticipation all along the credit facilities to be contracted upon no prior consent of the bank;
  4. Approval of the authorisation of Mr Alin Sorin Fetita in the relation with CEC Bank Sa, in order to draft and to sign, in the name of and on behalf of the company, all documents necessary for the extension of the credit facilities from the hereinbefore mentioned points, for information sending, for information request, for the agreements/addenda concluded for the purpose of extending the credit facilities, for the agreements/addenda concluded for the purpose of extending/maintaining the guarantees, as well as of all and any documents in connection with the credit facilities to be extended;
  5. Approval that the person empowered Fetita Alin Sorin be able to assign an attorney in fact who shall sign the documents of which the nature is described hereinbefore, respectively the documents related to extension of the credit facilities and for the establishment of the guarantees of the present notice to attend, unless s this activity is carried by himself.
  6. Approval of the amendment of the Articles of Incorporation of the Company , as follows:
    - Article 16, paragraph 1 shall modify and shall have the following content: "The Supervisory Board shall consist of 5 (five) members."
    - Article 16, paragraph 25 shall modify in accordance with OGMS approval concerning the election of the new members of the Supervisory Board, following the expiration of the former members' mandate.
  7. Approval of the date 21/12/2016 as a registration date, respectively the identification date of the shareholders who shall comply with EGMS decision, in accordance with the stipulations of article 238 of Law no. 297/2004 on the capital market and of the date 20/12/2016 as *ex date*, as defined in the provisions of CNVM Regulation no. 6/2009.
  8. Authorisation of the Chairman of the Managing Board for the execution of the advertising formalities related to the decisions adopted by EGMS, including by conclusion of the amended Articles of Incorporation of the company.
- II. The agenda of the Extraordinary General Meeting of the Company's Shareholders is as follows:



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1. Revocation of the members of the Supervisory Board following the expiration of their mandate, respectively:
    - SC ILDATE MANAGEMENT SRL, represented by Farcas Alexandru;
    - Farcas Monica Elena;
    - Fetita Alin Sorin.
  2. Election of members of the Company's Supervisory Board and validation of the new members' mandate in the Supervisory Board on a 4 year period as of election date, pursuant to the enforceable legal stipulations.
    - the due date for submission of the candidacy is 18/11/2016.
  3. Establishment of the remuneration pertaining to members of the Supervisory Board.
  4. Approval of the date of 21/12/2016 as registration date, respectively as identification date of the shareholders who shall comply with EGMS decision, in accordance with the stipulations of article 238 of Law no. 297/2004 on the capital market and of the date 20/12/2016 as *ex date*, as defined in the stipulations of CNVM Regulation no. 6/2009.
  5. Authorisation of the Chairman of the Managing Board for the execution of the advertising formalities related to the decisions adopted by OGMS.
- 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 18/11/2016, provided that each such item is accompanied by a justification or a draft decision to be adopted by the GMS, including making proposals for the appointing of the Supervisory Board. The list containing information on the name, place of residence, professional qualification of the proposed persons for Administrator is at the shareholders disposal, on the internet page of the Company, [www.ves.ro](http://www.ves.ro), where it can be consulted and supplemented by them.

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 18/11/2016.

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 03/12/2016, 14:00., in a sealed envelope with the mention clearly written and in capital letters: "FOR THE EXTRAORDINARY GENERAL MEETING OF COMPANY'S SHAREHOLDERS" from 05/06.12.2016, respectively "FOR THE ORDINARY GENERAL MEETING OF COMPANY'S SHAREHOLDERS" from 05/06.12.2016.

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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 their 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 GMS, namely as of 04/11/2016.

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 03/12/2016, 14:00 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 05/06.12.2016, respectively "CORRESPONDENCE BALLOT FOR THE ORDINARY GENERAL MEETING OF COMPANY'S SHAREHOLDERS from 05/06.12.2016.

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 03/12/2016, at 14:00., in a sealed envelope with a mention clearly written and in capital letters: "FOR THE EXTRAORDINARY GENERAL MEETING OF COMPANY'S SHAREHOLDERS from 05/06.12.2016, respectively "FOR THE ORDINARY GENERAL MEETING OF COMPANY'S SHAREHOLDERS from 05/06.12.2016. 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

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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 03/12/2016 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 03/12/2016, 14:00. 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.

IX. Only persons who are registered as shareholders on the reference date are entitled to attend and vote within the General Meeting of Company's Shareholders from 05/06.12.2016 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 04/11/2016.

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)