

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: 07.12.2016**

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

**Company headquarters: Sighișoara, 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: Decision No. 1 of EGMS of 06.12.2016 and Decision No. 1 of OGMS of 06.12.2016, hereby attached.

CHAIRMAN OF THE BOARD,

FELMER HANS CHRISTIAN

Illegible signature, stamp: VES SA SIGHISOARA 8 ROMANIA

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**DECISION NO. 1 dated 06.12.2016**  
**OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**OF VES S.A.**

Sighisoara, Str. Mihai Viteazu Nr. 102, Mures County

Share capital: 11,881,718.50 lei

Unique Registration Code: RO 1223604, J26/2/1991

The Shareholders Extraordinary General Assembly of VES S.A., Romanian legal entity with registered office in Sighisoara, Str. Mihai Viteazu Nr. 102, Mures County, registered with the Trade Register under no. J26/2/1991, having Unique Registration Code RO 1223604 (hereinafter referred to as "the Company"), gathered under Law no. 31/1990 on companies, republished with subsequent amendments, under law 297/2004 on the capital market and the articles of association of the Company, in its meeting on 6 December 2016, 14:00, held in Cluj-Napoca, Tetarom Industrial Park I, no. 47/15N Taitura Turcului Street, Office Building, Building A, 2nd floor, Cluj County, in the presence of shareholders present in person or by proxy, holding a total of 58,861,967 shares of the Company, representing 49.5399% of the share capital of the Company, at the second convening adopted the following:

**DECISION**

Article 1. With a number of 58,861,967 valid votes, corresponding to a number of 58,861,967 shares, representing 49.5399% of the share capital of the Company, of which 58,861,967 votes in favour, representing 100% of the share capital represented in the Assembly, 0 votes against representing 0% of the share capital represented in the Assembly; abstentions 0, representing 0% of the share capital represented in the Assembly, to approve 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



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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 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 –



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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 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 contain the remission to the lawful claim of a surety for a preliminary distraint;

Article 2. With a number of 58,861,967 valid votes, corresponding to a number of 58,861,967 shares, representing 49.5399% of the share capital of the Company, of which 58,861,967 votes in favour,



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representing 100% of the share capital represented in the Assembly, 0 votes against representing 0% of the share capital represented in the Assembly; abstentions 0, representing 0% of the share capital represented in the Assembly, to approve 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;
- 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;

Article 3. With a number of 58,861,967 valid votes, corresponding to a number of 58,861,967 shares, representing 49.5399% of the share capital of the Company, of which 58,861,967 votes in favour, representing 100% of the share capital represented in the Assembly, 0 votes against representing 0% of the share capital represented in the Assembly; abstentions 0, representing 0% of the share capital represented in the Assembly, to approve 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;



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Article 4. With a number of 58,861,967 valid votes, corresponding to a number of 58,861,967 shares, representing 49.5399% of the share capital of the Company, of which 58,861,967 votes in favour, representing 100% of the share capital represented in the Assembly, 0 votes against representing 0% of the share capital represented in the Assembly; abstentions 0, representing 0% of the share capital represented in the Assembly, to approve 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;

Article 5. With a number of 58,861,967 valid votes, corresponding to a number of 58,861,967 shares, representing 49.5399% of the share capital of the Company, of which 58,861,967 votes in favour, representing 100% of the share capital represented in the Assembly, 0 votes against representing 0% of the share capital represented in the Assembly; abstentions 0, representing 0% of the share capital represented in the Assembly, to approve 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 this activity is carried by himself.

Article 6. With a number of 58,861,967 valid votes, corresponding to a number of 58,861,967 shares, representing 49.5399% of the share capital of the Company, of which 58,861,967 votes in favour, representing 100% of the share capital represented in the Assembly, 0 votes against representing 0% of the share capital represented in the Assembly; abstentions 0, representing 0% of the share capital represented in the Assembly, to approve the amendment of the Articles of Incorporation of the Company, as follows:

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- 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.

Article 7. With a number of 58,861,967 valid votes, corresponding to a number of 58,861,967 shares, representing 49.5399% of the share capital of the Company, of which 58,861,967 votes in favour, representing 100% of the share capital represented in the Assembly, 0 votes against representing 0% of the share capital represented in the Assembly; abstentions 0, representing 0% of the share capital represented in the Assembly, to approve 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.

Article 8. With a number of 58,861,967 valid votes, corresponding to a number of 58,861,967 shares, representing 49.5399% of the share capital of the Company, of which 58,861,967 votes in favour, representing 100% of the share capital represented in the Assembly, 0 votes against representing 0% of the share capital represented in the Assembly; abstentions 0, representing 0% of the share capital represented in the Assembly, to approve the 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.

**CHAIRMAN OF THE EXTRAORDINARY GENERAL ASSEMBLY**

**FARCAS ALEXANDRU**

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**DECISION NO. 1 dated 06.12.2016**  
**OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**OF VES S.A.**

Sighisoara, Str. Mihai Viteazu Nr. 102, Mures County

Share capital: 11,881,718.50 lei

Unique Registration Code: RO 1223604, J26/2/1991

The Shareholders Ordinary General Meeting of VES S.A., Romanian legal entity with registered office in Sighisoara, Str. Mihai Viteazu Nr. 102, Mures County, registered with the Trade Register under no. J26/2/1991, having Unique Registration Code RO 1223604 (hereinafter referred to as "the Company"), gathered under Law no. 31/1990 on companies, republished with subsequent amendments, under law 297/2004 on the capital market and the articles of association of the Company, in its meeting on 6 December 2016, 15:00, held in Cluj-Napoca, Tetarom Industrial Park I, no. 47/15N Taitura Turcului Street, Office Building, Building A, 2nd floor, Cluj County, in the presence of shareholders present in person or by proxy, holding a total of 58,861,967 shares of the Company, representing 49.5399% of the share capital of the Company at the second convening adopted the following:

**DECISION**

Article 1. With a number of 58,861,967 valid votes, corresponding to a number of 58,861,967 shares, representing 49.5399% of the share capital of the Company, of which 58,861,967 votes in favour, representing 100% of the share capital represented in the Assembly, 0 votes against representing 0% of the share capital represented in the Assembly; abstentions 0, representing 0% of the share capital represented in the Assembly, to approve the 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.

Article 2. With a number of 58,861,967 valid votes, corresponding to a number of 58,861,967 shares, representing 49.5399% of the share capital of the Company, of which 58,861,967 votes in favour, representing 100% of the share capital represented in the Assembly, 0 votes against representing 0% of the share capital represented in the Assembly; abstentions 0, representing 0% of the share capital represented in the Assembly, to approve the election of the new 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, as follows:





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- SC ILDATE MANAGEMENT SRL, represented by Farcas Alexandru, Romanian citizen, born on 24.05.1974, in Surduc locality, Salaj County, with Personal Identification Number: 1740524311256 – President of the Supervisory Board.  
Elected with a number of 58,861,967 valid votes, corresponding to a number of 58,861,967 shares, representing 49.5399% of the share capital of the Company, of which 58,861,967 votes in favour, representing 100% of the share capital represented in the Assembly, 0 votes against representing 0% of the share capital represented in the Assembly; abstentions 0, representing 0% of the share capital represented in the Assembly.
- Farcas Monica-Elena, Romanian citizen, born on 25.09.1979, in Sibiu locality, Sibiu County, with Personal Identification Number: 2790925323951 – Vice President of the Supervisory Board.  
Elected with a number of 58,861,967 valid votes, corresponding to a number of 58,861,967 shares, representing 49.5399% of the share capital of the Company, of which 58,861,967 votes in favour, representing 100% of the share capital represented in the Assembly, 0 votes against representing 0% of the share capital represented in the Assembly; abstentions 0, representing 0% of the share capital represented in the Assembly.
- Fetita Alin-Sorin, Romanian citizen, born on 18.12.1973, in Cluj-Napoca locality, Cluj County, with Personal Identification Number: 1731218120700 – Member of the Supervisory Board.  
Elected with a number of 58,861,967 valid votes, corresponding to a number of 58,861,967 shares, representing 49.5399% of the share capital of the Company, of which 58,861,967 votes in favour, representing 100% of the share capital represented in the Assembly, 0 votes against representing 0% of the share capital represented in the Assembly; abstentions 0, representing 0% of the share capital represented in the Assembly.
- Gherman Oana, Romanian citizen, born on 23.01.1977, in Bistrita locality, Bistrita Nasaud County, with Personal Identification Number: 2770123120729 – Member of the Supervisory Board.  
Elected with a number of 58,861,967 valid votes, corresponding to a number of 58,861,967 shares, representing 49.5399% of the share capital of the Company, of which 58,861,967 votes in favour, representing 100% of the share capital represented in the Assembly, 0 votes against representing 0% of the share capital represented in the Assembly; abstentions 0, representing 0% of the share capital represented in the Assembly.
- Vascan George, Romanian citizen, born on 08.06.1971, in Tulcea locality, Tulcea County, with Personal Identification Number: 1710608364230 – Member of the Supervisory Board.  
Elected with a number of 58,861,967 valid votes, corresponding to a number of 58,861,967 shares, representing 49.5399% of the share capital of the Company, of which 58,861,967 votes



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in favour, representing 100% of the share capital represented in the Assembly, 0 votes against representing 0% of the share capital represented in the Assembly; abstentions 0, representing 0% of the share capital represented in the Assembly.

Article 3. With a number of 58,861,967 valid votes, corresponding to a number of 58,861,967 shares, representing 49.5399% of the share capital of the Company, of which 58,861,967 votes in favour, representing 100% of the share capital represented in the Assembly, 0 votes against representing 0% of the share capital represented in the Assembly; abstentions 0, representing 0% of the share capital represented in the Assembly, to approve the annual remuneration pertaining to members of the Supervisory Board for 60,000 EUR net taken together for all members.

Article 4. With a number of 58,861,967 valid votes, corresponding to a number of 58,861,967 shares, representing 49.5399% of the share capital of the Company, of which 58,861,967 votes in favour, representing 100% of the share capital represented in the Assembly, 0 votes against representing 0% of the share capital represented in the Assembly; abstentions 0, representing 0% of the share capital represented in the Assembly, to approve 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.

Article 5. With a number of 58,861,967 valid votes, corresponding to a number of 58,861,967 shares, representing 49.5399% of the share capital of the Company, of which 58,861,967 votes in favour, representing 100% of the share capital represented in the Assembly, 0 votes against representing 0% of the share capital represented in the Assembly; abstentions 0, representing 0% of the share capital represented in the Assembly, to authorise the Chairman of the Managing Board for the execution of the advertising formalities related to the decisions adopted by OGMS, inclusively to sign and negotiate the contractual conditions of the audit services.

Article 6. With a number of 58,861,967 valid votes, corresponding to a number of 58,861,967 shares, representing 49.5399% of the share capital of the Company, of which 58,861,967 votes in favour, representing 100% of the share capital represented in the Assembly, 0 votes against representing 0% of the share capital represented in the Assembly; abstentions 0, representing 0% of the share capital represented in the Assembly, to approve the revocation of the current independent financial auditor Fatacean Gheorghe following the expiration of the annual mandate.

Article 7. With a number of 58,861,967 valid votes, corresponding to a number of 58,861,967 shares, representing 49.5399% of the share capital of the Company, of which 58,861,967 votes in favour, representing 100% of the share capital represented in the Assembly, 0 votes against representing 0% of the share capital represented in the Assembly; abstentions 0, representing 0% of the share capital represented in

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the Assembly, to approve the appointment for the position of Independent External Financial Auditor of the company: ACCOUNTING AUDIT SRL, headquartered in Cluj-Napoca, 48 Traian Mosiu Street, apt. 8, registered with the Trade Register under no. J12/1010/2005, CIF RO17373802, e-mail: [office@audit.ro](mailto:office@audit.ro), registered at the Chamber of Financial Auditors of Romania with no. 740/2007.

CHAIRMAN OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

ILDATE MANAGEMENT S.R.L. by permanent representative

FARCAS ALEXANDRU

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