

545400 Sighisoara, Romania, 102 Mihai Viteazu Street;  
J26/2/1996, SIN RO 1223604, Capital subscribed: 11,881,718.5 RON  
Iban Code RO26CECEJ 0130 RON 0810488  
Phone 0040 265 773 840; fax: 0040 265 779 710;  
[office@ves.ro](mailto:office@ves.ro) [www.ves.ro](http://www.ves.ro)



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TO

THE 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: 12/07/2017**

**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.**

**Tax 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 RON**

**Number of shares: 118,817,185.**

**Vote rights: 118,817,185.**

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

Important event to report: Notice to attend the EGMS on 17/ 18.08.2017, which you can find attached.

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



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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 Tax Identification Number RO1223604, pursuant to Article 117 of Law no. 31/1990 on companies, republished, as amended by President Felmer Hans Christian, at the meeting on 07/07/2017 decided the convening of the Ordinary General Meeting of Company's Shareholders in accordance with the statutory and legal provisions in force, for 17/08/2017, 13:00, in Cluj-Napoca, 83 Fagului Street, 3<sup>rd</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 04.08.2017, regarded as the reference date for holding the Meeting.

Provided that on 17/08/2017 the presence quorum provided by the laws in force and the Articles of Incorporation of the Company is not met, the second Ordinary General Meeting of Company's Shareholders - under Article 118 of Law No. 31/1990, republished - shall be convened and set on 18/08/2017 at the same time, in the same place and with the same agenda.

### **The agenda of the Extraordinary General Meeting of the Company's Shareholders is as follows:**

1. Approval of the extension of the "uncommitted credit facility called Multiple-Borrowers Multipurpose Limit to finance current business, in case of cash use situations other than Overdraft Product having as initial destination the refinancing of balances and the fee for anticipated reimbursement for Credit Line Facilities contracted by Chimsport SA and by Chimica Automotive SA from Banca Comerciala Carpatica, as well as trading with Derivative Financial Instruments according to specific product contracts", contracted by Ves SA as a borrower along with Chimsport SA, Chimica Automotive SA and Chimica Research & Development SA with OTP BANK ROMANIA SA (the Bank) for a further period of 12 months and/ or for new periods of 12 months and/ or other lending periods, if any, for the full value of credit facilities of 13,700,000 lei.
2. Approval for the extension/ extensions of the facility/ facilities shall be achieved either by actual documents of extension of the already concluded contract or by the conclusion of new contracts having the same object and/ or similar objects, depending on the existence or non-existence of the same banking product of the Bank at the time of subsequent extensions.



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3. The approval of maintaining the guarantees established in favour of the Bank, specified in the credit agreement no. C22002016019016 of September 09, 2016, as well as in the subsequent addenda, throughout the existence of credit facilities.

4. Empowerment of the Chairperson of the Board of Directors as a representative of the Company for the signing of the credit agreement(s), addenda to the credit agreement(s), collateral (movable or immovable) contract(s), addenda to the collateral contract(s), of the Promissory Note issued/ validated/ endorsed by the Company, as well as of all the requests, the documents that are in compliance with the present decision. The mandate is also granted for the establishment and marking of prohibitions on alienation, encumbering, renting, dismantling and annexation, construction and demolition, restructuring and arrangement of buildings placed as collateral. Also, the mandate is considered to be given for any other changes that will occur during the course of the credits, regarding the credit and/ or collateral contracts related to them, concluded/ to be concluded with OTP BANK ROMANIA SA, such as, but not limited to the extension of the period of validity of credits, increases/ decreases/ restructuring of the amount of loans granted, interest increases/ decreases, establishment of new collateral/ replacement thereof or any other changes in the credit and/ or collateral ratio, the mandate being granted up to the full fulfilment of the contractual obligations.

5. Approval for the representative/ trustee of the previous section to designate his/ her own trustee to carry out the mandate granted by the GMS, if he/she cannot exercise it.

6. Approval of the date of 07/09/2017 as the registration date, namely of identification of the shareholders affected by the effects of the EGMS decision according to the provisions of Article 238 of Law 297/2004 regarding the capital market, and of the date of 06/09/2017 as ex date, as defined by the provisions of CNVM (National Securities Commission) Regulation no. 6/2009.

7. Mandating the Chairperson of the Board of Directors for carrying out all the necessary formalities for the registration and publication of GMS decisions.

I. 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 General Meeting of Company's Shareholders within 15 days after publication of the notice to attend, namely until 31/07/2017, provided that each such item is accompanied by a justification or a draft decision to be adopted by the GMS.



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Also, the shareholders have the right to present draft decisions for items included or suggested to be included on the agenda of the General Meeting no later than on 31/07/2017.

These rights shall be exercised only in writing.

II. 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 15/08/2017, 13:00, in a sealed envelope with the mention clearly written and in capital letters: "FOR THE EXTRAORDINARY GENERAL MEETING OF COMPANY'S SHAREHOLDERS" from 17/18.08.2017.

III. 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.

IV. 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 17/07/2017.

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 15/08/2017, 13:00 in a sealed envelope with the mention clearly written and in capital letters "CORRESPONDENCE BALLOT



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FOR THE EXTRAORDINARY GENERAL MEETING OF COMPANY'S SHAREHOLDERS from 17/18.08.2017.

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.

V. 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 the Company's Record Office at the latest on 15/08/2017, at 13:00, in a sealed envelope with a mention clearly written and in capital letters: "FOR THE EXTRAORDINARY GENERAL MEETING OF COMPANY'S SHAREHOLDERS from 17/18.08.2017. 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 15/08/2017 will not be considered to determine the presence quorum or for the counting of votes in the General Assembly.

VI. The shareholder may grant a power-of-attorney (empowerment) generally valid for a period which cannot be 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 15/08/2017, 13:00. Shareholders cannot be represented in the GMS based on a general

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power-of-attorney by a person who is in a conflict of interest situation, according to Article 243 paragraph 6 of Law 297/2004.

VII. Only persons who are registered as shareholders on the reference date are entitled to attend and vote within the General Meeting of Shareholders dated 17/18.08.2017 personally or through a representative.

VIII. 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, 102 Mihai Viteazul Street, Mures County and are posted on the website of the company [www.ves.ro](http://www.ves.ro) as of 17/07/2017.

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)*