



## THE BOARD OF DIRECTORS OF THE COMPANY „VRANCART” S.A.

based in Adjud Municipality, 17<sup>th</sup> Ecaterina Teodoroiu Street, Vrancea County, registered with the Vrancea Trade Registry Office under no. J39/239/1991, having the sole registration number 1454846, Tax Identification Number 1456846, Fiscal Code RO, convenes for **April 27<sup>th</sup>, 2022 the Ordinary General Meeting of the Shareholders at 11<sup>00</sup> AM.**

If the quorum conditions are not met on the first convocation, **the Ordinary General Meeting of the Shareholders** shall be convened for a second time, having the same agenda, for **April 28<sup>th</sup>, 2022, at 11<sup>00</sup> AM.**

**The Ordinary General Meeting of the Shareholders** shall take place at the company's headquarters in Adjud Municipality, 17<sup>th</sup> Ecaterina Teodoroiu Street, Vrancea County. All the shareholders registered in the Register of Shareholders as at the end of the date **April 13<sup>th</sup>, 2022** shall be entitled to take part and vote within the **Ordinary General Meeting of the Shareholders.**

**A. The Ordinary General Meeting of the Shareholders** shall have the following agenda:

1. The approval of the Financial Statements for the financial year 2021, based on the Reports presented by the Board of Directors and by the Financial auditor.
2. The Report of the Chairman of the Board of Directors on the coordination of the Board's activity in 2021.
3. The approval to give discharge to the Board of Directors for the financial year 2021.
4. The approval to distribute dividends with a gross amount of **0.0042 lei/share** (respectively a total amount of the dividends of **5,054,219 lei**) from the profit corresponding to the financial year 2021.



5. The approval to bear the expenses related to the payment of dividends from the financial resources of VRANCART (bank charges, postage fees and other expenses of the same kind).
6. The approval of the Revenues and Expenditures Budget and Investment Plan for the financial year 2022.
7. The election of a new Board of Directors of the Company for a term of 4 (four) years.
8. The approval of the remuneration of the members of the Board of Directors for the financial year January 1<sup>st</sup>, 2022 – December 31<sup>st</sup>, 2022, in the same amount as the previous year.
9. The approval of the general limits of all the additional remunerations of the members of the Board of Directors for the financial year January 1<sup>st</sup>, 2022 – December 31<sup>st</sup>, 2022, in the same amount as the previous year.
10. The approval of the general limit of the monthly remuneration provided by the mandate agreement of the General Manager for the financial year January 1<sup>st</sup>, 2022 – December 31<sup>st</sup>, 2022, in the same amount as the previous year.
11. Submission to the consultative vote of the OGMS of the Remuneration Report for the Company's directors for the year 2021, in accordance with the provisions of Article 107, paragraph (6) of Law no. 24/2017 on issuers of financial instruments and market operations, republished.
12. Approval of the ratification of Resolutions no. 17 / April 7<sup>th</sup>, 2021, no. 18 / April 7<sup>th</sup>, 2021, no. 19 / April 7<sup>th</sup>, 2021, no. 20 / April 7<sup>th</sup>, 2021 and no. 31 / May 28<sup>th</sup>, 2021 of the Board of Directors of the Company.
13. The approval of the date **September 12<sup>th</sup>, 2022** as the *ex-date*, as defined by the provisions of the Financial Supervisory Authority Regulation no. 5/2018 on issuers of financial instruments and market operations.
14. The approval of the date **September 13<sup>th</sup>, 2022** as the *registration date*, as defined by the provisions of the Financial Supervisory Authority Regulation No 5/2018 on issuers of financial instruments and market operations, that defines the shareholders that the decisions made within the Ordinary General Meeting of the Shareholders of **April 27<sup>th</sup>/ 28<sup>th</sup>, 2022** shall be reflected upon.
15. The approval of the date **October 3<sup>rd</sup>, 2022** as the *payment date*, as defined by the provisions of the Financial Supervisory Authority Regulation no. 5/2018 on issuers of financial instruments and market operations.



16. The empowering of the Chairman of the meeting and of the meeting Secretary to sign the decisions of the Ordinary General Meeting of the Shareholders to be held on **April 27<sup>th</sup>/ 28<sup>th</sup>, 2022**.

The voting right may be exerted directly, through a representative or by correspondence. Each share held gives the right to one vote within the General Meeting of the Shareholders.

One or several shareholders representing individually or together at least 5% of the share capital have the right to introduce new items on the agenda of the Ordinary General Meeting of the Shareholders, provided that each item is accompanied by a justification or by a decision draft submitted for approval.

The proposals for the supplementation of the agenda with new items shall be submitted in a sealed envelope at the company's headquarters in Adjud Municipality, 17<sup>th</sup> Ecaterina Teodoroiu Street, Vrancea County, until **April 7<sup>th</sup>, 2022**, at **16:00**, the hour when the company's working program ends or they may be submitted by e-mail with an extended electronic signature incorporated according to Law no. 455/2001 on electronic signature, republished, with subsequent amendments and completions, until **April 7<sup>th</sup>, 2022**, at **16:00**, to the e-mail address [marian.radu@vrancart.com](mailto:marian.radu@vrancart.com), stating at subject **„For the Ordinary General Meeting of the Shareholders to be held on April 27<sup>th</sup>/ 28<sup>th</sup>, 2022 – proposals for the supplementation of the agenda”**. These proposals shall be accompanied by copies of the valid identity documents of the shareholders requesting the introduction of new items on the agenda, respectively by the ID card and the statement of account issued by the Central Depository - in case of natural person shareholders, and the confirmation of company details issued by the Trade Registry (in original or certified true copy) no more than 3 months before the date of publication of the Convening Notice or by any other document issued by the competent authority in the state where the shareholder is legally registered - in case of legal entities.

One or several shareholders representing individually or together at least 5% of the share capital have the right to submit decision drafts for the items included on the agenda or proposed to be included on the agenda.



The proposals on these decision drafts shall be submitted in a sealed envelope at the company's headquarters in Adjud Municipality, 17<sup>th</sup> Ecaterina Teodoroiu Street, Vrancea County, until **April 7<sup>th</sup>, 2022**, at **16:00**, the hour when the company's working program ends or they may be submitted by e-mail with an extended electronic signature incorporated according to Law no. 455/2001 on the electronic signature, republished, with subsequent amendments and completions, until **April 7<sup>th</sup>, 2022**, at **16:00**, to the e-mail address [marian.radu@vrancart.com](mailto:marian.radu@vrancart.com), stating at subject „**For the Ordinary General Meeting of the Shareholders to be held on April 27<sup>th</sup>/28<sup>th</sup>, 2022 – proposals for the supplementation of the agenda**”. These proposals shall be accompanied by copies of the valid identity documents of the soliciting shareholders, respectively by the ID card and the statement of account issued by the Central Depository - in case of natural person shareholders and the confirmation of company details issued by the Trade Registry (in original or certified true copy) no more than 3 months before the date of publication of the Notice to attend the meeting or by any other document issued by the competent authority in the state where the shareholder is legally registered - in case of legal entities.

Each shareholder has the right to submit questions related to the items on the agenda of the Ordinary General Meeting of the Shareholders until **April 8<sup>th</sup>, 2022**, at **16:00**. The questions may be submitted in writing, to the company's headquarters in Adjud Municipality, 17<sup>th</sup> Ecaterina Teodoroiu Street, Vrancea County, or by e-mail with an extended electronic signature incorporated according to Law no. 455/2001 on electronic signature, republished, with subsequent amendments and completions, to the e-mail address [marian.radu@vrancart.com](mailto:marian.radu@vrancart.com), stating at subject „**For the Ordinary General Meeting of the Shareholders to be held on April 27<sup>th</sup>/ 28<sup>th</sup>, 2022**”. These questions shall be accompanied by copies of the valid identity documents of the shareholders, respectively by the ID card and the statement of account issued by the Central depository - in case of natural person shareholders and the confirmation of company details issued by the Trade Registry (in original or certified true copy) no more than 3 months before the date of publication of the Notice to attend the meeting or by any other document issued by the competent authority in the state where the shareholder is legally registered - in case of legal entities.

The company shall state a general reply to the questions having the same contents and it shall be available on the company's webpage, in the question – answer format, at the “Frequently asked questions” section.



The shareholders may attend the Ordinary General Meeting of the Shareholders personally or through their legal representatives or through other persons that were granted a special proxy based on the special proxy form made available by the company, according to law.

The shareholders may be represented within the Ordinary General Meeting of the Shareholders by other persons, based on a special or general proxy, drawn up in accordance with the provisions of Law no. 24/2017 on issuers of financial instruments and market operations, with subsequent amendments and completions.

The shareholders registered in the company's Register of Shareholders as at the end of the reference date may exert their rights within the Ordinary General Meeting of the Shareholders by general proxies as well. Thus, a shareholder may participate in the Ordinary General Meeting of the Shareholders through a representative with a general proxy, if the proxy is granted by the shareholder, as a client, only to an intermediary defined according to Law no. 24/2017 on issuers of financial instruments and market operations, with subsequent amendments and completions, or to an attorney.

The original general proxy must arrive at the company's headquarters under the same conditions and by the same dates as those applicable to the special proxies as stated in this Convening Notice.

The shareholders may not be represented within the Ordinary General Meeting of the Shareholders based on a general proxy by a person who is in a conflict-of-interest situation.

The special proxy forms (in Romanian and/or in English) may be obtained at the company's headquarters in Adjud Municipality, 17<sup>th</sup> Ecaterina Teodoroiu Street, Vrancea County, or they may be downloaded from the company's website – [www.vrancart.ro](http://www.vrancart.ro), starting from **March 25<sup>th</sup>, 2022**. An original copy of the special proxy, filled in and signed, accompanied by the copy of the shareholder's valid identity document (ID card - in case of natural person shareholders and registration certificate - in case of legal entities) shall be submitted/ sent to the company's headquarters until **April 25<sup>th</sup>, 2022**, at **11:00** and another one shall be made available to the representative, so that he/she can prove his/her capacity as a representative within the meeting. The proxies accompanied by the shareholders' identification documents may be sent by e-mail as well, with an extended electronic signature incorporated



according to Law no. 455/2001 on electronic signature, republished, with subsequent amendments and completions, until **April 25<sup>th</sup>, 2022**, at **11:00**, to the e-mail address [marian.radu@vrancart.com](mailto:marian.radu@vrancart.com), stating at subject „**For the Ordinary General Meeting of the Shareholders to be held on April 27<sup>th</sup>/28<sup>th</sup>, 2022**”. On the date when the Ordinary General Meeting of the Shareholders take place, the assigned representative shall hand over the original copies of the special proxies, if they were sent by e-mail with extended electronic signature incorporated and a copy of the valid identity document of the assigned representative.

The shareholders of VRANCART shall have the possibility to vote by correspondence before the Ordinary General Meeting of the Shareholders by using the correspondence vote ballot. The correspondence vote ballots (in Romanian and/ or in English) may be obtained at the company's headquarters in Adjud Municipality, 17<sup>th</sup> Ecaterina Teodoroiu Street, Vrancea County – at the Legal Department or they may be downloaded from the company's website – [www.vrancart.ro](http://www.vrancart.ro), starting from **March 25<sup>th</sup>, 2022**. The correspondence vote ballots, filled in and signed, accompanied by the shareholder's valid identity document (ID card - in case of natural person shareholders, respectively the registration certificate and the copy of the legal representative's identity document - in case of legal entities) shall be sent to the company's headquarters, with receipt acknowledgement, so that they are registered as received no later than **April 25<sup>th</sup>, 2022**, at **11:00**. Under the sanction of losing the voting right, the vote ballots received after the date and time stated above shall not be considered for the determination of the quorum within the Ordinary General Meeting of the Shareholders.

The applications for the election in the Board of Directors may be submitted to the company's headquarters in Adjud Municipality, 17<sup>th</sup> Ecaterina Teodoroiu Street, Vrancea County or they may be sent by e-mail with extended electronic signature incorporated according to Law no. 455/2001 on electronic signature, republished, with subsequent amendments and completions, no later than **April 7<sup>th</sup>, 2022**, at **14:00**, to the e-mail address [marian.radu@vrancart.com](mailto:marian.radu@vrancart.com), stating at subject „**For the Ordinary General Meeting of the Shareholders to be held on April 27<sup>th</sup>/28<sup>th</sup>, 2022 – Application for the Board of Administrators**”. The candidates for the Board of Directors shall meet the requirements provided by the company's Corporate Governance Regulation and Articles of Incorporation, which are available on



the company's website ([www.vrancart.ro](http://www.vrancart.ro) – in the Section “For Shareholders”/G.M.S.).

The list comprising information related to the name, the residence locality and the professional qualification of the candidates to the position of Director shall be available at the company's headquarters in Adjud Municipality, 17<sup>th</sup> Ecaterina Teodoroiu Street, Vrancea County and on the company's website ([www.vrancart.ro](http://www.vrancart.ro) - in the Section “For Shareholders”/G.M.S.), at the shareholders' disposal so that it may be consulted and supplemented by them, no later than **April 7<sup>th</sup>, 2022, which is also the deadline for the submission of the files.**

The candidates to the position of Director shall be registered in the Vote ballots in the chronological order of their application.

The special proxy forms and the vote ballots for the Ordinary General Meeting of the Shareholders shall be updated until **April 12<sup>th</sup>, 2022**, in the event that one or several shareholders that meet the legal conditions request the introduction of new items on the agenda, in accordance with the provisions of Company Law no. 31/1990, republished, with subsequent amendments and completions and of the Financial Supervisory Authority Regulation no. 5/2018.

The decision drafts and the materials submitted for debate within the Ordinary General Meeting of the Shareholders may be consulted at the company's headquarters in Adjud Municipality, 17<sup>th</sup> Ecaterina Teodoroiu Street, Vrancea County, any working day or on the company's website ([www.vrancart.ro](http://www.vrancart.ro) – in the section “For Shareholders”/G.M.S.), starting from **March 25<sup>th</sup>, 2022.**

**Chairman of the Board of Directors  
Ionel-Marian CIUCIOI**

