



VRANCART S.A.
625100 Adjud-Vrancea, România, Str. Ecaterina Teodoroiu 17
RO 1454846, J39/239/1991
Capital social subscris și vărsat 86.371.792 RON
RO54 RNCB 0268 0087 9340 0001 - BCR Adjud
RO95 RZBR 0000 0600 0094 5306 - Raiffeisen Bank Adjud
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THE BOARD OF ADMINISTRATORS OF THE TRADE COMPANY VRANCART S.A. ADJUD

based in Adjud Municipality, 17 Ec. 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 RO 1456846, convenes for **August 18th, 2016 the Extraordinary General Meeting of the Shareholders at 11⁰⁰**.

If the quorum conditions are not met on the first convocation, the **Extraordinary General Meeting of the Shareholders** shall be convened for a second time, having the same agenda, for **August 19th, 2016 at 11⁰⁰**.

The **Extraordinary General Meeting of the Shareholders** shall take place at the company's headquarters in Adjud, 17 Ecaterina Teodoroiu Street, Vrancea County. All the shareholders registered in the shareholders' registry at the end of the date **August 2nd, 2016** shall be entitled to take part and vote within this extraordinary general meeting of the shareholders.

The Extraordinary General Meeting of the Shareholders shall have the following agenda:

1. The approval to empower the Board of Administrators, with full powers, to take all the actions and to perform all the formalities that are required for the development of VRANCART S.A. through the acquiring of a company operating in Vrancart's field of activity or in activities related to Vrancart's activities.
2. The approval to establish a new limited liability company ("S.R.L.") having the company VRANCART S.A. as the main shareholder, that would coordinate the production and sales activity in Bucharest and in the southern area of the country. The new company shall be based in Bucharest.

The approval to empower the Board of Administrators, with full powers, through Mr. Ciucioi Ionel-Marian – General Manager and Chairman of the Board of Administrators, to take all the actions and perform all the formalities that are required for the registration of the new company to the National Office of Trade Registry.

3. The approval to issue convertible bonds, in the amount of 8,5 million Euro, under the conditions proposed by the Board of Administrators, that are required to finance the projects mentioned at items 1 and 2.

The approval to empower the Board of Administrators, with full powers, to take all the actions and to perform all the formalities that are required for the issuance of bonds by VRANCART S.A. Adjud, in the amount of 8,5 million Euro.

4. The approval to submit the state aid project in the amount of 35 million Euro for the period between 2016-2019.

The approval to empower the Board of Administrators, with full powers, to take all the actions and to perform all the formalities that are required to perform the state aid project, in the amount of 35 million Euro, with a margin of +/- 10%.

5. The approval to finance the state aid project through the company's own funds and from loans.

The approval to empower the Board of Administrators, with full powers, to take all the actions and to perform all the formalities that are required to obtain the financing for the state aid project through the company's own funds and from loans.

6. The approval to increase the limit of the outstanding loans from 35.000.000 Euro to 50.000.000 Euro.

7. The approval of the date **September 5th, 2016** as the ex-date, as defined by the provisions of the CNVM Regulation no. 6/2009 and of the date **September 6th, 2016** as the registration date, the date that defines the shareholders that the decisions adopted within the Extraordinary General Meeting of the Shareholders of August 18th/ August 19th, 2016 shall be reflected upon.

8. The empowering of the Chairman of the meeting and of the meeting Secretary to sign the decisions adopted by the Extraordinary General Meeting of the Shareholders dated **August 18th/ August 19th, 2016**.

The voting right can be exercised 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 points on the agenda of the Extraordinary General Meeting of the Shareholders, provided that each point is accompanied by a justification or by a decision draft submitted for approval.

The proposals on the completion of the agenda with new points shall be submitted in a sealed envelope at the company's headquarters in Adjud, 17 Ec. Teodoroiu Street, Vrancea County, postal code 625100, until **July 29th, 2016**, at 16:00, the hour when the company's working program ends or may be submitted by e-mail with an extended electronic signature incorporated according to Law no.455/2001 on the electronic signature, until **July 29th, 2016**, at 16:00, to the e-mail address laurentiu.dobre@vrancart.ro, stating at subject **„For the Extraordinary General Meeting of the Shareholders to be held on August 18th/ August 19th, 2016 – proposals for the completion of the agenda”**. These proposals shall be accompanied by copies of the valid identity documents of the shareholders requesting the

introduction of new points on the agenda, respectively by the ID card and the statement of account issued by the Central Depository in case of natural persons shareholders and the confirmation of company details issued by the Trade Registry (in original copy 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.

One or several shareholders representing individually or together at least 5% of the share capital have the right to submit decision drafts for the points 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, 17 Ec. Teodoroiu Street, Vrancea County, postal code 625100, until **July 29th, 2016**, at 16:00 or may be submitted by e-mail with an extended electronic signature incorporated according to Law no.455/2001 on the electronic signature, until **July 29th, 2016**, at 16:00, to the e-mail address laurentiu.dobre@vrancart.ro stating at subject **„For the Extraordinary General Meeting of the Shareholders to be held on August 18th/ August 19th, 2016 – proposals for the completion of the agenda”**. These proposals shall be accompanied by copies of the valid identity documents of the shareholders requesting the introduction of new points on the agenda, respectively by the ID card and the statement of account issued by the Central Depository in case of natural persons shareholders and the confirmation of company details issued by the Trade Registry (in original copy 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 address questions related to the points on the agenda of the Extraordinary General Meeting of the Shareholders until **August 1st, 2016**, at 16:00. The questions may be filed in writing, at the company's headquarters or by e-mail with an extended electronic signature incorporated according to Law no. 455/2001 on the electronic signature, to the e-mail address laurentiu.dobre@vrancart.ro stating at subject **„For the Extraordinary General Meeting of the Shareholders to be held on August 18th/ August 19th, 2016”**. 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 persons shareholders and the confirmation of company details issued by the Trade Registry (in original copy 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 for 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 Extraordinary 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 Extraordinary General Meeting of the Shareholders by other persons, based on a special or general proxy, drawn up in accordance with the provisions of the Government Emergency Ordinance no. 90/2014 for the amendment and completion of Law no. 297/2004 on capital market.

The shareholders registered in the company's shareholders' register by the end of the reference date may exercise their rights within the Extraordinary General Meeting of the Shareholders by general proxies as well. Thus, a shareholder may participate in the Extraordinary 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 art. 2 para. 1, point 14 of Law no. 297/2004 or to an attorney.

The original general proxy has to 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 Notice to attend the meeting.

The shareholders cannot be represented within the Extraordinary General Meeting of the Shareholders based on a general proxy by a person who is in a conflict of interests situation, according to art. 243 para. 6⁴ of Law no. 297/2004.

The special proxy forms (in Romanian and/ or in English) can be obtained at the company's headquarters or can be downloaded from the company's website, starting from **July 18th, 2016**. 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 persons shareholders and registration certificate in case of legal entities) shall be submitted/ sent to the company's headquarters until **August 16th, 2016**, 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 at the meeting. The proxies accompanied by the shareholders' identification documents may be sent by e-mail as well, with the extended electronic signature incorporated according to Law no. 455/2001 on the electronic signature, until **August 16th, 2016**, at 11:00, to the e-mail address laurentiu.dobre@vrancart.ro stating at subject „**For the Extraordinary General Meeting of the Shareholders to be held on August 18th/ August 19th, 2016**”. On the date when the Extraordinary General Meeting of the Shareholders takes 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 S.A. have the possibility to vote by correspondence, before the Extraordinary General Meeting of the Shareholders using the form for vote by correspondence. The forms for vote by correspondence (in Romanian and/ or in English) may be obtained at the company's headquarters – at the Legal Office or may be downloaded from the company's website, starting from **July 18th, 2016**. The forms for vote by correspondence, filled in and signed, accompanied by the shareholder's valid identity document (ID card in case of natural persons 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 **August 16th, 2016**, at 11:00. Under the sanction of losing the voting right, the vote bulletins received after the date and time stated above shall not be taken into account for the determination of the quorum within the Extraordinary General Meeting of the Shareholders.

The special proxy forms and the vote forms for the Extraordinary General Meeting of the Shareholders shall be updated until **August 1st, 2016**, in the event that one or several shareholders that meet the legal conditions request the introduction of new points on the agenda, in accordance with the provisions of Law no. 31/1990 as republished and Art.7 and 13 of the National Securities Commission Regulation no. 6/2009.

The decision drafts and the materials submitted for debate within the Extraordinary General Meeting of the Shareholders may be consulted at the company's headquarters, any working day or at the company's website (www.vrancart.ro – the section “For Shareholders” /G.M.S.), starting from **July 18th, 2016**.

**Chairman of the Board of Administrators
Ec. Ciucioi Ionel-Marian**

