



VRANCART S.A.
625100 Adjud-Vrancea, România, Str. Ecaterina Teodoroiu 17
RO 1454846, J39/239/1991
Capital social subscris și vărsat 103.168.354,70 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 **April 24th, 2019 the Ordinary General Meeting of the Shareholders at 11⁰⁰.**

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 25th, 2019, at 11⁰⁰.**

The Ordinary 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 as at the end of the date **April 12th, 2019** 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 2018, based on the reports presented by the Board of Administrators and by the financial auditor.
2. The report of the Chairman of the Board of Administrators on the coordination of the Board's activity in 2018.
3. The approval to give discharge to the Board of Administrators for the financial year 2018.
4. The approval to distribute dividends with a gross amount of 0,0095 RON/share (respectively a total amount of the dividends of RON 9.800.993,70) from the profit corresponding to the financial year ended on December 31st, 2018.
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 for the financial year 2019 and of the investment plan for the period between 2019 and 2020.

7. The election of a director to fill the vacancy for a mandate duration equal to the period remaining until the expiry of the mandates of the directors in position (April 27th, 2022).
8. The selection and appointment of the financial auditor and the setting of the minimum duration of the agreement with the financial auditor, following the expiry of the audit agreement.
9. The approval of the remuneration of the members of the Board of Administrators for the financial year January 1st, 2019 – December 31st, 2020.
10. The approval of the general limits of all the additional remunerations of the members of the Board of Administrators for the financial year January 1st, 2019 – December 31st, 2020.
11. The approval of the general limit of the monthly remuneration provided by the mandate agreement of the general manager for the financial year January 1st, 2019 – December 31st, 2020.
12. The approval of the date **October 7th, 2019** as the ex-date, as defined by the provisions of the Financial Supervisory Authority Regulation no. 5/2018.
13. The approval of the date **October 8th, 2019** as the registration date, that defines the shareholders that the decisions made within the Ordinary General Meeting of the Shareholders of **April 24th/ 25th, 2019** shall be reflected upon.
14. The approval of the date **October 22nd, 2019** as the payment date, as defined by the provisions of the Financial Supervisory Authority Regulation no. 5/2018.
15. 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 24th/ 25th, 2019**.

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, 17 Ec. Teodoroiu Street, Vrancea County, postal code 625100, until **April 8th, 2019**, 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, until **April 8th, 2019**, at 16:00, to the e-mail address laurentiu.dobre@vrancart.ro stating at subject **„For the Ordinary General Meeting of the Shareholders to be held on April 24th/ 25th, 2019 – 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 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 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, 17 Ec. Teodoroiu Street, Vrancea County, postal code 625100, until **April 8th, 2019**, at 16:00 or they may be submitted by e-mail with an extended electronic signature incorporated according to Law no. 455/2001 on the electronic signature, until **April 8th, 2019**, at 16:00, to the e-mail address laurentiu.dobre@vrancart.ro stating at subject **„For the Ordinary General Meeting of the Shareholders to be held on April 24th/25th, 2019 – 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 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 9th, 2019**, at 16:00. The questions may be submitted in writing, to the company's headquarters or by e-mail with an extended electronic signature incorporated according to Law no. 455/2001 on electronic signature, to the e-mail address laurentiu.dobre@vrancart.ro stating at subject **„For the Ordinary General Meeting of the Shareholders to be held on April 24th/ 25th, 2019”**. 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 capital market.

The shareholders registered in the company's shareholders' register 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 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 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 or they may be downloaded from the company's website, starting from **March 22nd, 2019**. 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 22nd, 2019**, 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, until **April 22nd, 2019**, at 11:00, to the e-mail address laurentiu.dobre@vrancart.ro stating at subject „**For the Ordinary General Meeting of the Shareholders to be held on April 24th/25th, 2019**”. On the date when the Ordinary 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 Ordinary General Meeting of the Shareholders by 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 they may be downloaded from the company's website, starting from **March 22nd, 2019**. The forms for vote by correspondence, 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 22nd, 2019**, 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 Ordinary General Meeting of the Shareholders.

The candidacies for the election of the Board of Administrators may be submitted to the company's headquarters or they may be sent by e-mail with extended electronic signature incorporated according to Law no. 455/2001 on electronic signature, no later than **April 8th, 2019**, at 11:00, to the e-mail address laurentiu.dobre@vrancart.ro stating at subject „**For the Ordinary General Meeting of the Shareholders to be held on April 24th/25th, 2019 – Candidacy for the Board of Administrators**”. The candidates for the Board of Administrators shall meet the requirements provided by the company's Corporate Governance Regulation, which is available on the company's website (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 administrators shall be available at the company's address and on the company's website (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 8th, 2019, which is the deadline for the submission of the files.**

The candidates to the position of administrators shall be registered in the Vote bulletins in the chronological order of their submission.

The candidacies for the selection of the Financial auditor may be submitted to the company's headquarters or they may be sent by e-mail with an extended electronic signature incorporated according to Law no. 455/2001 on electronic signature, no later than **April 8th, 2019**, at 11:00, to the e-mail address laurentiu.dobre@vrancart.ro, stating at subject “**For the Ordinary General Meeting of the Shareholders to be held on April 24th/25th, 2019 – Candidacy for Financial Auditor**”. The list including information on the people that submitted offers to hold the quality of financial auditor shall be made available to the shareholders and it shall be posted on the company's website and it may be supplemented by them until **April 8th, 2019, which is the deadline for the submission of files.** The candidates for the capacity of financial auditor shall be registered in the Vote bulletins in the chronological order of their submission.

The special proxy forms and the vote forms for the Ordinary General Meeting of the Shareholders shall be updated until **April 11th, 2019**, 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 Law no. 31/1990 as republished and with the provisions 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, any working day or on the company's website (www.vrancart.ro – in the section “For Shareholders”/G.M.S.), starting from **March 22nd, 2019**.

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