



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  
T: 0237 64 08 00, M: 0741 81 65 12, F: 0237 64 17 20  
vrancart@vrancart.ro, www.vrancart.ro



## THE MANAGEMENT BOARD

### 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 **December 16<sup>th</sup>, 2015, at 11<sup>00</sup>, the Extraordinary General Meeting of the Shareholders.**

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 **December 17<sup>th</sup>, 2015, at 11<sup>00</sup>.**

**The Extraordinary General Meeting of the Shareholders** will conduct its works at the company's headquarters in Adjud Municipality, 17 Ec. Teodoroiu Street, Vrancea County. All the shareholders registered in the shareholders' registry until the end of **December 3<sup>rd</sup>, 2015** are entitled to take part and to vote within the **Extraordinary General Meeting of the Shareholders.**

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

1. The approval of the amendment of the Articles of Incorporation of VRANCART SA Adjud as follows:

Article 5 of the Articles of Incorporation shall be supplemented by the following secondary fields of activity:

- 2221 - Manufacture of plastic plates, sheets, tubes and profiles
- 2222 - Manufacture of plastic packing goods
- 3511 – Production of electricity
- 3512 – Transmission of electricity
- 3530 – Steam and air conditioning supply

2. The approval of the **“Increase of the energetic efficiency of Vrancart S.A. through the use of a high efficiency co-generation system – CET-TG”** project, by accessing European funds, a project with a total value of approximately 6.700.000 Euro, out of which the contribution of Vrancart S.A. is of approximately 3.800.000 Euro and the empowering of the Management Board with full powers for the implementation of the project, including for the signing of the contracting and guaranteeing documents.

1. 3. The approval of the date **January 13<sup>th</sup>, 2016** as the ex-date as defined by the provisions of the National Securities Commission (CNVM) Regulation no. 6/2009 and of the date January 14<sup>th</sup>, 2016 as the registration date, which defines the shareholders

upon which the decisions made within the Extraordinary General Meeting of the Shareholders of December 16<sup>th</sup>/ 17<sup>th</sup>, 2015 shall be reflected upon.

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 **November 24<sup>th</sup>, 2015**, 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 **November 24<sup>th</sup>, 2015**, at 16:00, at the e-mail address [laurentiu.dobre@vrancart.ro](mailto:laurentiu.dobre@vrancart.ro) stating at subject **„For the Extraordinary General Meeting of the Shareholders on December 16<sup>th</sup>/ 17<sup>th</sup>, 2015 – 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 or certified true copy) no more than 3 months before the date of publication of the Notice to attend 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 **November 24<sup>th</sup>, 2015**, 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 **November 24<sup>th</sup>, 2015**, at 16:00, at the e-mail address [laurentiu.dobre@vrancart.ro](mailto:laurentiu.dobre@vrancart.ro) stating at subject **„For the Extraordinary General Meeting of the Shareholders on December 16<sup>th</sup>/ 17<sup>th</sup>, 2015 – 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 or certified true copy) no more than 3 months before the date of publication of the Notice to attend 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 **December 2<sup>nd</sup>, 2015**, 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, at the e-mail address laurentiu.dobre@vrancart.ro stating at subject „**for the Extraordinary General Meeting of the Shareholders on December 16<sup>th</sup>/ 17<sup>th</sup>, 2015**”. 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 or certified true copy) no more than 3 months before the date of publication of the Notice to attend 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. 6<sup>4</sup> 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 **November 13<sup>th</sup>, 2015**. 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 **December 14<sup>th</sup>, 2015**, 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 **December 14<sup>th</sup>, 2015**, at 11:00, at the e-mail address laurentiu.dobre@vrancart.ro stating at subject „**for the Extraordinary General Meeting of the Shareholders on December 16<sup>th</sup>/ 17<sup>th</sup>, 2015**”. 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 **November 13<sup>th</sup>, 2015**. 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 **December 14<sup>th</sup>, 2015**, at 11:00. Under the sanction of losing the voting right, the vote bulletins received after the date and hour 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 **December 2<sup>nd</sup>, 2015**, 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](http://www.vrancart.ro) – the section "For Shareholders" /G.M.S.), starting from **November 13<sup>th</sup>, 2015**.

**Management Board President,**

**ec. Ciucioi Ionel-Marian**

