



**VRANCART S.A.**  
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## **THE DECISIONS OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF 24.04.2019**

The Ordinary General Meeting of the Shareholders of VRANCART S.A. Adjud, registered with the Vrancea Trade Registry under no. J39/239/1991, gathered on **April 24<sup>th</sup>, 2019** at the company's headquarters, under art. 111 of Law no. 31/1990, as republished and amended by the Government Emergency Ordinance no. 82/2007 and the Government Emergency Ordinance no. 52/2008

### **DECIDES:**

#### **DECISION No. 1 dated April 24<sup>th</sup>, 2019**

**Art.1.** The approval of the Report of the Board of Administrators for 2018, of the Auditor's Report on the financial year 2018.

**Art.2.** The approval of the individual financial statements drawn up in accordance with IFRS (the Statement of financial position, the Statement of comprehensive income, the Statement of cash flows and the Notes to the financial statements) for the financial year 2018.

**Art.3.** The approval of the consolidated financial statements, drawn up in accordance with IFRS (the Statement of financial position, the Statement of comprehensive income, the Statement of cash flows and the Notes to the financial statements) for the financial year 2018.

#### **DECISION No. 2 dated April 24<sup>th</sup>, 2019**

**Sole article.** The approval of the Report of the Board of Administrators Chairman on the coordination of the Board's activity in 2018.

#### **DECISION No. 3 dated April 24<sup>th</sup>, 2019**

**Sole article.** The approval to give discharge to the Board of Administrators for the financial year 2018.

#### **DECISION No. 4 dated April 24<sup>th</sup>, 2019**

**Sole article.** The approval to distribute dividends in the gross amount of 0,0095 lei/share (respectively a total amount of the dividends of 9.800.993,70 lei) from the profit of the financial year ended on December 31<sup>st</sup>, 2018.

**DECISION No. 5 dated April 24<sup>th</sup>, 2019**

**Sole article.** 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).

**DECISION No. 6 dated April 24<sup>th</sup>, 2019**

**Sole article.** The approval of the Expenses and revenues budget for the financial year 2019 and of the investment plan for the period between 2019 and 2020.

**DECISION No. 7 dated April 24<sup>th</sup>, 2019**

**Sole article.** As Mr. Lakis Nabil, a candidate to the position of a director, **failed to reach the majority of votes** required to be a member of the Board of Administrators in accordance with the legal and statutory provisions, the position of an administrator within the Board of Administrators of VRANCART **remains vacant** until the next gathering of the Ordinary General Meeting of the Shareholders, with the possibility of election by the current Board of Administrators of an interim administrator to fill the vacancy.

**DECISION No. 8 dated April 24<sup>th</sup>, 2019**

**Art. 1.** The approval to appoint the Financial Auditor BDO AUDIT SRL Bucharest.

**Art. 2.** The approval to set the minimum term of the agreement to be concluded with the Financial Auditor to 2 years.

**DECISION No. 9 dated April 24<sup>th</sup>, 2019**

**Sole article.** The approval of the remuneration owed to the members of the Board of Administrators for the financial year between January 1<sup>st</sup>, 2019 – December 31<sup>st</sup>, 2019, in the amount of 12.000 lei net/month.

**DECISION No. 10 dated April 24<sup>th</sup>, 2019**

**Sole article.** The approval of the overall limits of all the additional remunerations of the members of the Board of Administrators for the financial year between January 1<sup>st</sup>, 2019 – December 31<sup>st</sup>, 2019, in the net amount of 600.000 lei.

**DECISION No. 11 dated April 24<sup>th</sup>, 2019**

**Sole article.** The approval of the overall limit of the monthly remuneration provided by the mandate agreement of the general manager for the financial year between January 1<sup>st</sup>, 2019 – December 31<sup>st</sup>, 2019, to the net amount of RON 575.000/year.

**DECISION No. 12 dated April 24<sup>th</sup>, 2019**

**Sole article.** The approval of the date **October 07<sup>th</sup>, 2019** as the ex-date, as defined by the provisions of the ASF Regulation no. 5/2018.

**DECISION No. 13 dated April 24<sup>th</sup>, 2019**

**Sole article.** The approval of the date **October 08<sup>th</sup>, 2019** as the registration date, the date that defines the shareholders that the decisions adopted within the Ordinary General Meeting of the Shareholders dated **April 24<sup>th</sup>, 2019** shall be reflected upon.

**DECISION No. 14 dated April 24<sup>th</sup>, 2019**

**Sole article.** The approval of the date **October 22<sup>nd</sup>, 2019** as the payment date, as defined by the ASF Regulation no. 5/2018.

**DECISION No. 15 dated April 24<sup>th</sup>, 2019**

**Sole article.** The approval to empower the Chairman of the meeting and the meeting Secretary to sign the decisions of the Ordinary General Meeting of the Shareholders **dated April 24<sup>th</sup>, 2019.**

The result of the vote for the Decisions 1 – 15 of the Ordinary General Meeting of the Shareholders dated April 24<sup>th</sup>, 2019

Decision of the O.G.M.S.	NUMBER OF VOTES	% IN FAVOUR	% AGAINST	% ABSTENTION	% CANCELLED	% TOTAL
1/24.04.2019	856.139.898	100%	-	-	-	100%
2/24.04.2019	856.139.898	100%	-	-	-	100%
3/24.04.2019	856.139.898	100%	-	-	-	100%
4/24.04.2019	856.139.898	100%	-	-	-	100%
5/24.04.2019	856.139.898	100%	-	-	-	100%
6/24.04.2019	856.139.898	100%	-	-	-	100%
7/24.04.2019	856.139.898	3%	97%	-	-	100%
8/24.04.2019	856.139.898	97%	3%	-	-	100%
9/24.04.2019	856.139.898	93%	7%	-	-	100%
10/24.04.2019	856.139.898	93%	7%	-	-	100%
11/24.04.2019	856.139.898	93%	7%	-	-	100%
12/24.04.2019	856.139.898	100%	-	-	-	100%
13/24.04.2019	856.139.898	100%	-	-	-	100%
14/24.04.2019	856.139.898	100%	-	-	-	100%
15/24.04.2019	856.139.898	100%	-	-	-	100%

Chairman of the Board of Administrators,  
CIUCIOI IONEL-MARIAN

