

**THE EXTRAORDINARY GENERAL MEETING OF THE
SHAREHOLDERS OF VRANCART TO BE HELD ON AUGUST 18th /
AUGUST 19th, 2016 at 11⁰⁰**

AGENDA:

1. The approval to empower the Board of Administrators, with full powers, to perform all the actions and the formalities that are necessary for the development of Vrancart S.A. through the acquiring of ROM PAPER S.R.L. Cristian, Brasov County, for a price between 4,2 and 6,5 million Euro, to be completed in the next 2 (two) years, according to the financial results that will be achieved during this period by the company ROM PAPER S.R.L.

2. The approval to establish a new limited liability company ("S.R.L.") having Vrancart S.A. Adjud as the main shareholder, that will coordinate the production and sales activity in Bucharest and the southern area of the country. The new company will be based in Bucharest. The approval of a budget of 4 million Euro, in cash and assets, for the establishing and start-up of the newly established company.

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 perform all the actions and formalities that are necessary for the registration of the new company with the National Trade Registry Office and to obtain the sources of financing.

3. The approval to issue de-materialised, nominative, non-guaranteed, convertible, tradable bonds, in the total amount of 38.250.000 lei (the equivalent of 8,5 million Euro), under the conditions proposed by the Board of Administrators, having the following characteristics:

- maturity at 7 years, with the possibility of early redemption, interest rate - variable (ROBOR + margin); to be established through the issue prospectus according to the market conditions, the payment of the coupon on a quarterly basis, the payment of the principal: at the maturity date, type of investment - private

necessary for the financing of the company's development projects

The approval to empower the Board of Administrators, with full powers, to perform all the actions and formalities that are necessary for the issuance of bonds of Vrancart S.A. Adjud, in the amount of 38.250.000 lei (the equivalent of 8,5 million Euro).

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

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

5. The approval to finance the state aid project from loans and non-reimbursable funds.

The approval to empower the Board of Administrators, with full powers, to perform all the actions and formalities that are necessary to obtain the financing for the state aid project from loans and non-reimbursable funds.

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**.

INFORMATIVE MATERIALS:

1. The transaction related to the purchase of the majority stake of the company Rom Paper S.R.L. Cristian - Brasov

About Rom Paper

Rom Paper was established in 2002 and is currently the main independent converter in Romania, being a market leader in the target sectors. The portfolio of Rom Paper includes a wide range of products, such as packs of tissues, napkins, folded paper towels, tissue paper, professional rolls and cosmetic towels. The company successfully covers the distribution channels of modern commerce (hypermarkets, supermarkets, cash and carry) and traditional commerce (by means of distributors). Also, the products of Rom Paper are traded in over 7 countries. Rom Paper holds the tissue products brand called Mototol.

About Vrancart

Vrancart was established in 1977 and it is listed at the Bucharest Stock Exchange.

The main object of activity of Vrancart S.A. is represented by the production and trading of corrugated cardboard, corrugated cardboard packaging, paperboards and tissue papers in various assortments.

Also, 30% of the entire amount of waste paper collected at a national level is collected through the 20 collection centres of Vrancart. Being the only producer that collects waste paper by means of its own collection network at a national level, Vrancart recycles waste paper in its own plants for paper production. The company is currently conducting an investment program that will allow it to become a local market leader.

About the transaction

Vrancart will purchase the majority stake and the founding shareholder, Mr. Claudiu Puchin will continue to lead the company's operations as a General Manager.

The transaction will be completed through its approval within the General Meeting of the Shareholders of Vrancart S.A., the obtaining of the favourable approval for this transaction from the Competition Council and the registration of this mention with the Trade Registry, for a price between 4,2 and 6,5 million Euro, to be completed in the next 2 (two) years, according to the financial results that will be obtained during this period by the company ROM PAPER S.R.L.

Ionel Ciucioi, the General Manager of Vrancart S.A., mentioned: "We are delighted with the purchase of Rom Paper. This is one step forward towards the development of both companies and we are sure that the integration will be made easily, as the two companies share common values:

sustainable development, quality and partnership with all the collaborators (customers, employees, suppliers, institutional partners). We will continue our way for development by means of purchases that can complete our activity. In this case, the complementarity of the product range is almost perfect. Following the purchase, by combining the operations, we aim at providing an increase of the revenues through the expansion of the product portfolio and the increase of the degree of coverage of the distribution channels and also, at obtaining cost synergies through integration. Our plans for Rom Paper involve new investments in equipment that would increase the company's competitive advantage."

Claudiu Puchin, the General Manager and a minority shareholder of Rom Paper following the transaction, said: "I am glad to start this association with Vrancart as they are now a strategic partner that can help Rom Paper develop even further, that respects our company's values. I will continue working with my new colleagues for a quick integration and, subsequently, for a sustainable development."

The sellers were assisted by KPMG Romania as an M&A financial consultant and by Suciu Popa & as a legal consultant. Bogdan Vaduva, M&A Partner of KPMG, declared: "We are proud to be involved in this major transaction that involves two local players. It is an example that Romanian capital is also strong and can fight for market consolidation and for the development of regional players."

2. The establishing of a limited liability company ("SRL"), having VRANCART SA Adjud as the main shareholder, in Bucharest and the approval of a budget of 4 million Euro, in cash and assets, for the establishing and the start-up of the newly-established company.

The Bucharest area and the southern area of the country are currently quite poorly exploited by Vrancart, as Vrancart's products are products for which the shipment cost has a significant influence onto the finished products' cost.

The establishing of a limited liability company, having Vrancart as the main shareholder, has all the chances to cover this area of the country, with great economic potential, as it can easily adapt to the large segments on the corrugated cardboard market, and to the opening segments where the competition has a weaker representation.

The costs for the establishing and start-up of this new company are estimated to 4 million Euro, in cash and assets, and a part of the machines that the new company will be endowed with will be relocated from the main shareholder.

3. The approval to issue de-materialised, nominative, non-guaranteed, convertible, tradable bonds, in the total amount of 38.250.000 lei (the equivalent of 8,5 million Euro), under the conditions proposed by the Board of Administrators, having the following characteristics:

- maturity at 7 years, with the possibility of early redemption, interest rate - variable (ROBOR + margin); to be established through the issue prospectus according to the market conditions, the payment of the coupon on a quarterly basis, the payment of the principal: at the maturity date, type of investment - private

necessary for the financing of the company's development projects.

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

The state aid project in the amount of 35 million Euro for the period 2016-2019 aims at implementing the projects proposed by the company in the Investment plan approved by the Ordinary General Meeting of the Shareholders held on April 28th, 2016.

Broadly, the amounts obtained under this project will be allotted to the following areas for the company's development:

Million Euro	2017	2018	2019	Total
Construction of buildings	1.4	3.2	-	4.5
Technical plants, machinery and equipment	10.9	11.3	10.9	33.2
Costs for investments in intangible assets	0.4	-	-	0.4
Total investments	12.7	14.4	10.9	38.1

5. The approval to finance the state aid project from loans and non-reimbursable funds.

The approval to empower the Board of Administrators, with full powers, to perform all the actions and formalities that are necessary to obtain the financing for the state aid project from loans and non-reimbursable funds.

According to the amounts that can be obtained in case of the approval of the state aid project, the company will have to find financing sources for this project, specifically loans and non-reimbursable funds.

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

Having regard to the fact that the projects included in the Investment plan for 2016-2018 approved and the implementation of the current development projects of the company will be performed by the Board of Administrators, it is necessary to increase the limit of the outstanding loans from 35.000.000 Euro to 50.000.000 Euro , as this is a mandatory legal provision (according to Law no. 31/1990 as updated and of Law no. 297/2004 as updated) that is under the responsibility of the Extraordinary General Meeting of the Shareholders.

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.

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

