

PLAN FOR MERGER
Between the companies

VRANCART S.A. (Absorbing Company)

17 Ecaterina Teodoroiu Street, Adjud, Vrancea county

RO 1454846

J39/239/1991

And

GIANT PRODIMPEX S.R.L. (Absorbed Company)

Ungheni, no. 161/J, Mures county

RO 6564319

J26/1305/1994

Approved through the Decision of the Board of Administrators of Vrancart S.A. held
on May 29th, 2018

I. Introduction

1. Merger background

This merger plan is drafted based on the approval in principle of the merger between Vrancart S.A., as absorbing company, and Giant Prodimpex S.R.L., as absorbed company, through the Decision of the Extraordinary General Meeting of the Shareholders of Vrancart S.A. held on April 27th, 2018.

The absorbed company, Giant Prodimpex S.R.L., is held entirely by Vrancart S.A. since July 17th, 2015 and its economic activity is complementary to that of Vrancart: Giant Prodimpex S.R.L. produces corrugated cardboard packaging using as raw material the corrugated cardboard manufactured by Vrancart S.A. Although there is a corrugated cardboard production line at Vrancart S.A., Giant Prodimpex S.R.L. has production equipment that allows it to produce boxes in more varied sizes than those that Vrancart S.A. can manufacture with its own equipment, thus, the branch's activity is complementary to the activity of Vrancart S.A. The purchase of Giant Prodimpex S.R.L. by Vrancart S.A. was made as part of the strategy for vertical integration of the economic activity of Vrancart S.A., at the level of its paperboards and corrugated cardboard production divisions. The purchase of the corrugated cardboard packaging producer Giant Prodimpex S.R.L. has proven its effectiveness by increasing the degree of use of the production capacities and of the sales volumes at the level of both companies. However, the operating processes and the organisational structure of Giant Prodimpex S.R.L. are not currently integrated with those of Vrancart S.A., which makes the collaboration between the two companies more difficult and it also burdens the operating processes and the administrative processes at the level of both companies, and this finally results in the failure to achieve a part of the synergy potential of the two complementary branches of economic activity.

This merger plan was drafted in compliance with the legal provisions of the following normative deeds:

- Law no. 31/1990 on trade companies, as republished, with the subsequent amendments and completions;
- The Accounting law no. 82/1991, as republished, with the subsequent amendments and completions;
- The Order of the Public Finance Ministry no. 897/2015 for the approval of the Methodological norms on the accounting registration of the main operations of merger, division, dissolution and liquidation of companies, as well as on the withdrawal or exclusion of some shareholders from companies, with the subsequent amendments and completions;
- The Order of the Public Finance Ministry no. 2844/2016 on the approval of the Accounting regulations compliant with the International Financial Reporting Standards;

- Law no. 297/2004 on the capital market, with the subsequent amendments and completions;
- The CNVM Regulation no. 1/2006 on security issuers and operations, with the subsequent amendments and completions;
- Law no. 227/2015 on the Fiscal Code, with the subsequent amendments and completions;
- Law no. 53/2003 on the Labour Code, as republished, with the subsequent amendments and completions;
- Law no. 67/2006 on the protection of the employees' rights in the event of the transfer of the enterprise, unit or of a part thereof.

Following the posting of this merger plan on the website www.vrancart.ro and the expiry of the 30 days' term from the posting date, without any objections being filed during this period by the creditors of the companies involved, the merger plan will be submitted to the Extraordinary General Meetings of the two companies involved in the merger for final approval.

2. Definitions

Merger reference date	The date of the financial statements based on which this merger plan was drafted, namely December 31 st , 2017
Actual merger date	The date when the patrimony of the Absorbed Company, as well as all its operations, are deemed to belong to the Absorbing Company
Merger	The procedure provided by Law no. 31/1990 on trade companies, as republished, with the subsequent amendments and completions, through which one or several companies decide to transfer all their patrimonies to one of these (merger through absorption) or to a new company (merger through amalgamation). In this case, the merger will be made by absorption.
Absorbing Company	The company that takes over the entire patrimony of the Absorbed Company, in its entirety, within the merger process.
Absorbed Company	The company that transfers its entire patrimony within the merger process and will be dissolved without liquidation and de-registered from the Trade Registry on the finalising of the merger.

II. Identification elements of the companies involved in the merger

a. Absorbing Company – Vrancart S.A.

Name	Vrancart S.A.		
Legal form	A Romanian legal entity, joint-stock trade company, admitted to trading		
Registered office	17 Ecaterina Teodoroiu Street, Adjud, Vrancea county		
Trade Registry registration no.	J39/239/1991		
Tax Identification Number	1454846		
Operating duration	Unlimited		
Main object of activity	NACE 1721 – Production of paper and corrugated cardboard and of corrugated cardboard packaging		
Share capital	103.168.354,70 lei		
No. of shares	1.031.683.547 shares		
Shareholding structure	Shareholder	No. of shares	%
	SIF Banat-Crişana SA	774.416.054	75,06%
	Other legal entities		20,08%
	Natural persons		4,86%

b. Absorbed Company – Giant Prodimpex S.R.L.

Name	Giant Prodimpex S.R.L.		
Legal form	A Romanian legal entity, a limited liability company		
Registered office	Ungheni, no. 161/J, Mureş county		
Trade Registry registration no.	J26/1305/1994		
Tax Identification Number	6564319		
Operating duration	Unlimited		
Main object of activity	NACE 1721 – Production of paper and corrugated cardboard and of paper and cardboard packaging		
Share capital	119.200 lei		
Shareholding structure	Held entirely by Vrancart S.A.		

III. Merger substantiation. The modality to perform the merger

The main reason for the merger is to integrate and optimise the economic activity of the two companies, given the complementarity of the current activities of the two companies. The reasons underlying the merger are as follows:

- Removing the current operating difficulties, through the complete integration of the activity of Giant Prodimpex S.R.L. into the operational structure of Vrancart S.A., both in terms of infrastructure (the uniformisation and interfacing of the computer systems used, the integration of the procedures on the receipt and execution of orders from customers, the uniformisation and optimisation of the purchase

procedures, etc.), and in terms of organisational structure and organisational culture;

- Removing some redundant administrative tasks that are currently imposed by the operation as two separate legal entities: the need to draft separate financial statements for the two companies, the need to consolidate the financial statements of the two companies, the need to include the transactions between Vrancart S.A. and Giant Prodimpex S.R.L. in the transfer price file;
- Strengthening the market position of Vrancart S.A. through the expansion of the product range provided directly to customers.

The merger will be made through the absorption of Giant Prodimpex S.R.L. by Vrancart S.A., in accordance with the aforementioned legal provisions. Following the merger, the Absorbed Company will cease to exist and it will be dissolved without liquidation and it will be de-registered from the trade registry.

The patrimony of the absorbed company will be transferred to the Absorbing Company, in its entirety (assets and liabilities), as is on the Actual Merger Date. Thus, Vrancart S.A. will acquire all the rights and it will acquire all the liabilities of Giant Prodimpex S.R.L. starting from the Actual Merger Date. The transfer of the assets and liabilities held by the Absorbed Company to the Absorbing Company will be made based on a handover and receipt protocol.

All the staff of the Absorbed Company will be transferred, starting from the Actual Merger Date, to the Absorbing Company, under the same conditions provided by their actual employment contracts concluded with the Absorbed Company. The rights and obligations of the employees of Giant Prodimpex S.R.L. under the individual employment contracts and the collective labour agreement existing at the level of the Absorbed Company will be transferred by right to Vrancart S.A. on the Actual Merger Date. In accordance with the provisions of Law no. 67/2006 on the protection of the employees' rights in the event of transfer of the enterprise, of the units or of any parts thereof, if the provisions of the collective labour agreement at the level of Vrancart S.A. are more favourable to the employees than those at the level of Giant Prodimpex S.R.L., the more favourable collective labour agreement will be applied to the employees transferred following the merger.

Following the merger, Vrancart S.A. will maintain its main object of activity, namely the production of paper and corrugated cardboard and of paper and cardboard packaging (NACE code 1721) and its activity, as well as all its rights and obligations, the privileges and authorisations held will continue to be applicable, without being affected by the merger.

IV. Presentation of the patrimonies of the companies involved in the merger

This merger plan was drafted based on the financial statements of the two companies involved in the merger as at December 31st, 2017.

The stocktaking of assets and liabilities items in the patrimonies of the two companies that are involved in the merger was made as at December 31st, 2017, according to the provisions of the Accounting law no. 82/1991, with the subsequent amendments and completions.

According to the Order of the Public Finance Ministry no. 897/2015, the values used within the reorganisation (including merger) operations can be determined based on the net asset method (based on the net book value of the asset) or based on the overall evaluation (which is based on an evaluation of the patrimonies of the companies involved in the merger performed by an authorised appraiser).

The directors of the companies involved in the merger decided to use the net asset method.

The simplified balance sheets as at December 31st, 2017 of the two companies involved in the merger are presented in the table below:

Net book value of the assets as at 31.12.2017	Vrancart S.A. (Order of the Public Finance Ministry no. 2844/2016)	Giant Prodimpex S.R.L. (OMFP 1802/2014)
Intangible assets	184.069	2.898
Tangible assets	234.894.331	4.207.634
Financial assets, out of which:	35.209.097	2.759
Shares of Giant Prodimpex S.R.L.	6.657.600	-
Total non-current assets	270.287.497	4.213.291
Inventories	36.348.609	529.655
Receivables, out of which:	51.684.219	1.535.223
Receivables of Vrancart towards Giant / receivables of Giant towards Vrancart	1.760.529	918
Short-term investments	-	-
Petty cash and bank accounts	1.901.568	1.401.060
Total current assets	89.934.396	3.465.938
Prepaid expenses	664.619	26.349
Total assets	360.886.512	7.705.578
Liabilities: amounts to be paid within one year, out of which:	69.225.742	2.972.091
Liabilities of Vrancart towards Giant / Liabilities of Giant towards Vrancart	918	1.760.529
Liabilities: amounts to be paid within more than one year, out of which:	77.805.864	-
Debts related to deferred profit tax	3.397.797	-
Provisions	376.015	72.393
Deferred revenues	20.904.331	32.066
Net assets	192.574.560	4.629.028
Capital and reserves		
I. Share capital	103.168.355	119.200
II. Capital premiums	-	-
III. Revaluation reserves	43.879.020	2.276.996
IV. Reserves	30.739.830	108.158

Net book value of the assets as at 31.12.2017	Vrancart S.A.	Giant Prodimpex S.R.L.
Retained earnings (including 2017)	14.787.355	2.124.674
Equity (net assets)	192.574.560	4.629.028

V. Share capital increase. Share exchange rate

As the Absorbed Company has as sole shareholder the Absorbing Company, it is not necessary to issue new shares for the remuneration of any third shareholders of Giant Prodimpex S.R.L. Therefore, the calculation of the share exchange rate is not necessary either.

VI. Calculation of the merger premium

1. General

The merger premium equals the difference between the net book value of the asset contributed by the Absorbed Company to the Absorbing Company on the occasion of the merger and the amount of the share capital issued on the occasion of the merger. Considering the fact that there is no share capital issued on the occasion of the merger, the merger premium will be equal to the net contribution of the Absorbed Company.

2. The net contribution to the merger of the Absorbed Company

The net contribution to the merger of the Absorbed Company equals the amount of its net book asset, as it results from the individual financial statements as at December 31st, 2017, based on which this merger plan is drafted, plus the internally-generated intangible asset items that were not previously recognised in its individual financial statements as they did not meet the recognition criteria provided by the Accounting regulations harmonised with the European directives, as approved by the Order of the Public Finance Ministry no. 1802/2014, with the subsequent amendments and completions. But the merger-related operations will be accounted at the level of Vrancart S.A. in accordance with the International Financial Reporting Standards, according to the provisions of the Order of the Public Finance Ministry no. 2844/2016, correlated with the provisions of the Order of the Public Finance Ministry no. 897/2015, with the subsequent amendments and completions.

According to IFRS 3 „Combinations of enterprises”, on the occasion of the merger, the intangible assets internally generated at the level of the Absorbed Company that could not be recognised, according to the accounting regulations provided by the Order 1802/2014, will also be recognised in the balance sheet of the Absorbing Company. These were identified at the time of the acquisition of Giant Prodimpex S.R.L. by Vrancart S.A., namely on July 17th, 2015 and these consist of: Giant trademark, Giant commercial relations and goodwill, all of these were appraised by an ANEVAR authorised appraiser on the date when control was acquired over Giant Prodimpex S.R.L. by Vrancart S.A., namely on July 17th, 2015 and they were previously presented in the consolidated financial statements of Vrancart Group.

a. Giant trademark

Giant trademark was appraised by an ANEVAR authorised appraiser, as at July 17th, 2015, at the gross book value of 745.462 lei. The useful lifetime of Giant trademark was appraised to 7 years. Subsequently to the recognition of this intangible asset in the consolidated financial statements of Vrancart Group, there have not been identified any items of impairment of the trademark, but the trademark was linearly amortised over its useful lifetime. Thus, on the date of the financial statements of reference to the merger, namely December 31st, 2017, the net book value of the trademark was **488.100 lei**.

b. Giant commercial relations

The commercial relations of Giant were appraised by an ANEVAR authorised appraiser, as at July 17th, 2015, to the gross book value of 565.662 lei. The useful lifetime of the commercial relations of Giant was appraised to 7 years. Subsequently to the recognition of this intangible asset in the consolidated financial statements of Vrancart, there have not been identified any items of impairment of the commercial relations, but the gross book value was linearly amortised throughout the useful lifetime. Thus, on the date of the financial statements of reference to the merger, namely December 31st, 2017, the net book value of the commercial relations of Giant was **370.374 lei**.

c. Goodwill

According to IFRS 3 „Combinations of enterprises”, goodwill is calculated on the date when control is acquired over the Absorbed Company (namely July 17th, 2015) as the difference between the price paid to acquire control and the amount of the adjusted net asset acquired. The goodwill related to the acquisition of the Absorbed Company was determined in the consolidated financial statements of Vrancart Group on the date when control is acquired (the stake of 100% of the shares of Giant Prodimpex S.R.L., namely on July 17th, 2015) to **3.380.811 lei**. Goodwill was subsequently tested for impairment, including as at December 31st, 2017, but there have not been identified any impairment items.

3. Calculation of the merger premium

The net contribution of the Absorbed Company in the merger amounts to a total of **8.868.313 lei**, being calculated as follows:

<i>Calculation of net contribution to the merger/merger premium</i>	<i>Amount of gross contribution as at 17.07.2015</i>	<i>Cumulated amortisation as at 31.12.2017</i>	<i>Amount of net contribution as at 31.12.2017</i>
Net book assets of Giant Prodimpex SRL			4.629.028
Giant trademark	745.462	257.362	488.100
Giant commercial relations		195.288	370.374
Goodwill	565.662	0	3.380.811

	3.380.811	
Net contribution to the merger (merger premium)		8.868.313

VII. Post-merger share capital and shareholding structure of Vrancart S.A. Post-merger balance sheet of Vrancart S.A.

The post-merger share capital of Vrancart S.A. will equal the company's current share capital, which is 103.168.355 lei. The shareholding structure of Vrancart S.A. will not suffer any changes following the merger.

The post-merger balance sheet of Vrancart S.A. will be drafted in accordance with the provisions of the international financial reporting standards, according to the provisions of the Order of the Public Finance Ministry no. 2844/2016. In drafting the post-merger balance sheet, the net contribution of the Absorbed Company and the merger premium determined above, as well as the following consolidation-specific aspects were taken into consideration:

a. The removal of the mutual receivables and liabilities existing between Vrancart S.A. and Giant Prodimpex S.R.L.

As from the legal point of view, there cannot be any more receivables and liabilities to Giant Prodimpex S.R.L. after the merger, as the company will disappear as an independent legal entity following the merger, the total amount of mutual receivables/liabilities between the two companies involved in the merger of 1.761.447 lei was removed on the consolidation of short-term receivables, respectively of short-term liabilities in the balance sheet.

b. The calculation of the deferred profit tax related to the assets taken over from Giant Prodimpex S.R.L., according to IFRS 3 „Combinations of enterprises” correlated with IFRS 12 „Profit tax” and its presentation based on retained earnings

Deferred profit tax related to the assets taken over from the Absorbed Company is due to the difference between the book value of the revaluated tangible assets and their tax value and it is calculated as follows:

Calculation of the deferred profit tax related to the assets of Giant	Difference between the tax value and the book value	Deferred profit tax (debt)
<i>Land</i>	940.993	150.559
<i>Constructions</i>	877.822	140.452
<i>Technological equipment, means of transport</i>	458.181	73.309
Total		364.320

The amount of the deferred profit tax calculated above increases the debt amount by the deferred profit tax in the post-merger balance sheet of Vrancart S.A. and it also reduces the amount of retained earnings.

c. The cancellation of the shares of Giant Prodimpex held by Vrancart S.A. as a counterpart to the merger premium and the reinstatement from the merger

premium of the existing reserves of Giant Prodimpex S.R.L. that may be taxed in the case of their reduction: the legal reserve, the reserves from tax incentives (other funds and own sources of financing) and the reserves from the revaluation of tangible assets subject to depreciation.

In what concerns the takeover of the legal reserve and its reinstatement at the level of Vrancart S.A. from the merger premium, its main motivation is to maintain the fiscal neutrality of the merger, otherwise, the legal reserve existing at the level of the Absorbed Company is subject to profit tax at the time of the merger, according to the provisions of art. 33 (5) of Law no. 227/2015 on the Fiscal Code, with the subsequent amendments and completions.

The impact of these adjustments to the merger premium recorded in the post-merger balance sheet is presented below:

Calculation of the final merger premium	RON
<i>Original merger premium – net merger contribution</i>	8.868.313
<i>Cancellation of at the purchase cost of Vrancart</i>	(6.657.600)
<i>Reinstatement of Giant's legal reserve</i>	(23.840)
<i>Reinstatement of the reserve from other funds of Giant</i>	(32.922)
<i>Reinstatement of the reserve from own sources of financing of Giant</i>	(51.397)
<i>Reinstatement of the revaluation reserves of Giant - constructions + equipment</i>	(1.336.003)
Final merger premium	766.551

The post-merger balance sheet of the Absorbing Company, determined based on the financial statements of the two trade companies as at December 31st, 2017 is presented in the table below:

Simplified post-merger balance sheet of Vrancart SA	RON
	(according to the Order of the Public Finance Ministry no. 2844/2016)
Intangible assets	186.967
Goodwill	3.380.811
Giant clients list and trademark	858.474
Tangible assets	239.101.965
Financial assets	28.554.256
Total non-current assets	272.082.473
Inventories	36.878.264
Receivables	51.457.995
Short-term investments	-
Petty cash and bank accounts	3.302.628
Total current assets	91.638.887
Prepaid expenses	690.968
Total assets	364.412.328

Liabilities: amounts to be paid within one year, out of which:	70.436.386
Liabilities: amounts to be paid within more than one year, out of which:	78.170.184
Debts related to deferred profit tax	3.762.117
Provisions	448.408
Deferred revenues	20.936.397
Net assets	194.420.953
Capital and reserves	
I. Share capital	103.168.355
II. Capital premiums (merger premium)	766.551
III. Revaluation reserves, out of which:	45.215.023
Revaluation reserve taken over from Giant	1.336.003
IV. Reserves, out of which:	30.763.670
Legal reserve taken over from Giant	23.840
Other reserves of Giant – other funds	32.922
Other reserves of Giant – own sources of financing	51.397
Retained earnings (including 2017)	14.423.035
Equity	194.420.953

VIII. Rights given to employees and other special advantages

At the time of drafting of this merger plan there are bonds issued only by the Absorbing Company, while the Absorbed Company does not have and cannot have, according to law, any bond issues. The note holders of Vrancart S.A. will maintain the same rights given by the bonds held, without being given any additional special rights. As following the merger, Vrancart's equity will increase, the intrinsic guarantee of meeting the note holders' rights will not be affected in a negative way by the merger.

On the occasion of the merger, there are no special rights or advantages given to the directors, auditors, experts or to any third parties.

IX. The actual merger date

The actual merger date, namely the date when all the commercial operations currently performed by the Absorbed Company will be considered to be performed by the Absorbing Company, as well as the date when all the assets and liabilities of the Absorbed Company will be transferred by right to the Absorbing Company, is the 1st day of the month following the month during which the merger is approved by the extraordinary general meetings of the shareholders of the two companies involved in the merger.

X. Other data of interest to the merger

1. Fiscal aspects

According to the provisions of art. 33 of Law no. 227/2015 on the Fiscal Code, with the subsequent amendments and completions, the merger is neutral from the fiscal point of view (it does not entail taxation with profit tax), as long as the following conditions are met:

- a. The Absorbing Company continues to calculate the fiscal amortisation and any earnings or losses from the sale – assignment of the assets taken over following the merger, by using the same methods, lifetimes and fiscal values of the assets taken over following the merger as those used previously within the Absorbed Company. The compliance with this condition will be ensured by taking over the registry of fiscal amortisation from the Absorbed Company and by continuing to use the values registered therein by the Absorbing Company, on the occasion of the merger, as well as by taking over the off-balance sheet records of the revaluation reserves related to land (unredeemable fixed assets), in order to include these in the taxable profit, as items similar to income, as the assets to which these are related are amortised or assigned.
- b. The reserves and provisions that were previously deducted in calculating profit tax by the Absorbed Company are maintained in the same conditions at the level of the Absorbed Company on merger. In order to meet this condition, the merger plan provides the reinstatement from the merger premium of the legal reserve, of the reserves representing tax facilities and of the revaluation reserves related to the depreciable fixed assets, existing at the level of the Absorbed Company. The only provision recorded by the Absorbed Company as at the Merger Reference Date, in Account 151, was taken over and maintained as such by the Absorbing Company on the merger.

The transfer of assets and liabilities from the Absorbed Company to the Absorbing Company during the merger is outside the scope of VAT application, according to art. 270 (7) of Law no. 227/2015 on the Fiscal Code, as subsequently amended and supplemented. However, Vrancart S.A. will be considered the successor of Giant Prodimpex S.R.L. in respect of the rights and obligations related to the adjustment of the right to deduct VAT on capital goods, provided by Art. 305 of Law no. 227/2015 on the Fiscal Code, as subsequently amended and supplemented. The Register of Capital Goods for VAT purposes, provided for in item 79 (2) of the Rules on the enforcement of Title VII of the Fiscal Code, approved by the Government Decision no. 1/2016, as subsequently amended and supplemented, will be handed over by Giant Prodimpex S.R.L to Vrancart S.A. along with the handover and receipt protocol on assets and liabilities provided by the Order of the Public Finance Ministry no. 897/2015 for the merger. The capital goods register will comprise at least the minimum information required by law, as follows:

- a) the date of acquisition, manufacturing, finalising and construction or conversion/modernisation of each capital good;
- b) the value (taxable base, excluding VAT) of the capital good;
- c) the deductible tax related to the capital good;
- d) the deducted tax;
- e) the adjustments made according to art. 305 para. (4) of the Fiscal Code.

2. Aspects related to employees

Following the merger, the employees of Vrancart S.A. will maintain their current positions, and the employees of Giant Prodimpex S.R.L. will be taken over by Vrancart S.A. as employer. The merger will not result in individual or collective redundancies and will not significantly alter the employment conditions of the existing employees or of the employees taken over from the Absorbed Company, to the detriment of the employees. As regards the employees of Giant Prodimpex S.R.L., the more favourable collective labour agreement from the one existing at the level of Vrancart S.A. and the one existing at the level of Giant Prodimpex S.R.L. will be applied to these.

3. The effect onto the shareholder's obligations. The right of withdrawal

According to art. 134 of Law no. 31/1990, as republished, with the subsequent amendments and completions, the shareholders voting against the merger have the right to withdraw from the company.

The right of withdrawal can be exercised by submitting a written withdrawal request, within 30 days from the resolution of the extraordinary general meeting of the shareholders for the approval of the merger, accompanied by the shares held by the shareholder in question or by its shareholder certificate.

In the event of submission of a withdrawal request, the price paid by Vrancart S.A. for the shares of the person requesting the right to withdraw will be determined by an authorised independent expert, as the average value resulting from the application of at least two evaluation methods acknowledged by the legislation in force on the evaluation date. The expert will be appointed by the delegated judge, upon the request of the Board of Administrators, and the evaluation cost will be borne by the company.

4. Other legal aspects

The keeping and archiving of supporting documents and of the accounting registries belonging to Giant Prodimpex S.R.L. will be made, following the merger, through the care of Vrancart S.A.

The merger operation intended to be carried out is not and is not likely to be an economic concentration since Vrancart S.A. holds a 100% stake in Giant Prodimpex S.R.L. even since July 17th, 2015. Therefore, the merger is not likely to substantially alter the market position of Vrancart S.A., but has the potential to increase the market visibility of the activity currently carried out by Giant Prodimpex S.R.L.

The articles of incorporation of Vrancart S.A. will be updated after the merger. The main object of activity, the headquarters and the current secondary offices of Vrancart S.A. will not change after the merger, but the current headquarters of Giant Prodimpex S.R.L. will constitute a new secondary office after the completion of the merger.

According to the provisions of Art. 244 of Law no. 31/1990, as republished and amended, at least one month before the Extraordinary General Meeting of the Shareholders that will rule

on the Plan for merger through absorption, the following documents will be available for the shareholders at the headquarters of Vrancart S.A.:

- this Plan for merger through absorption;
- the annual financial statements and the management reports of the merging companies for the past 3 financial years;
- records of the contracts with a value exceeding 10.000 lei each, that are in progress, stating that after the merger, these will be implemented by the absorbing company (Vrancart S.A.).

This merger plan will be submitted to the Trade Registry Office attached to the Vrancea Tribunal and to the Trade Registry Office attached to the Mures Tribunal and it will also be posted on the website of Vrancart S.A. for at least 30 days, according to the provisions of art. 242, para. 2¹ of Law no. 31/1990, as republished, with the subsequent amendments and completions. On the expiry of the 30 days term from the posting of this merger plan, the extraordinary general meeting of the shareholders of Vrancart S.A. will be convened for the final approval of the merger.

**ABSORBING COMPANY,
VRANCART S.A. ADJUD**

**ABSORBED COMPANY,
GIANT PRODIMPEX S.R.L. UNGHENI**

**GENERAL MANAGER,
Ciucioi Ionel-Marian**

**DIRECTOR,
Ciucioi Ionel-Marian**

**FINANCIAL MANAGER
Arsene Vasilica-Monica**