

**THE REPORT OF THE CHAIRMAN OF THE BOARD OF  
ADMINISTRATORS OF VRANCART S.A. ON THE COORDINATION OF  
THE BOARD'S ACTIVITY IN 2015**

„VRANCART” is managed by a Board of Administrators formed of 5 members, elected by the General Meeting of the Shareholders for a mandate of 4 years, with the possibility of being re-elected.

The Board of Administrators has decision-making competences on the company's management during the periods between the general meetings, except for the decisions that the law or the company's Articles of Incorporation provide exclusively for the General Meeting of the Shareholders.

The Board of Administrators elects a chairman from among its members. The chairman also holds the position of General Manager and provides the actual management of the company.

In the current mandate of the Board of Administrators, elected by the General Meeting of the Shareholders on April 29<sup>th</sup>, 2014, the structure of the Board of Administrators provides a balance between the executive and non-executive members, with a ratio of 1/5.

During the period between January 1<sup>st</sup>, 2016 – December 16<sup>th</sup>, 2015, the company was managed by a Board of Administrators formed of five members, having the following structure:

- Ciucioi Ionel-Marian – Chairman of the Board of Administrators
- Bîlteanu Dragoş-George – member of the Board of Administrators
- Najib El Lakis – member of the Board of Administrators
- Cuzman Ioan – member of the Board of Administrators
- Grigore Aurelia Gabriela – member of the Board of Administrators

During the meeting held on December 17<sup>th</sup>, 2015, the Board of Administrators of Vrancart S.A. took note of the resignation of Mrs. Grigore Aurelia Gabriela and of Mr. Cuzman Ioan from their positions held as members of the Board of Administrators and assigned Mr. Drăgoi Bogdan Alexandru and Mr. Avrămoiu Octavian as interim administrators, until the date of the General Meeting of the Shareholders.:

- Ciucioi Ionel-Marian – Chairman of the Board of Administrators
- Bîlteanu Dragoş-George – member of the Board of Administrators
- Najib El Lakis – member of the Board of Administrators
- Drăgoi Bogdan Alexandru – member of the Board of Administrators
- Avrămoiu Octavian – member of the Board of Administrators

The operation and activity of the Board of Administrators complied with the legal regulations in force:

- The statute of VRANCART S.A.
- Law no. 31/1990
- Law no. 297/2004

In 2015, the Board of Administrators of Vrancart S.A. gathered 20 times, in accordance with the statutory provisions.

The convening of the Board members was made in accordance with the statutory provisions.

The attendance of the members of the Board of Administrators in the meetings convened in 2015 was in compliance with the legal provisions.

The Chairman of the Board of Administrators led all the meeting held in 2015.

Following the meetings of the Board of Administrators, a number of 48 management decisions on the company's current activity were issued. All the decisions were made with the favourable vote of the majority of the members attending the meeting.

The 48 decisions of the Board of Administrators issued during the analysed period were related to the following areas:

- 33 decisions on the organisation of the Company's current activity;
- 5 decisions for the approval to extend some credit lines and to access bank facilities;
- 6 decisions for the approval of the salary scales for 2015, following the increase of the national minimum wage;
- 4 decisions on the approval of some projects for the Company's development, that were submitted for approval by the General Meeting of the Shareholders.

All of the 48 decisions adopted by the Board of Administrators of Vrancart S.A. during the period 01.01.2015 – 31.12.2015 have been entirely fulfilled.

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

