

**THE REPORT OF THE CHAIRMAN OF THE BOARD OF
ADMINISTRATORS OF VRANCART S.A. ON THE COORDINATION OF
THE BOARD'S ACTIVITY IN 2016**

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

The Board of Administrators has decision-making competences in relation to the company's management during the time interval 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 is also the 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 held on April 29th, 2014, the structure of the Board of Administrators provides a balance between the executive and the non-executive members, with a ratio of 1/5.

During the period between January 1st, 2016 – December 31st, 2016, 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
- Avrămoiu Octavian – member of the Board of Administrators
- Bîlteanu Dragoș-George – member of the Board of Administrators
- Drăgoi Bogdan Alexandru – member of the Board of Administrators
- Najib El Lakis – member of the Board of Administrators

The operation and the activity of the Board of Administrators was in compliance with the legal provisions in force:

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

In 2016, the Board of Administrators of VRANCART S.A. gathered 16 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 2016 was in compliance with the legal provisions.

The Chairman of the Board of Administrators chaired all the meeting held in 2016.

Following the meetings of the Board of Administrators, a number of 45 management decisions on the company's current activity were issued. All the decisions were adopted with a majority of votes in favour from those that were present at the meetings.

The 45 decisions of the Board of Administrators that were issued during the analysed period concerned the following areas:

- 25 decisions related to the organising of the company's current activity;
- 10 decisions for the approval to extend some credit lines and to access bank facilities;
- 10 decisions related to the approval of some projects for the company's development, that were submitted for approval to the General Meeting of the Shareholders.

Out of the 45 decisions adopted by the Board of Administrators of VRANCART S.A. during the period between January 1st, 2016 – December 31st, 2016, a number of 39 decisions were entirely fulfilled, 5 decisions have been partly fulfilled and 1 decision remained without object (the decision no. 24/July 12th, 2016 related to the financing of the State Aid project).

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

