



**VRANCART S.A.**  
625100 Adjud-Vrancea, România, Str. Ecaterina Teodoroiu 17  
RO 1454846, J39/239/1991  
Capital social subscris și vărsat 103.168.354,70 RON  
RO54 RNCB 0268 0087 9340 0001 - BCR Adjud  
RO95 RZBR 0000 0600 0094 5306 - Raiffeisen Bank Adjud  
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## **THE BOARD OF ADMINISTRATORS OF VRANCART S.A. ADJUD**

based in Adjud, 17 Ec. Teodoroiu Street, Vrancea county, registered with the Vrancea Trade Registry Office under no. J39/239/1991, having the Sole Registration Number 1454846, Tax Identification Number RO 1456846, convenes **the Extraordinary General Meeting of the Shareholders for July 31<sup>st</sup>, 2018 at 11<sup>00</sup>.**

If the quorum conditions are not met on the first convocation, the **Extraordinary General Meeting of the Shareholders** shall be convened for a second time, having the same agenda, for **August 1<sup>st</sup>, 2018 at 11<sup>00</sup>.**

The **Extraordinary General Meeting of the Shareholders** shall take place at the company's headquarters in Adjud, 17 Ecaterina Teodoroiu Street, Vrancea County. All the shareholders registered in the shareholders' registry at the end of the date **July 17<sup>th</sup>, 2018** shall be entitled to take part and vote within this extraordinary general meeting of the shareholders.

**The Extraordinary General Meeting of the Shareholders** shall have the following agenda:

1. The approval of the merger through absorption between VRANCART S.A. Adjud, as absorbing company, and GIANT PRODIMPEX S.R.L. Ungheni, Mureș county (Trade registry registration no. J26/1305/1994, Tax Identification Number RO 6564319) as absorbed company.

The approval to empower the Board of Administrators, represented by the Chairman of the Board of Administrators, with full powers, to carry out all the actions and formalities required to perform the merger through absorption.

2. The approval of the date **August 20<sup>th</sup>, 2018** as the ex-date, as defined by the provisions of the CNVM Regulation no. 6/2009 and of the date **August 21<sup>th</sup>, 2018** as the registration date, which is the date defining the shareholders that the decisions adopted within the Extraordinary General Meeting of the Shareholders held on **July 31<sup>st</sup>/August 1<sup>st</sup>, 2018** shall be reflected upon.

3. The empowering of the Chairman of the meeting and of the meeting secretary to sign the decisions of the Extraordinary General Meeting of the Shareholders to be held on **July 31<sup>st</sup>/August 1<sup>st</sup>, 2018**.

The voting right can be exercised directly, through a representative or by correspondence. Each share held gives the right to one vote within the General Meeting of the Shareholders.

One or several shareholders representing individually or together at least 5% of the share capital have the right to introduce new points on the agenda of the Extraordinary General Meeting of the Shareholders, provided that each point is accompanied by a justification or by a decision draft submitted for approval.

The proposals for the completion of the agenda with new items shall be submitted in a sealed envelope at the company's headquarters in Adjud, 17 Ec. Teodoroiu Street, Vrancea County, postal code 625100, until **July 12<sup>th</sup>, 2018**, at 16:00, the time when the company's working program ends or may be submitted by e-mail with an extended electronic signature incorporated according to Law no. 455/2001 on electronic signature, until **July 12<sup>th</sup>, 2018**, at 16:00, to the e-mail address [laurentiu.dobre@vrancart.ro](mailto:laurentiu.dobre@vrancart.ro) stating at subject **„For the Extraordinary General Meeting of the Shareholders to be held on July 31<sup>st</sup>/August 1<sup>st</sup>, 2018 – proposals for the completion of the agenda”**. These proposals shall be accompanied by copies of the valid identity documents of the shareholders requesting the introduction of new items on the agenda, respectively by the ID card and the statement of account issued by the Central Depository in case of natural persons shareholders and the confirmation of company details issued by the Trade Registry (in original or certified true copy) no more than 3 months before the date of publication of the Notice to attend or by any other document issued by the competent authority in the state where the shareholder is legally registered, in case of legal entities.

One or several shareholders representing individually or together at least 5% of the share capital have the right to submit decision drafts for the items included on the agenda or proposed to be included on the agenda. The proposals on these decision drafts shall be submitted in a sealed envelope at the company's headquarters in Adjud, 17 Ec. Teodoroiu Street, Vrancea County, postal code 625100, until **July 12<sup>th</sup>, 2018**, at 16:00 or may be submitted by e-mail with an extended electronic signature incorporated according to Law no. 455/2001 on the electronic signature, until **July 12<sup>th</sup>, 2018**, at 16:00, to the e-mail address [laurentiu.dobre@vrancart.ro](mailto:laurentiu.dobre@vrancart.ro) stating at subject **„For the Extraordinary General Meeting of the Shareholders to be held on July 31<sup>st</sup>/August 1<sup>st</sup>, 2018 – proposals for the completion of the agenda”**. These proposals shall be accompanied by copies of the valid identity documents of the shareholders requesting the introduction of new items on the agenda, respectively by the ID card and the statement of account issued by the Central Depository in case of natural persons shareholders and the confirmation of company details issued by the Trade Registry (in original or certified true copy) no more than 3 months before the date of publication of the Notice to attend or by any other document issued by the competent authority in the state where the shareholder is legally registered, in case of legal entities.

Each shareholder has the right to address questions related to the items on the agenda of the Extraordinary General Meeting of the Shareholders until **July 11<sup>th</sup>, 2018**, at 16:00. The questions may be submitted in writing, to the company's headquarters or

by e-mail with an extended electronic signature incorporated according to Law no. 455/2001 on electronic signature, to the e-mail address laurentiu.dobre@vrancart.ro stating at subject „**For the Extraordinary General Meeting of the Shareholders to be held on July 31<sup>st</sup>/August 1<sup>st</sup>, 2018**”. These questions shall be accompanied by copies of the valid identity documents of the shareholders, respectively by the ID card and the statement of account issued by the Central depository in case of natural persons shareholders and the confirmation of company details issued by the Trade Registry (in original or certified true copy) no more than 3 months before the date of publication of the Notice to attend or by any other document issued by the competent authority in the state where the shareholder is legally registered, in case of legal entities.

The company shall state a general reply for the questions having the same contents and it shall be made available on the company’s webpage, in the question – answer format, at the “Frequently asked questions” section”.

The shareholders may attend the Extraordinary General Meeting of the Shareholders personally or through their legal representatives or through other persons that were granted a special proxy based on the special proxy form made available by the company, according to law.

The shareholders may be represented within the Extraordinary General Meeting of the Shareholders by other persons, based on a special or general proxy, drawn up in accordance with the provisions of the Regulation of the Financial Supervisory Authority no. 5/2018 and of Law no. 24/2017 on financial instruments issuers and market operations.

The shareholders registered in the company’s shareholders’ register as at the end of the reference date may exercise their rights within the Extraordinary General Meeting of the Shareholders by general proxies as well. Thus, a shareholder may participate in the Extraordinary General Meeting of the Shareholders through a representative with a general proxy, if the proxy is granted by the shareholder, as a client, only to an intermediary or to an attorney.

The original general proxy has to arrive at the company’s headquarters under the same conditions and by the same dates as those applicable to the special proxies as stated in this Notice to attend the meeting.

The shareholders cannot be represented within the Extraordinary General Meeting of the Shareholders based on a general proxy by a person who is in a conflict of interest situation, in accordance with the provisions of the Regulation of the Financial Supervisory Authority no. 5/2018 and of Law no. 24/2017 on financial instruments issuers and market operations.

The special proxy forms (in Romanian and/ or in English) can be obtained at the company’s headquarters or can be downloaded from the company’s website, starting from **June 29<sup>th</sup>, 2018**. An original copy of the special proxy, filled in and signed, accompanied by the copy of the shareholder’s valid identity document (ID card in case of natural persons shareholders and registration certificate in case of legal entities) shall be submitted/ sent to the company’s headquarters until **July 28<sup>th</sup>, 2018**, at 16:00 and another one shall be made available to the representative so that he/ she

can prove his/ her capacity as a representative at the meeting. The proxies accompanied by the shareholders' identification documents may be sent by e-mail as well, with an extended electronic signature incorporated according to Law no. 455/2001 on electronic signature, until **July 28<sup>th</sup>, 2018**, at 16:00, to the e-mail address [laurentiu.dobre@vrancart.ro](mailto:laurentiu.dobre@vrancart.ro) stating at subject „**For the Extraordinary General Meeting of the Shareholders to be held on July 31<sup>st</sup>/August 1<sup>st</sup>, 2018**”. On the date when the Extraordinary General Meeting of the Shareholders takes place, the assigned representative shall hand over the original copies of the special proxies, if they were sent by e-mail with extended electronic signature incorporated and a copy of the valid identity document of the assigned representative.

The shareholders of VRANCART S.A. have the possibility to vote by correspondence, before the Extraordinary General Meeting of the Shareholders using the form for vote by correspondence. The forms for vote by correspondence (in Romanian and/ or in English) may be obtained at the company's headquarters – at the Legal Office or may be downloaded from the company's website, starting from **June 29<sup>th</sup>, 2018**. The forms for vote by correspondence, filled in and signed, accompanied by the shareholder's valid identity document (ID card in case of natural persons shareholders, respectively the registration certificate and the copy of the legal representative's identity document in case of legal entities) shall be sent to the company's headquarters, with receipt acknowledgement, so that they are registered as received no later than **July 28<sup>th</sup>, 2018**, at 16:00. Under the sanction of losing the voting right, the vote bulletins received after the date and time stated above shall not be taken into account for the determination of the quorum within the Extraordinary General Meeting of the Shareholders.

The special proxy forms and the vote forms for the Extraordinary General Meetings of the Shareholders shall be updated until **July 12<sup>th</sup>, 2018** in the event that one or several shareholders meeting the legal conditions request the introduction of new items on the agenda, in accordance with the provisions of Law no. 31/1990 as republished and art. 7 and 13 of the CNVM Regulation no. 6/2009.

The decision drafts and the materials submitted for debate within the Extraordinary General Meeting of the Shareholders may be consulted at the company's headquarters, any working day or at the company's website ([www.vrancart.ro](http://www.vrancart.ro) – the section “For Shareholders”/G.M.S.), starting from **June 29<sup>th</sup>, 2018**.

**Chairman of the Board of Administrators**

**Ec. Ciucioi Ionel-Marian**