

**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  
T: 0237 64 08 00, F: 0237 64 17 20  
office@vrancart.com, www.vrancart.ro



## THE BOARD OF DIRECTORS OF THE COMPANY „VRANCART” S.A.

based in Adjud Municipality, 17<sup>th</sup> Ecaterina 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 for **May 20<sup>th</sup>, 2020 the Extraordinary General Meeting of the Shareholders 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 **May 21<sup>st</sup>, 2020, at 11<sup>00</sup>**.

**The Extraordinary General Meeting of the Shareholders** shall take place at the company's headquarters in Adjud Municipality, 17<sup>th</sup> Ecaterina Teodoroiu Street, Vrancea County. All the shareholders registered in the shareholders' registry as at the end of the date **May 06<sup>th</sup>, 2020** shall be entitled to take part and vote within the **Extraordinary General Meeting of the Shareholders**.

**A. The Extraordinary General Meeting of the Shareholders** will have the following agenda:

1. Approval to supplement the secondary activity object of the company with the following:

3317 - Repair and maintenance of other transport equipment n.c.a.

4511 - Trade in cars and light vehicles (under 3.5 tonnes)

4519 - Trade with other vehicles

4531 - Wholesale of vehicle parts and accessories

4532 - Retail trade of vehicle parts and accessories

4614 - Brokers in trade in cars, industrial equipment, ships and aircraft

4619 - Brokers in trade with various products

4661 - Wholesale of agricultural machinery, equipment and supplies

4662 - Wholesale of machine tools

4663 - Wholesale of machinery for the mining and construction industry

4666 - Wholesale of other office machinery and equipment

4669 - Wholesale of other machinery and equipment

8413 - Regulation and economic activities efficiency

8425 - Firefighting activities and their prevention

2. Approval of the elimination from the provisions of the Articles of Incorporation of the word "Adjud" from joining with the name of the company "VRANCART S.A".

3. Approval of the modification and completion of the provisions of the Articles of Incorporation of the company as follows:

3.1. Article 10 shall be amended and shall have the following wording:

*“10.1. It is delegated from the Extraordinary General Meeting of Shareholders to the Board of Directors, according to Article 114 paragraph (1) of Companies Law no. 31/1990, republished, with the subsequent modifications and completions, the exercise of the following attributions:*

- relocation of the company headquarters,*
- changing the secondary objects of activity of the company,*
- setting up or abolishing secondary offices: branches, agencies, offices or other such units without legal personality,*
- increase of the share capital.*

*10.2. The Extraordinary General Meeting of Shareholders has the following powers:*

- Changing of the name of the company,*
- Changing of the main activity object,*
- Changing of the legal form of the company,*
- Extension of the duration of the company,*
- Reducing the share capital or increasing it by issuing new shares,*
- Merger with other companies,*
- The division of the company,*
- The early dissolution of the company,*
- Any operation that involves the modification of the securities of the company (except for the share capital increasing procedures), unless stipulated otherwise in the law,*
- Any other modification of the Articles of Incorporation or any other decision for which approval of the Extraordinary General Meeting of Shareholders is required.*

*10.3. The Ordinary General Meeting of Shareholders has the following powers:*

- *to discuss, approve or modify the annual financial statements, based on the reports presented by the Board of Directors and the financial auditor and to set the dividend,*
- *to elect and dismiss the members of the Board of Directors,*
- *to appoint or dismiss the financial auditor and to set the minimum duration of the financial audit contract,*
- *to fix the remuneration due for the current exercise of the members of the Board of Directors,*
- *to fix the amount of additional remuneration within the Board of Directors for the current year,*
- *to set the general limit of the remuneration of the Director General for the current year,*
- *to decide on the management of the Board of Directors,*
- *to establish the Income and Expenditure Budget and, as the case may be, the Activity Program, for the following financial year,*
- *to decide the pledge, rent or cancellation of one or more units of the company,*
- *Approves the conclusion of any acts and transactions on behalf of the company, which include acquisitions, transfers, rentals, exchanges, as well as committing loans and guaranteeing assets from the assets of the company, the value of which exceeds the approval authority of the Board of Directors, according to the Articles of Incorporation or any legal provisions incident to the date of the transaction,*
- *any other decision for which approval of the Ordinary General Meeting of Shareholders is required. "*

3.2. Article 11 shall be amended and shall have the following wording:

*“In addition to the powers granted by this Articles of Incorporation, the General Meetings of the Shareholders shall also have the powers granted by law.”*

3.3. Article 16 shall be amended and shall have the following wording:

*“In order to be a member of the Board of Directors of the Company, any candidate must cumulatively fulfill the following conditions, for the proof of which he will present, at the request of the Company, supporting documentation:*

- *have higher education completed,*
- *to have no criminal record,*
- *not to be in any state of legal prohibition or incompatibility,*
- *not to be a member of the management structures, employed in any position and have no business links, directly or through interposed, with*

*companies having the same object of activity with VRANCART, with the exception of companies affiliated with the VRANCART Group.*

*The abovementioned conditions are also applicable to any member of the Board of Directors of the Company at any time during the term of his/her term of office. "*

3.4. Article 18 shall be amended and shall have the following wording:

*"For operative purposes, in emergency situations, the Board of Directors debates can also take place by electronic means of communication, with 48 hours prior written notification made by the Secretary or the Chairman of the Board of Directors to the members of the Board. The transcript of the debates will be communicated by the Secretary to the members of the Board of Directors by e-mail and will be returned to the Secretary by post with the holographic signature of the member of the Board of Directors."*

3.5. Article 19 shall be amended and shall have the following wording:

*"In exceptional cases justified by the urgency of the situation and by the interest of the company, the decisions of the Board of Directors may be taken by the vote of the members, expressed in writing or by electronic means of communication, except for decisions regarding the annual financial statements or the authorized capital."*

3.6. Article 21 shall be amended and shall have the following wording:

*"The Ordinary General Meeting of Shareholders sets the general limits of the additional remuneration of the members of the Board of Directors charged with specific functions as well as the general limit of the remuneration of the General Manager."*

3.7. Article 22 shall be amended and shall have the following wording:

*"The powers of the Board of Directors are those provided by law and by this Articles of Incorporation, regarding the delegation of powers from the Extraordinary General Meeting of Shareholders. In addition, the Board of Directors also has the following powers:*

- Approves the company's strategic development plan,*
- Analyzes annually the stage of achieving the strategic development plan and takes measures in this regard to be adopted by the executive,*
- Establishment of the accounting policies and the financial control system, as well as the approval of the financial planning,*
- Analyzes and debates quarterly the report of the General Manager on the results of the company and adopts resolutions to improve the activity,*
- Approves the organizational chart,*
- Approves any collective redundancy, as well as any other restructuring plan of the company,*
- Approves the transfer or licensing of any intellectual property rights to third parties,*

- *Approves and supervises the corporate governance policies of the company,*
- *Approves the appointment and dismissal of the Chairman of the Board of Directors,*
- *Approves the conclusion of any acts and transactions on behalf of the company, which include acquisitions, transfers, rentals, exchanges, as well as the commitment of loans and guarantees with assets from the company's assets, which exceed the limits of competence granted to the General Manager, but with regard to the upper limits of competence provided by the incidental legal provisions,*
- *Decides on the acquisition or renunciation by the company of the status of associate, shareholder, member and the like in any other legal entities, unless otherwise provided by law and this Articles of Incorporation,*
- *Decides on all aspects, including statutory, arising from the company's status of associate, shareholder, member and the like in other legal entities, unless otherwise provided by law and this Articles of Incorporation,*
- *Appoints and dismisses the executive directors and establishes their remuneration,*
- *Supervises the activity of the executive directors,*
- *Approves the opening of the insolvency procedure at the request of the debtor.”*

3.8. Article 23 shall be amended and shall have the following wording:

*“The General Manager has the following powers:*

- *manages the company with delegation of competence by the Board of Directors,*
- *carries out the decisions of the General Meetings of the Shareholders and of the Board of Directors,*
- *represents the company in the relations with the shareholders, third parties, including the courts or arbitral tribunals, the union or the employees' representatives, according to the law and the present Articles of Incorporation,*
- *hires and dismisses the company's personnel,*
- *proposes to the Board of Directors the modification of the organizational chart, when he/her considers it necessary to make structural changes,*
- *approves the modification of the number of personnel, according to the requirements of the company at a given moment, without changes of organizational structure and with the inclusion of the remuneration fund in the provisions of the Incomes and expenses budget,*
- *approves the job descriptions for all the posts in the organizational chart,*

- *approves the salaries of all employees, except the remuneration of the executive directors, and their individual changes with the classification of the remuneration fund in the provisions of the Incomes and expenses budget,*
- *submits to the Board of Directors approval for salary increases for the entire personnel of the company,*
- *submits to the Board of Directors the collective redundancies,*
- *approves sanctions for company personnel,*
- *has the right of signature in the bank; designates and revokes the persons who will have this right as well as the limits of competence of the designated ones,*
- *it can legally engage the company within the limits established by the Articles of Incorporation, the Board of Directors and the General Meetings of the Shareholders, in compliance with the legal provisions,*
- *takes operational decisions to ensure the conditions for the achievement of the provisions of the Revenues and expenses budget and other objectives set by the General Meetings of the Shareholders and the Board of Directors, reporting to them on how to fulfill them,*
- *Concludes any documents and transactions on behalf of the company that include acquisitions, alienations, leases, exchanges, as well as committing loans and guaranteeing assets from the assets of the company, i) without limit of amount if previously approved by decisions of the Board of Directors, or ii) within the limit of 200,000 (twohundredthousand) lei for those not previously approved by the Board of Directors, except for any legal acts and operations related to the usual conduct of the company's activity or its management of emergency or exceptional situations, such as trading paper, cardboard, any other types of waste, raw materials, materials, fuels, consumables and any other similar goods."*

4. The approval of the date **June 9<sup>th</sup>, 2020** as the ex-date, as defined by the provisions of the Financial Supervisory Authority Regulation no. 5/2018.

5. The approval of the date **June 10<sup>th</sup>, 2020** as the registration date, that defines the shareholders that the decisions made within the Extraordinary General Meeting of the Shareholders of **May 20<sup>th</sup>/ 21<sup>st</sup>, 2020** shall be reflected upon.

6. 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 **May 20<sup>th</sup>/ 21<sup>st</sup>, 2020**.

**In the context of the measures taken by the Romanian authorities in relation to preventing the spread of the COVID-19 virus, including the Decree of the President of Romania no. 195 / March 16<sup>th</sup>, 2020 regarding the establishment of**

the state of emergency in the territory of Romania, we ask the shareholders, as preventive measures of protection, the following:

- to access the information materials for the EGMS in electronic format, available on the company's website [www.vrancart.ro](http://www.vrancart.ro) , the GMS section,
- to vote by correspondence, by using the voting ballot by correspondence made available by the company on the website [www.vrancart.ro](http://www.vrancart.ro) , the GMS section,
- to use as means of communication the e-mail with extended electronic signature incorporated rather than sending by post or courier to the company headquarters when sending (i) proposals regarding the addition of new items on the agenda of the EGMS , (ii) draft decisions, (iii) written questions before the EGMS, (iv) proxies for representation in the EGMS, or (v) Voting ballots for correspondence voting,
- to notify the company (by e-mail to [laurentiu.dobre@vrancart.ro](mailto:laurentiu.dobre@vrancart.ro)) at least 15 days before the date of the general meetings, in the event that the shareholder intends to participate directly or by proxy at the EGMS, to allow the company to take all the organizational measures required in the context shown, including the request of the necessary authorizations from the public authorities that have competence in this matter.

The voting right may be exerted directly, through a representative or by correspondence. Each share held gives the right to one vote within the Extraordinary 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 items on the agenda of the Extraordinary General Meeting of the Shareholders, provided that each item is accompanied by a justification or by a decision draft submitted for approval.

The proposals for the supplementation of the agenda with new items shall be submitted in a sealed envelope at the company's headquarters in Adjud Municipality, 17<sup>th</sup> Ecaterina Teodoroiu Street, Vrancea County, postal code 625100, until **April 28<sup>th</sup>, 2020**, at 16:00, the hour when the company's working program ends or they may be submitted by e-mail with an extended electronic signature incorporated according to Law no. 455/2001 on electronic signature, until **April 28<sup>th</sup>, 2020**, at 16:00, to the e-mail address [laurentiu.dobre@vrancart.ro](mailto:laurentiu.dobre@vrancart.ro), stating the subject „**For the Extraordinary General Meeting of the Shareholders to be held on May 20<sup>th</sup>/ 21<sup>st</sup>, 2020 – proposals for the supplementation 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 person 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 the meeting 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 Municipality, 17<sup>th</sup> Ecaterina Teodoroiu Street, Vrancea County, postal code 625100, until **April 28<sup>th</sup>, 2020**, at 16:00 or they may be submitted by e-mail with an extended electronic signature incorporated according to Law no. 455/2001 on the electronic signature, until **April 28<sup>th</sup>, 2020**, at 16:00, to the e-mail address laurentiu.dobre@vrancart.ro, stating the subject **„For the Extraordinary General Meeting of the Shareholders to be held on May 20<sup>th</sup>/21<sup>st</sup>, 2020 – proposals for the supplementation 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 person 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 the meeting 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 submit questions related to the items on the agenda of the Extraordinary General Meeting of the Shareholders until **April 29<sup>th</sup>, 2020**, 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 the subject **„For the Extraordinary General Meeting of the Shareholders to be held on May 20<sup>th</sup>/ 21<sup>st</sup>, 2020”**. 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 person 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 the meeting 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 to the questions having the same contents and it shall be 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 Law no. 24/2017 on issuers of financial instruments and market operations.



The shareholders registered in the company's shareholders' register as at the end of the reference date may exert 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 defined according to Law no. 24/2017 on issuers of financial instruments and market operations or to an attorney.

The original general proxy must 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 Convocation.

The shareholders may not 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.

The special proxy forms (in Romanian and/or in English) may be obtained at the company's headquarters or they may be downloaded from the company's website, starting from **April 16<sup>th</sup>, 2020**. 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 person shareholders and registration certificate in case of legal entities) shall be submitted/ sent to the company's headquarters until **May 18<sup>th</sup>, 2020**, at 11:00 and another one shall be made available to the representative, so that he/she can prove his/her capacity as a representative within 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 **May 18<sup>th</sup>, 2020**, at 11:00, to the e-mail address [laurentiu.dobre@vrancart.ro](mailto:laurentiu.dobre@vrancart.ro) stating the subject „**For the Extraordinary General Meeting of the Shareholders to be held on May 20<sup>th</sup>/21<sup>st</sup>, 2020**”. 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. shall have the possibility to vote by correspondence, before the Extraordinary General Meeting of the Shareholders by using the correspondence vote ballot. The correspondence vote ballots (in Romanian and/ or in English) may be obtained at the company's headquarters – at the Legal Department or they may be downloaded from the company's website, starting from **April 16<sup>th</sup>, 2020**. The correspondence vote ballots, filled in and signed, accompanied by the shareholder's valid identity document (ID card in case of natural person 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 **May 18<sup>th</sup>, 2020**, at 11:00. Under the sanction of losing the voting right, the vote ballots 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 ballots for the Extraordinary General Meeting of the Shareholders shall be updated until **May 05<sup>th</sup>, 2020**, in the event that one or several shareholders that meet the legal conditions request the introduction of new items on the agenda, in accordance with the provisions of Company Law no. 31/1990, republished, with subsequent amendments and completions and of the Financial Supervisory Authority Regulation no. 5/2018.

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 on the company's website ([www.vrancart.ro](http://www.vrancart.ro) – in the section “For Shareholders”/G.M.S.), starting from **April 16<sup>th</sup>, 2020**.

**Chairman of the Board of Directors  
Ionel-Marian CIUCIOI**