



To,

**The Financial Supervisory Authority
The Bucharest Stock Exchange**

**Current report according to the Financial Supervisory
Authority Regulation no. 5/2018**

Date of report:	March 18th, 2021
Name of the issuing entity:	VRANCART S.A.
Registered office:	Adjud, 17 Ecaterina Teodoroiu Street, Vrancea county
Telephone/fax no.:	0237-640.800/0237-641.720
Tax Identification Number:	1454846
Trade Registry registration no.:	J39/239/1991
Subscribed and paid-in share capital:	103.168.354,70 lei
The regulated trading market:	The Bucharest Stock Exchange

Major events to report:

The Board of Administrators of the company VRANCART S.A., based in Adjud, 17th Ecaterina Teodoroiu Street, Vrancea County, registered with the Vrancea Trade Registry Office under no. J39/239/1991, having the Tax Identification Number RO 1454846, gathered in meeting on **March 17th, 2021**, convenes for **April 27/28th, 2021**, at **11⁰⁰** the **Ordinary General Meeting of the Shareholders** and at **12⁰⁰** the **Extraordinary General Meeting of the Shareholders**.

We enclose hereto the notice to attend the **Ordinary General Meeting of the Shareholders** and the **Extraordinary General Meeting of the Shareholders** to be held on **April 27/28th, 2021**.

**Chairman of the Board of Administrators,
Ionel-Marian CIUCIOI**





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

based in Adjud Municipality, 17th 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 **April 27th, 2021 the Ordinary General Meeting of the Shareholders at 11⁰⁰ and the Extraordinary General Meeting of the Shareholders at 12⁰⁰.**

If the quorum conditions are not met on the first convocation, **the Ordinary General Meeting of the Shareholders and the Extraordinary General Meeting of the Shareholders** shall be convened for a second time, having the same agenda, for **April 28th, 2021, at 11⁰⁰ and 12⁰⁰.**

The Ordinary General Meeting of the Shareholders and the Extraordinary General Meeting of the Shareholders shall take place at the company's headquarters in Adjud Municipality, 17th Ecaterina Teodoroiu Street, Vrancea County. All the shareholders registered in the Register of Shareholders as at the end of the date **April 13th, 2021** shall be entitled to take part and vote within the **Ordinary General Meeting of the Shareholders and the Extraordinary General Meeting of the Shareholders.**

A. The Ordinary General Meeting of the Shareholders shall have the following agenda:

1. The approval of the financial statements for the financial year 2020, based on the reports presented by the Board of Directors and by the financial auditor.
2. The report of the Chairman of the Board of Directors on the coordination of the Board's activity in 2020.
3. The approval to give discharge to the Board of Directors for the financial year 2020.



4. The approval to distribute dividends with a gross amount of **0,0097** lei/share (respectively a total amount of the dividends of lei **10.007.331**) from the profit corresponding to the financial year ended on December 31st, 2020.
5. The approval to bear the expenses related to the payment of dividends from the financial resources of VRANCART (bank charges, postage fees and other expenses of the same kind).
6. The approval of the Revenues and Expenditures Budget and Investment Plan for the financial year 2021.
7. The election of a new Director/confirmation of the interim Director for a mandate duration equal to the period remaining until the expiry of the mandates of the current Directors (April 27th, 2022).
8. The selection of the Financial Auditor and the setting of the minimum duration of the contract with the Financial Auditor, following the expiration of the audit contract.
9. The approval of the remuneration of the members of the Board of Directors for the financial year January 1st, 2021 – December 31st, 2021.
10. The approval of the Remuneration Policy.
11. The approval of the general limits of all the additional remunerations of the members of the Board of Directors for the financial year January 1st, 2021 – December 31st, 2021.
12. The approval of the general limit of the monthly remuneration provided by the mandate agreement of the General Manager for the financial year January 1st, 2021 – December 31st, 2021.
13. The approval of the date **August 11th, 2021** as the *ex-date*, as defined by the provisions of the Financial Supervisory Authority Regulation no. 5/2018.
14. The approval of the date **August 12th, 2021** as the *registration date*, that defines the shareholders that the decisions made within the Ordinary General Meeting of the Shareholders of **April 27th/ 28th, 2021** shall be reflected upon.
15. The approval of the date **August 31st, 2021** as the *payment date*, as defined by the provisions of the Financial Supervisory Authority Regulation no. 5/2018.
16. The empowering of the Chairman of the meeting and of the meeting Secretary to sign the decisions of the Ordinary General Meeting of the Shareholders to be held on **April 27th/ 28th, 2021**.



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

1. The approval of the increase of the share capital of VRANCART with the amount of 17,194,725.80 lei, from 103,168,354.70 lei to 120,363,080.50 lei, by issuing a number of 171,947,258 new shares, with a nominal value of 0.10 lei each.

Stage I. Each holder of preference rights will have the right to subscribe, by preemption right, in proportion to the number of preference rights held, a number of new shares calculated according to the formula: rights held x Subscription rate, rounded to the bottom.

The subscription rate is 0.166666667. The shares will be subscribed without share premium.

The number of preference rights will be equal to the number of shares issued by the Company, registered in the Register of Shareholders of the Company kept by Depozitarul Central S.A., on the registration date of May 18th, 2021; each shareholder registered in the Register of Shareholders of the Company kept by Depozitarul Central S.A. on the registration date of May 18th, 2021, will be assigned a number of preference rights equal to the number of shares held.

Preference rights will not be admitted to trading and will not be traded, respectively.

All the necessary details for shareholders to exercise their preference rights (such as: subscription procedure, subscription period, payment procedure and method, subscription validation, subscription form and allocation rights) will be included in the Proportional Prospectus which will be approved by the Financial Supervisory Authority.

The issue price for the new shares to be issued is 0.10 lei / share.

The increase of the share capital is based on the development need of the company, by expanding the production capacities at the tissue paper, cardboard and packaging factories, their refurbishment, as well as the engagement of new relevant projects, in accordance with the Group's general development plan.

Stage II. The shares not subscribed, following the exercise of the preemption right in Stage I, will be offered for subscription to the shareholders of the company who subscribed and expressed their option to subscribe in Stage II, in proportion to the shares held, according to the same algorithm as in Stage



1. The issue price for the new shares that will be issued and subscribed in Stage II is 0.11 lei / share.
2. The empowering of the Board of Directors, with full powers, to carry out all the steps and formalities necessary to increase the share capital, within the fixed level, respectively 120,363,080.50 lei, as well as to adopt all necessary, useful and / or advisable measures and formalities required by law in connection with the implementation of the share capital increase operation, including, but not limited to, the contracting of financial intermediation services for the preparation of the Prospectus and of the related documentation necessary for the increase of the share capital, the approval of the Prospectus for offering the shares of the existing shareholders based on the preference right, the establishment of the date from which the subscription period following the exercise of the preference rights begins, the establishment of the place the subscription operations, the observance of the amount by which the share capital is effectively increased following the subscriptions, as well as for the approval of any elements / documents and for the adoption of any measures deemed necessary for the proper completion of the share capital increase operation.
3. Approval of the amendment to the Articles of Incorporation of VRANCART, as follows:

Article 6 and Article 7 of the Articles of Association shall be amended and shall have the following wording:

„**Art. 6.** The subscribed and paid-in share capital of the company is 120,363,080.50 lei.

Art. 7. The share capital is divided into 1,203,630,805 registered shares in dematerialized form, with a nominal value of 0.10 lei each.”

At the end of the capital increase procedures, the value of the share capital and the number of shares will be correlated with the final number of subscribed shares.

4. The empowering of the Board of Directors and the Chairman of the Board of Directors to validate the share capital increase at the value of the subscribed shares, to sign the additional acts to the Articles of Association as well as the Articles of Association updated with the adopted amendments.
5. Approval of the execution by VRANCART, in its capacity as sole associate of VRANCART RECYCLING (Romanian legal entity, headquartered in Adjud municipality, 17th Ecaterina Teodoroiu Street, Vrancea County, registered at





the Trade Register Office attached to the Vrancea Tribunal under no. J39/570/2020, Unique Registration Code 42972640) of an increase in the share capital of this company, with the amount of 15,600,000 lei, by full cash contribution, respectively from 1,000,000 lei (current share capital) to 16,600,000 lei.

6. The empowering of the Board of Directors, with full powers, to perform all the steps and formalities necessary to increase the share capital of VRANCART RECYCLING, within the set level.

7. The approval of the date **May 17th, 2021** as the *ex-date*, as defined by the provisions of the Financial Supervisory Authority Regulation no. 5/2018.

8. The approval of the date **May 18th, 2021** as the *registration date*, that defines the shareholders that the decisions made within the Extraordinary General Meeting of the Shareholders of **April 27th/ 28th, 2021** shall be reflected upon.

9. The approval of the date **May 19th, 2021**, as the *payment date*, as defined by the provisions of the Financial Supervisory Authority Regulation no. 5/2018.

10. 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 **April 27th/ 28th, 2021**.

The voting right may be exerted directly, through a representative or by correspondence. Each share held gives the right to one vote within the General Meetings 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 Ordinary General Meeting of the Shareholders and 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, 17th Ecaterina Teodoroiu Street, Vrancea County, postal code 625100, until **April 7th, 2021**, 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, republished, with subsequent amendments and completions, until **April 7th, 2021**, at **16:00**, to the e-mail address laurentiu.dobre@vrancart.ro, stating at subject „**For the Ordinary General**



Meeting of the Shareholders and the Extraordinary General Meeting of the Shareholders to be held on April 27th/ 28th, 2021 – 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, 17th Ecaterina Teodoroiu Street, Vrancea County, postal code 625100, until **April 7th, 2021, 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 the electronic signature, republished, with subsequent amendments and completions, until **April 7th, 2021, at 16:00**, to the e-mail address laurentiu.dobre@vrancart.ro, stating at subject **„For the Ordinary General Meeting of the Shareholders and the Extraordinary General Meeting of the Shareholders to be held on April 27th/28th, 2021 – proposals for the supplementation of the agenda”.** These proposals shall be accompanied by copies of the valid identity documents of the soliciting 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.

Each shareholder has the right to submit questions related to the items on the agenda of the Ordinary General Meeting of the Shareholders and of the Extraordinary General Meeting of the Shareholders until **April 8th, 2021, at**





16:00. The questions may be submitted in writing, to the company's headquarters in Adjud Municipality, 17th Ecaterina Teodoroiu Street, Vrancea County, postal code 625100 or by e-mail with an extended electronic signature incorporated according to Law no. 455/2001 on electronic signature, republished, with subsequent amendments and completions, to the e-mail address laurentiu.dobre@vrancart.ro, stating at subject „**For the Ordinary General Meeting of the Shareholders and the Extraordinary General Meeting of the Shareholders to be held on April 27th/ 28th, 2021**”. 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 Ordinary General Meeting of the Shareholders and 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 Ordinary General Meeting of the Shareholders and 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, with subsequent amendments and completions.

The shareholders registered in the company's Register of Shareholders as at the end of the reference date may exert their rights within the Ordinary General Meeting of the Shareholders and the Extraordinary General Meeting of the Shareholders by general proxies as well. Thus, a shareholder may participate in the Ordinary General Meeting of the Shareholders and 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, with subsequent amendments and completions, 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 Notice to attend the meeting.

The shareholders may not be represented within the Ordinary General Meeting of the Shareholders and 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 in Adjud Municipality, 17th Ecaterina Teodoroiu Street, Vrancea County, postal code 625100 or they may be downloaded from the company's website, starting from **March 26th, 2021**. 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 **April 23rd, 2021, 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, republished, with subsequent amendments and completions, until **April 23rd, 2021, at 11:00**, to the e-mail address laurentiu.dobre@vrancart.ro, stating at subject „**For the Ordinary General Meeting of the Shareholders and the Extraordinary General Meeting of the Shareholders to be held on April 27th/28th, 2021**”. On the date when the Ordinary General Meeting of the Shareholders and the Extraordinary General Meeting of the Shareholders take 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 shall have the possibility to vote by correspondence, before the Ordinary General Meeting of the Shareholders and 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 **March 26th, 2021**. 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 **April 23rd, 2021, 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 Ordinary General Meeting of the Shareholders and the Extraordinary General Meeting of the Shareholders.

The applications for the election in the Board of Directors may be submitted to the company's headquarters or they may be sent by e-mail with extended electronic signature incorporated according to Law no. 455/2001 on electronic signature, republished, with subsequent amendments and completions, no later than **April 7th, 2021, at 11:00**, to the e-mail address laurentiu.dobre@vrancart.ro, stating at subject **„For the Ordinary General Meeting of the Shareholders and the Extraordinary General Meeting of the Shareholders to be held on April 27th/28th, 2021 – Application for the Board of Administrators”**. The candidates for the Board of Directors shall meet the requirements provided by the company's Corporate Governance Regulation and Articles of Incorporation, which are available on the company's website (www.vrancart.ro – in the Section “For Shareholders”/G.M.S.).

The list comprising information related to the name, the residence locality and the professional qualification of the candidates to the position of Director shall be available at the company's headquarters and on the company's website (www.vrancart.ro - in the Section “For Shareholders”/G.M.S.), at the shareholders' disposal so that it may be consulted and supplemented by them, no later than **April 7th, 2021, which is also the deadline for the submission of the files**.

The candidates to the position of Director shall be registered in the Vote ballots in the chronological order of their application.

The applications for the selection of the Financial Auditor may be submitted to the company's headquarters or they may be sent by e-mail with extended electronic signature incorporated according to Law no. 455/2001 on electronic signature, republished, with subsequent amendments and



completions, no later than **April 7th, 2021**, at 11:00, to the e-mail address laurentiu.dobre@vrancart.ro, stating at subject „**For the Ordinary General Meeting of the Shareholders and the Extraordinary General Meeting of the Shareholders to be held on April 27th/28th, 2021 – Application for the Financial Auditor**”.

The list comprising information related to the applicants to the position of Financial Auditor shall be available at the company’s headquarters and on the company’s website (www.vrancart.ro - in the Section “For Shareholders”/G.M.S.), at the shareholders’ disposal so that it may be consulted and supplemented by them, no later than **April 7th, 2021**, which is **also the deadline for the submission of the files**.

The candidates to the position of Financial Auditor shall be registered in the Vote ballots in the chronological order of their application.

The special proxy forms and the vote ballots for the Ordinary General Meeting of the Shareholders and the Extraordinary General Meeting of the Shareholders shall be updated until **April 12th, 2021**, 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 Ordinary General Meeting of the Shareholders and 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 – in the section “For Shareholders”/G.M.S.), starting from **March 26th, 2021**.

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

