



## 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, Fiscal attribute RO, convenes for **April 27<sup>th</sup>, 2023, the Ordinary General Meeting of the Shareholders at 11<sup>00</sup> AM and the Extraordinary General Meeting of the Shareholders at 12<sup>00</sup> AM.**

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 28<sup>th</sup>, 2023, at 11<sup>00</sup> AM and 12<sup>00</sup> AM** respectively.

**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, 17<sup>th</sup> Ecaterina Teodoroiu Street, Vrancea County. All the Shareholders registered in the Register of Shareholders as at the end of the date **April 13<sup>th</sup>, 2023** shall be entitled to take part and vote within these **General Meetings 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 2022, 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 2022.
3. The approval to give discharge to the Board of Directors for the financial year 2022.
4. The approval to distribute dividends with a gross amount of **0.01 lei/share** (respectively a total amount of the dividends of **12,033,855.14 lei**) from the profit corresponding to the financial year 2022.



5. The approval to bear the expenses related to the payment of dividends from the financial resources of the company (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 2023.
7. The selecting and choosing the financial auditor and fixing the minimum duration of the contract with the financial auditor following the expiry of the audit contract.
8. The approval of the remuneration of the members of the Board of Directors for the financial year 2023, in the same amount as the previous year.
9. The approval of the general limits of all the additional remunerations of the members of the Board of Directors for the financial year 2023, in the same amount as the previous year.
10. The approval of the general limit of the monthly remuneration provided by the mandate agreement of the General Manager for the financial year 2023, in the same amount as the previous year.
11. Submission to the consultative vote of the OGMS of the Remuneration Report for the Company's directors for the year 2022, in accordance with the provisions of Article 107, paragraph (6) of Law no. 24/2017 on issuers of financial instruments and market operations, republished, as subsequently amended and supplemented.
12. The approval of the date **September 12<sup>th</sup>, 2023**, as the *ex-date*, as defined by the provisions of the Financial Supervisory Authority Regulation no. 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented.
13. The approval of the date **September 13<sup>th</sup>, 2023**, as the *registration date*, as defined by the provisions of the Financial Supervisory Authority Regulation No 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented, that defines the shareholders that the decisions made within the Ordinary General Meeting of the Shareholders of **April 27<sup>th</sup>/ 28<sup>th</sup>, 2023** shall be reflected upon.
14. The approval of the date **October 3<sup>rd</sup>, 2023**, as the *payment date*, as defined by the provisions of the Financial Supervisory Authority Regulation no. 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented.



15. 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 27<sup>th</sup>/ 28<sup>th</sup>, 2023**.

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

1. Approval of the increase of the share capital of the Company, in the amount of RON 48,840,944, from RON 120,338,551.40 to RON 169,179,495.40, by issuing a number of 488,409,440 new shares with a nominal value of RON 0.10 each.

Phase I. Each holder of Preference Rights will be entitled to subscribe, with pre-emptive rights, in proportion to the number of Preference Rights held, for a number of new shares calculated according to the formula: rights held x Subscription rate, rounded down to the nearest whole number.

The subscription rate is 0.40586282. The shares will be subscribed without share premium.

The number of Preference rights shall be equal to the number of issued shares of the Company registered in the Register of Shareholders of the Company maintained by the Central Depository S.A. on the record date of **May 18<sup>th</sup>, 2023**; each shareholder registered in the Register of Shareholders of the Company maintained by the Central Depository S.A. on the record date of **May 18<sup>th</sup>, 2023** shall be allocated 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.

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

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

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

Phase II. The shares remaining unsubscribed, following the exercise of the pre-emptive right in Phase I, will be offered for subscription to the shareholders of the Company who subscribed in Phase I, in proportion to the



pre-emptive rights held, at a subscription rate calculated as the ratio between the number of shares remaining unsubscribed in Phase I and the total number of shares existing at the date of the resolution. The issue price for the new shares to be issued and subscribed in Phase II is 0.11 lei/share. Shares remaining unsubscribed at the end of Phase II of the share capital increase will be cancelled by decision of the Board of Directors.

2. Empowerment of the the Board of Directors, with full powers, to carry out all necessary steps and formalities for the increase of the share capital, within the limit of the fixed level, i.e. 169,179. 495.40 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 related documentation required for the share capital increase, the approval of the Prospectus for the offer of shares to existing shareholders on the basis of pre-emptive rights, determining the starting date of the subscription period following the exercise of pre-emptive rights, determining the place where the subscription operations will be carried out, establishing the amount by which the share capital is effectively increased following the subscriptions, as well as for approving any elements/documents and taking any measures deemed necessary for the proper completion of the share capital increase operation.

3. Approval of the amendment of the Articles of Incorporation of the Company as follows:

Article 6 and Article 7 of the Articles of Incorporation are amended to read as follows:

**"Article 6. The subscribed and paid-up share capital of the Company is 169,179,495.40 lei.**

Art. 7. The share capital is divided into **1,691,794,954 registered shares in dematerialised 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. Empowerment 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 cancel any shares remaining unsubscribed at the end of Phase II, to sign any additional deeds to the Articles of Incorporation, the





updated Articles of Incorporation with the adopted amendments, as well as any other documentation related to the share capital increase operations.

5. Approval of the increase in the balance of the Company's credit limit from 50,000,000 Euros to 75,000,000 Euros.

6. The approval of the date **May 17<sup>th</sup>, 2023**, as the *ex-date*, as defined by the provisions of the Financial Supervisory Authority Regulation no. 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented.

7. The approval of the date **May 18<sup>th</sup>, 2023**, as the *registration date*, that defines the shareholders that the decisions made within the Ordinary General Meeting of the Shareholders of **April 27<sup>th</sup>/ 28<sup>th</sup>, 2023** shall be reflected upon.

8. The approval of the date **May 19<sup>th</sup>, 2023**, as the *payment date*, as defined by the provisions of the Financial Supervisory Authority Regulation no. 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented.

9. 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 27<sup>th</sup>/ 28<sup>th</sup>, 2023**.

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 OGMS and EGMS, 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, until **April 7<sup>th</sup>, 2023**, 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 7<sup>th</sup>**,







2023, at 16:00, to the e-mail address [marian.radu@vrancart.com](mailto:marian.radu@vrancart.com), stating at subject „**For the OGMS and EGMS to be held on April 27<sup>th</sup>/ 28<sup>th</sup>, 2023 – 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 Convening Notice 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, until **April 7<sup>th</sup>, 2023, 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 7<sup>th</sup>, 2023, at 16:00**, to the e-mail address [marian.radu@vrancart.com](mailto:marian.radu@vrancart.com), stating at subject „**For the OGMS and EGMS to be held on April 27<sup>th</sup>/28<sup>th</sup>, 2023 – 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 OGMS and EGMS until **April 10<sup>th</sup>, 2023, at 16:00**. The questions may be submitted in writing, to the company’s headquarters in Adjud Municipality, 17<sup>th</sup> Ecaterina Teodoroiu Street, Vrancea County, 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 [marian.radu@vrancart.com](mailto:marian.radu@vrancart.com), stating at subject „**For the OGMS and EGMS to be held on April 27<sup>th</sup>/ 28<sup>th</sup>, 2023**”. 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 OGMS and EGMS 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 OGMS and EGMS 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 OGMS and EGMS by general proxies as well. Thus, a shareholder may participate in the OGMS and EGMS 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 Convening Notice.





The shareholders may not be represented within the OGMS and EGMS 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, 17<sup>th</sup> Ecaterina Teodoroiu Street, Vrancea County, or they may be downloaded from the company's website – [www.vrancart.ro](http://www.vrancart.ro), starting from **March 27<sup>th</sup>, 2023**. 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 24<sup>th</sup>, 2023**, 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 24<sup>th</sup>, 2023**, at **11:00**, to the e-mail address [marian.radu@vrancart.com](mailto:marian.radu@vrancart.com), stating at subject „**For the OGMS and EGMS to be held on April 27<sup>th</sup>/28<sup>th</sup>, 2023**”. On the date when the OGMS and EGMS 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 OGMS and EGMS by using the correspondence vote ballot. The correspondence vote ballots (in Romanian and/ or in English) may be obtained at the company's headquarters in Adjud Municipality, 17<sup>th</sup> Ecaterina Teodoroiu Street, Vrancea County – at the Legal Department or they may be downloaded from the company's website – [www.vrancart.ro](http://www.vrancart.ro), starting from **March 27<sup>th</sup>, 2023**. 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 24<sup>th</sup>, 2023**, 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 considered for the determination of the quorum within the OGMS and EGMS.





In accordance with Article 105 para. (23<sup>3</sup>) of Law no. 24/2017 on issuers of financial instruments and market operations, republished, as amended, the "abstention" position adopted by a shareholder on the items on the agenda of the OGMS and EGMS does not constitute a vote cast.

The applications for the election 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 7<sup>th</sup>, 2023**, at **11:00**, to the e-mail address [marian.radu@vrancart.com](mailto:marian.radu@vrancart.com), stating at subject „**For the OGMS and EGMS to be held on April 27<sup>th</sup>/28<sup>th</sup>, 2023 – Application for the Financial Auditor**”.

List containing information on the persons who have submitted a bid for the position of Financial Auditor shall be made available to the shareholders at the company's headquarters and on the company's website ([www.vrancart.ro](http://www.vrancart.ro) - in the Section “For Shareholders”/G.M.S.), so that it may be consulted and supplemented by the shareholders, no later than **April 7<sup>th</sup>, 2023**, 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 OGMS and EGMS shall be updated until **April 12<sup>th</sup>, 2023**, 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 OGMS and EGMS may be consulted at the company's headquarters in Adjud Municipality, 17<sup>th</sup> Ecaterina Teodoroiu Street, Vrancea County, 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 **March 27<sup>th</sup>, 2023**.

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