



THE BOARD OF DIRECTORS OF THE COMPANY „VRANCART”

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 1456846, Fiscal Code RO, convenes for **April 29th, 2024 the Ordinary General Meeting of the Shareholders at 11⁰⁰ AM.**

If the quorum conditions are not met on the first convocation, **the Ordinary General Meeting of the Shareholders** shall be convened for a second time, having the same agenda, for **April 30th, 2024, at 11⁰⁰ AM.**

The Ordinary General Meeting of the Shareholders shall take place at the secondary office of the Company in Bucharest, 5th District, 45th Tudor Vladimirescu Blvd, 3rd Floor. All the shareholders registered in the Register of Shareholders as at the end of the date **April 15th, 2024** shall be entitled to take part and vote within the **Ordinary General Meeting of the Shareholders.**

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

1. Approval of the Financial Statements for the financial year 2023, based on the Reports presented by the Board of Directors and by the Financial auditor.
2. Approval of the Report of the Chairman of the Board of Directors on the coordination of the Board's activity in 2023.
3. Approval to give discharge to the Board of Directors for the financial year 2023.
4. Approval of the allocation of the net profit realised by the Company in 2023 to the category "Other reserves" as own sources of financing.



5. The approval of the Revenues and Expenditures Budget and Investment Plan for the financial year 2024.
6. Approval of the remuneration of the members of the Board of Directors for the financial year 2024, in the same amount as the previous year.
7. Approval of the general limits of all the additional remunerations of the members of the Board of Directors for the financial year 2024, in the same amount as the previous year.
8. Approval of the general limit of the monthly remuneration provided by the mandate agreement of the General Manager for the financial year 2024, in the same amount as the previous year.
9. Approval of the payment of additional remuneration to the members of the Board of Directors of the Company for the financial year 2023, in the same amount as in the previous year.
10. Submission to the consultative vote of the OGMS of the Remuneration Report for the Company's directors for the year 2023, 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.
11. The approval of the date **May 30th, 2024**, 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.
12. The approval of the date **May 31st, 2024**, 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 29th/ 30th, 2024** shall be reflected upon.
13. 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 29th/ 30th, 2024**.

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 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 Ordinary 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, until **April 09th, 2024, 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 09th, 2024, at 16:00**, to the e-mail address marian.radu@vrancart.com, stating at subject „**For the Ordinary General Meeting of the Shareholders to be held on April 29th/30th, 2024 – 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, 17th Ecaterina Teodoroiu Street, Vrancea County, until **April 09th, 2024, 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 09th, 2024, at 16:00**, to the e-mail address marian.radu@vrancart.com, stating at subject „**For the Ordinary General Meeting of the Shareholders to be held on April 29th/30th, 2024 –**



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 until **April 12th, 2024, at 16:00**. The questions may be submitted in writing, to the company's headquarters in Adjud Municipality, 17th 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, stating at subject **„For the Ordinary General Meeting of the Shareholders to be held on April 29th/30th, 2024”**. 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 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 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, republished, 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 by general proxies as well. Thus, a shareholder may participate in the Ordinary 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 Convening Notice.

The shareholders may not be represented within the Ordinary 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, or they may be downloaded from the company's website – www.vrancart.ro, starting from **March 29th, 2024**. 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 25th, 2024**, 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 25th, 2024**, at **11:00**, to the e-mail address marian.radu@vrancart.com, stating at subject „**For the Ordinary General Meeting of the Shareholders to be held on April 29th/30th, 2024**”. On the date when the Ordinary 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 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, 17th Ecaterina Teodoroiu Street, Vrancea County – at the Legal Department or they may be downloaded from the company's website – www.vrancart.ro, starting from **March 29th, 2024**. 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 25th, 2024, 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 Ordinary General Meeting of the Shareholders.

In accordance with Article 105 para. (23³) 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 Ordinary General Meeting of the Shareholders does not constitute a cast vote.

The special proxy forms and the vote ballots for the Ordinary General Meeting of the Shareholders shall be updated until **April 11th, 2024**, 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 may be consulted at the company's headquarters in Adjud Municipality, 17th Ecaterina Teodoroiu Street, Vrancea County, any working day or on the company's website



(www.vrancart.ro – in the section “For Shareholders”/G.M.S.), starting from **March 29th, 2024.**

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

