



VRANCART S.A.

625100 Adjud-Vrancea, România, Str. Ecaterina Teodoroiu 17

RO 1454846, J39/239/1991

Capital social subscris și vărsat 86.371.792 RON

RO54 RNCB 0268 0087 9340 0001 - BCR Adjud

RO95 RZBR 0000 0600 0094 5306 - Raiffeisen Bank Adjud

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THE MANAGEMENT BOARD

OF THE COMPANY „VRANCART” S.A. ADJUD

based in Adjud Municipality, 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 on **December 16th, 2015 the Extraordinary General Meeting of the Shareholders at 11⁰⁰.**

If the quorum conditions are not met at the first convocation, the **Extraordinary General Meeting of the Shareholders** with the same agenda shall be convened for the second time, on **December 17th, 2015 at 11⁰⁰.**

The **Extraordinary General Meeting of the Shareholders** shall take place at the company's headquarters in Adjud Municipality, 17 Ec. Teodoroiu Street, Vrancea County. All the shareholders registered in the shareholders' registry at the end of the day **December 3rd, 2015** are entitled to take part to this **Extraordinary General Meeting of the Shareholders.**

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

1. The approval of the amendment of the Articles of Incorporation of VRANCART S.A. Adjud, as follows:

Article 5 of the Articles of Incorporation shall be amended by the following secondary areas of activity:

- 2221 – Manufacturing of sheets, foils, tubes and profiles from plastic material
- 2222 – Manufacturing of packaging from plastic material
- 3511 – Electricity production
- 3512 – Transmission of electricity
- 3530 – Steam and air conditioning supply

2. The approval of the date **January 13th, 2016** as the ex-date as defined by the provisions of the National Securities Commission (CNVM) Regulation no. 6/2009 and of the date January 14th, 2016 as the registration date, which defines the shareholders upon which the decisions made within the Extraordinary General Meeting of the Shareholders of December 16th/ 17th, 2015 shall be reflected upon.

The voting right can be exercised directly, through a representative or by correspondence.

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 on the completion of the agenda with new points shall be submitted in a sealed envelope at the company's headquarters in Adjud, 17 Ec. Teodoroiu Street, Vrancea County, postal code 625100, until **November 24th, 2015**, at 16:00, the hour 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 the electronic signature, until **November 24th, 2015**, at 16:00, at the e-mail address laurentiu.dobre@vrancart.ro stating at subject **„For the Extraordinary General Meeting of the Shareholders on December 16th/ 17th, 2015 – 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 points 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 points 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 **November 24th, 2015**, 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 **November 24th, 2015**, at 16:00, at the e-mail address laurentiu.dobre@vrancart.ro stating at subject **„For the Extraordinary General Meeting of the Shareholders on December 16th/ 17th, 2015 – 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 points 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 points on the agenda of the Extraordinary General Meeting of the Shareholders until **December 2nd, 2015**, at 16:00. The questions may be filed in writing, at the company's headquarters or by e-mail with an extended electronic signature incorporated according to Law no. 455/2001 on the electronic signature, at the e-mail address laurentiu.dobre@vrancart.ro stating at subject **„for the Extraordinary General**

Meeting of the Shareholders on December 16th/ 17th, 2015". 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 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 Government Emergency Ordinance no. 90/2014 for the amendment and completion of Law no. 297/2004 on capital market.

The shareholders registered in the company's shareholders' register by 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 defined according to art. 2 para. 1 of Law no. 297/2004 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 interests situation, according to art. 243 para. 6⁴ of Law no. 297/2004.

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 **November 13th, 2015**. 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 **December 14th, 2015**, 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 at the meeting. The proxies accompanied by the shareholders' identification documents may be sent by e-mail as well, with the extended electronic signature incorporated according to Law no. 455/2001 on the electronic signature, until **December 14th, 2015**, at 11:00, at the e-mail address laurentiu.dobre@vrancart.ro stating at subject „**for the Extraordinary General Meeting of the Shareholders on December 16th/ 17th, 2015**". 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 **November 13th, 2015**. 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 **December 14th, 2015**, at 11:00. Under the sanction of losing the voting right, the vote bulletins received after the date and hour 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 Meeting of the Shareholders shall be updated until **December 2nd, 2015**, in the event that one or several shareholders meeting the legal conditions request the introduction of new points on the agenda, in accordance with the provisions of Law no. 31/1990 as republished and Art.7 and 13 of the National Securities Commission 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 – the section "For Shareholders" /G.M.S.), starting from **November 13th, 2015**.

Management Board President

Ec. Ciucioi Ionel-Marian

