

THE REPORT OF THE CHAIRMAN OF THE BOARD OF DIRECTORS OF VRANCART ON THE COORDINATION OF THE BOARD'S ACTIVITY IN 2020

The Company „VRANCART” (*“the Company”*) is managed in a unitary system by a Board of Directors composed of 5 members, elected by the General Meeting of the Shareholders for a period of 4 years, with the possibility of being re-elected.

The Board of Directors has decision-making competences regarding the management of the Company, except for those decisions provided exclusively for the General Meeting of Shareholders, Ordinary or Extraordinary, by the law or by the Articles of Incorporation of the Company.

The Board of Directors elects from among its members a Chairman, who also fulfills the function of General Manager and Executive Director of the Company.

In the current mandate of the Board of Directors, elected by the General Meeting of the Shareholders held on April 27th, 2018, the structure of the Board of Directors provides a balance between the executive and the non-executive members, with a ratio of 1/5.

During the period between January 1st, 2020 – December 31st, 2020, the company was managed by a Board of Directors composed of 5 members, having the following structure:

- Ionel-Marian CIUCIOI – Chairman of the Board
- Bogdan-Alexandru DRAGOI – Member of the Board
- Sergiu MIHAILOV – Member of the Board
- Adrian FERCU – Member of the Board (elected at the Ordinary General Meeting of Shareholders held on April 27th, 2018)
- Rachid EL LAKIS – Provisional Member of the Board (appointed by the Board of Directors, starting with July 3rd, 2020)

The operation and the activity of the Board of Directors complied with the statutory and legal provisions in force, with particular reference to:

- The updated Articles of Incorporation of VRANCART,
- Companies Law no. 31/1990, republished, with subsequent amendments and completions,
- Law no. 24/2017 on issuers of financial instruments and market operations, with subsequent amendments and completions

The Board of Directors of VRANCART gathered 19 times in 2020.

The convening of the Members of the Board of Directors and their presence at the meetings took place in accordance with the legal and statutory provisions.

The Chairman of the Board of Directors chaired all the meetings of the Board of Directors in 2020.

Following the debates from the meetings of the Board of Directors, 40 decisions were adopted regarding the current activity of the Company. All decisions were adopted with the "for" vote of the majority of those present.

The 40 decisions of the Board of Directors adopted during the analyzed period addressed the following topics:

- 25 decisions regarding the organization of the current activity of the Company;
- 6 decisions regarding the approval of the extensions of some credit lines and accessing banking facilities;
- 9 decisions regarding the approval of some development projects for the Company or for VRANCART Group.

All the resolutions of the 40 decisions adopted by the Board of Directors of VRANCART between January 1st, 2020 – December 31st, 2020, are being implemented or have already been implemented.

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