

PROJECT

ARTICLES OF INCORPORATION

*OF THE
COMPANY*

„VRANCART”

CHAPTER I

**Name, legal form, headquarters, duration
of the company**

Art. 1. *The name* of the company is: „VRANCART”.

Art. 2. *The legal form* of the company is: **joint-stock company**.

Art. 3. *The headquarters* of the company is in **Romania, Adjud Muicipality, 17th Ecaterina Teodoroiu Street, Vrancea County**.

(2) The headquarters may be changed in other localities in the county or in the country with the agreement of the shareholders and based on the Decision of their Extraordinary General Assembly.

(3) The company may establish subsidiaries, branches, agencies, work points, representations by Decision of the Board of Directors.

(4) At subsidiaries, branches, agencies, work points can be carried out the same activities that take place at the company's headquarters, activities specified in Chapter III - "Object of activity of the company".

Art. 4. *The duration* of the company is **unlimited**.

CHAPTER II

The object of activity of the company

Art. 5. *The object of activity* of the company includes the following fields:

MAIN FIELD:

1721 - Manufacture of corrugated paper and paperboard and of packaging of paper and paperboard

SECONDARY FIELDS:

- 0111** - Cultivation of cereals (excluding rice), leguminous plants and oilseeds
- 0113** - Cultivation of vegetables and melons, roots and tubers
- 0119** - Cultivation of other plants from non-permanent crops
- 0125** - Cultivation of fruit trees, strawberries, walnuts and other fruit trees
- 0128** - Cultivation of spices, aromatic, medicinal and pharmaceutical plants
- 0130** - Cultivation of plants for propagation
- 0161** - Auxiliary activities for crop production
- 0163** - Post-harvest activities
- 0164** - Seed preparation
- 0210** - Forestry and other forestry activities
- 0230** - Collection of non-wood forest products from spontaneous flora
- 0240** - Service activities annexed to forestry
- 0321** - Marine aquaculture
- 0322** - Freshwater aquaculture
- 1020** - Processing and preserving of fish, crustaceans and molluscs
- 1039** - Processing and preserving fruits and vegetables n.c.a.
- 1085** - Manufacture of prepared dishes
- 1091** - Manufacture of food preparations for farm animals
- 1610** - Sawmills and planing of wood
- 1622** - Manufacture of parquet assembled in panels
- 1623** - Manufacture of other carpentry and joinery elements, for construction
- 1624** - Manufacture of wooden packages
- 1629** - Manufacture of other wood products; manufacture of articles of cork, straw and plaiting materials
- 1711** - Manufacture of cellulose
- 1712** - Manufacture of paper and paperboard
- 1722** - Manufacture of household and sanitary products, of paper or cardboard
- 1723** - Manufacture of stationery
- 1729** - Manufacture of other articles of paper and paperboard n.c.a.
- 1812** - Other printing activities n.c.a.
- 1813** - Preparatory services for pre-printing
- 2016** - Manufacture of plastics in primary forms
- 2221** - Manufacture of plastic plates, sheets, tubes and profiles
- 2222** - Manufacture of plastic packaging articles
- 2223** - Manufacture of plastic articles for construction
- 2229** - Manufacture of other plastic products
- 2351** - Manufacture of cement
- 2352** - Manufacture of lime and plaster
- 2361** - Manufacture of concrete products for construction
- 2362** - Manufacture of plaster products for construction

2363 - Manufacture of concrete
2364 - Manufacture of mortar
2433 - Production of cold profiles
2511 - Manufacture of metal constructions and parts of metal structures
2512 - Manufacture of metal doors and windows
2521 - Production of radiators and boilers for central heating
2529 - Production of metal tanks, tanks and containers
2530 - Production of steam generators (except central heating boilers)
2550 - Manufacture of metal products obtained by plastic deformation; powder metallurgy
2561 - Treatment and coating of metals
2562 - General mechanical operations
2573 - Manufacture of tools
2591 - Manufacture of steel containers, containers and other similar products
2592 - Manufacture of lightweight metal packaging
2593 - Manufacture of articles of metal wire; manufacture of chains and springs
2594 - Manufacture of screws, bolts and other threaded articles; manufacture of rivets and washers
2611 - Manufacture of electronic subassemblies (modules)
2712 - Manufacture of electricity distribution and control apparatus
2733 - Manufacture of connection devices for electrical and electronic wires and cables
2751 - Manufacture of household appliances
2790 - Manufacture of other electrical equipment
2815 - Manufacture of bearings, gears, gearboxes and mechanical transmission elements
2822 - Manufacture of lifting and handling equipment
2823 - Manufacture of office machinery and equipment (excl. Manufacture of computers and peripheral equipment)
2825 - Manufacture of ventilation and refrigeration equipment, except household equipment
2829 - Manufacture of other general purpose machinery n.c.a.
2894 - Manufacture of machinery for textiles, clothing and leather
2895 - Manufacture of paper and paperboard machinery
2896 - Manufacture of plastics and rubber processing machinery
2899 - Manufacture of other specific machinery and equipment n.c.a.
2932 - Manufacture of other parts and accessories for motor vehicles and motor vehicles
3011 - Shipbuilding and floating structures
3020 - Manufacture of rolling stock
3030 - Manufacture of aircraft and spacecraft
3101 - Manufacture of office and shop furniture
3102 - Manufacture of kitchen furniture
3109 - Manufacture of furniture n.c.a.
3250 - Manufacture of medical and dental devices, apparatus and instruments
3299 - Manufacture of other n.c.a.

3311 - Repair of articles made of metal
3312 - Repair of cars
3313 - Repair of electronic and optical equipment
3314 - Repair of electrical equipment
3317 - Repair and maintenance of other transport equipment n.c.a.
3319 - Repair of other equipment
3320 - Installation of industrial machinery and equipment
3511 - Electricity production
3512 - Electricity transport
3513 - Electricity distribution
3514 - Electricity trading
3522 - Distribution of gaseous fuels through pipelines
3523 - Commercialization of gaseous fuels through pipelines
3530 - Supply of steam and air conditioning
3600 - Water capture, treatment and distribution
3700 - Collection and treatment of wastewater
3811 - Collection of non-hazardous waste
3812 - Hazardous waste collection
3821 - Treatment and disposal of non-hazardous waste
3822 - Hazardous waste treatment and disposal
3831 - Removal (disassembly) of end-of-life machinery and equipment for material recovery
3832 - Recovery of sorted recyclable materials
3900 - Decontamination activities and services
4120 - Construction work for residential and non-residential buildings
4211 - Road and highway construction work
4212 - Construction of surface and underground railways
4213 - Construction of bridges and tunnels
4221 - Construction works for utility projects for fluids
4222 - Construction works for utility projects for electricity and telecommunications
4299 - Construction works of other engineering projects n.c.a
4311 - Construction demolition works
4312 - Fieldwork
4313 - Construction and drilling work
4321 - Works of electrical installations
4322 - Works of plumbing, heating and air conditioning
4329 - Other construction works
4331 - Plastering works
4332 - Joinery and carpentry works
4333 - Floor and wall cladding
4334 - Painting, painting and installation of windows
4339 - Other finishing work
4391 - Works of roofing, roofing and terraces for construction
4399 - Other special construction works n.c.a.

- 4511** - Trade in cars and light vehicles (under 3.5 tonnes)
- 4519** - Trade in other motor vehicles
- 4520** - Maintenance and repair of motor vehicles
- 4531** - Wholesale of motor vehicle parts and accessories
- 4532** - Retail sale of motor vehicle parts and accessories
- 4613** - Intermediaries in the trade with wood and construction materials
- 4614** - Brokers in trade in cars, industrial equipment, ships and airplanes
- 4615** - Brokers in the trade with furniture, household and hardware
- 4619** - Intermediaries in the trade with various products
- 4631** - Wholesale of fruit and vegetables
- 4638** - Specialized wholesale of other foods, including fish, crustaceans and molluscs
- 4643** - Wholesale of household electrical appliances, radios and televisions
- 4647** - Wholesale of furniture, carpets and lighting articles
- 4648** - Wholesale of watches and jewelery
- 4649** - Wholesale of other household goods
- 4651** - Wholesale of computers, peripheral equipment and software
- 4661** - Wholesale of agricultural machinery, equipment and supplies
- 4662** - Wholesale of machine tools
- 4663** - Wholesale of machinery for the mining and construction industries
- 4666** - Wholesale of other office machinery and equipment
- 4669** - Wholesale of other machinery and equipment
- 4673** - Wholesale of wood, construction materials and sanitary equipment
- 4677** - Wholesale of waste and scrap
- 4690** - Non-specialized wholesale trade
- 4711** - Retail sale in non-specialized stores with food, beverages or tobacco predominating
- 4719** - Retail sale in non-specialized stores with food, beverages or tobacco predominating
- 4723** - Retail sale of fish, crustaceans and molluscs in specialized stores
- 4741** - Retail sale of computers, peripheral units and software in specialized stores
- 4742** - Retail sale of telecommunications equipment in specialized stores
- 4753** - Retail sale of carpets, rugs, wallpapers and other floor coverings in specialized stores
- 4759** - Retail sale of furniture, lighting equipment and other household articles in specialized stores
- 4761** - Retail sale of books in specialized stores
- 4762** - Retail sale of newspapers and stationery in specialized stores
- 4764** - Retail sale of sports equipment in specialized stores
- 4765** - Retail sale of games and toys in specialized stores
- 4776** - Retail sale of flowers, plants and seeds; retail trade of pet and food for them, in specialized stores
- 4777** - Retail sale of watches and jewelery in specialized stores
- 4778** - Retail sale of other new goods in specialized stores

4781 - Retail sale of food, beverages and tobacco products made through stands, kiosks and markets
4782 - Retail sale of textiles, clothing and footwear through stands, kiosks and markets
4789 - Retail trade through stands, kiosks and markets of other products
4910 - Interurban passenger transport by rail
4920 - Freight transport by rail
4931 - Urban, suburban and metropolitan passenger transport
4939 - Other passenger land transport n.c.a
4941 - Freight transport by road
4942 - Moving services
5210 – Deposits

5221 – Auxiliary service activities for land transport
5224 - Manipulations
5229 - Other transport activities
5320 - Other postal and courier activities
5510 - Hotels and other similar accommodation facilities
5520 - Accommodation facilities for holidays and short periods
5590 - Other accommodation services
5621 - Event catering
5629 - Other food services n.c.a.
5811 - Book publishing activities
5812 - Editing of guides, compendiums, address lists and the like
5813 - Newspaper editing activities
5814 - Publishing of magazines and periodicals
5819 - Other publishing activities
5821 - Computer game editing activities
5829 - Editing of other software products
5920 - Audio recording and music editing activities
6010 - Radio broadcasting activities
6020 - Television broadcasting activities
6110 - Telecommunications activities via cable networks
6120 - Wireless telecommunications activities (excluding satellite)
6130 - Satellite telecommunications activities
6190 - Other telecommunications activities
6201 - Custom software development activities (customer oriented software)
6202 - Consultancy activities in information technology
6209 - Other service activities regarding information technology
6311 - Data processing, web page management and related activities
6312 - Web portal activities
6399 - Other information service activities n.c.a.
6810 - Purchase and sale of own real estate
6820 - Renting and leasing of own or rented real estate
6831 - Real estate agencies

7021 - Consultancy in the field of public relations and communication
7022 - Business and management consultancy activities
7111 - Architectural activities
7112 - Engineering and technical consultancy relating thereto
7120 - Technical testing and analysis activities
7211 - Research and development in biotechnology
7219 - Research and development in other natural sciences and engineering
7220 - Research and development in the social sciences and humanities
7311 - Advertising agency activities
7312 - Media services
7410 - Specialized design activities
7490 - Other professional, scientific and technical activities n.c.a.
7711 - Rental and leasing of cars and light road vehicles
7712 - Rental and leasing of heavy road vehicles
7732 - Rental and leasing of construction machinery and equipment
7733 - Rental and leasing of office machinery and equipment (including computers)
7739 - Rental and leasing of other machinery, equipment and tangible goods n.c.a.
7740 - Leasing of intangible assets (exclusively financial)
8020 - Security systems service activities
8121 - General building cleaning activities
8122 - Specialized cleaning activities
8129 - Other cleaning activities
8130 - Landscape maintenance activities
8220 - Call center activities
8230 - Organization of exhibitions, fairs and congresses
8291 - Activities of collection agencies and credit reporting bureaus
8299 - Other business support service activities n.c.a.
8413 - Regulation and efficiency of economic activities
8425 - Firefighting and prevention activities
8532 - Secondary, technical or vocational education
8551 - Sports and recreational education
8552 - Cultural education (languages, music, theater, dance, visual arts, etc.)
8559 - Other forms of education n.c.a.
8560 - Educational support service activities
8690 - Other human health activities
9511 - Repair of computers and peripheral equipment
9521 - Repair of electronic household appliances
9522 - Repair of household appliances and home and garden equipment
9524 - Repair of furniture and household furnishings
9601 - Washing and cleaning (drying) of textiles and fur products

2) The company will be able to carry out IMPORT-EXPORT activities with the goods and services provided to be carried out in the main activity, in the secondary

activities and with other products and services, than those realized through the object of activity of the company.

CHAPTER III

Subscribed and paid-up share capital. Shares.

Art. 6. The subscribed and paid-up *share capital* of the company is **103,168,354.70** lei.

Art. 7. The share capital is divided into **1,031,683,547** *registered shares in dematerialized form*, with a nominal value of 0.10 lei each.

Art. 8. The shares of the company are traded on the Bucharest Stock Exchange and are subject to the regulations of this market.

CHAPTER IV

About the General Meetings of Shareholders

Art. 9. The General Meetings are convened, organized and held in accordance with the legal provisions, at the company's headquarters or at another location on the Romanian territory, established in the convening notice.

Art. 10.

10.1. It is delegated from the Extraordinary General Meeting of Shareholders to the Board of Directors, according to Article 114 paragraph (1) of Companies Law no. 31/1990, republished, with the subsequent modifications and completions, the exercise of the following attributions:

- relocation of the company headquarters,
- changing the secondary objects of activity of the company,
- setting up or abolishing secondary offices: branches, agencies, offices or other such units without legal personality,
- increase of the share capital.

10.2. The Extraordinary General Meeting of Shareholders has the following powers:

- changing of the name of the company,
- changing of the main activity object,
- changing of the legal form of the company,
- extension of the duration of the company,
- reducing the share capital or increasing it by issuing new shares,
- merger with other companies,
- the division of the company,
- the early dissolution of the company,
- any operation that involves the modification of the securities of the company (except for the share capital increasing procedures), unless stipulated otherwise in the law,

- any other modification of the Articles of Incorporation or any other decision for which approval of the Extraordinary General Meeting of Shareholders is required.

10.3. The Ordinary General Meeting of Shareholders has the following powers:

- to discuss, approve or modify the annual financial statements, based on the reports presented by the Board of Directors and the financial auditor and to set the dividend,
- to elect and dismiss the members of the Board of Directors,
- to appoint or dismiss the financial auditor and to set the minimum duration of the financial audit contract,
- to fix the remuneration due for the current exercise of the members of the Board of Directors,
- to fix the amount of additional remuneration within the Board of Directors for the current year,
- to set the general limit of the remuneration of the Director General for the current year,
- to decide on the management of the Board of Directors,
- to establish the Income and Expenditure Budget and, as the case may be, the Activity Program, for the following financial year,
- to decide the pledge, rent or cancellation of one or more units of the company,
- Approves the conclusion of any acts and transactions on behalf of the company, which include acquisitions, transfers, rentals, exchanges, as well as committing loans and guaranteeing assets from the assets of the company, the value of which exceeds the approval authority of the Board of Directors, according to the Articles of Incorporation or any legal provisions incident to the date of the transaction,
- any other decision for which approval of the Ordinary General Meeting of Shareholders is required.

Art. 11. In addition to the powers granted by this Articles of Incorporation, the General Meetings of the Shareholders shall also have the powers granted by law.

CHAPTER V

Company management

Art. 12. The company is managed in a unitary system, by a Board of Directors consisting of 5 members.

Art. 13. The number of the members of the Board of Directors is established by the Ordinary General Meeting, which chooses the Board of Directors. The term of office is 4 years.

Art. 14. The Chairman of the Board of Directors is elected by the Board of Directors.

Art. 15. The Board of Directors delegates the management of the company to the General Manager.

Art. 16. In order to be a member of the Board of Directors of the Company, any candidate must cumulatively fulfil the following conditions, for the proof of which he will present, at the request of the Company, supporting documentation:

- have higher education completed,
- to have no criminal record,
- not to be in any state of legal prohibition or incompatibility,
- not to be a member of the management structures, employed in any position and have no business links, directly or through interposed, with companies having the same object of activity with VRANCART, with the exception of companies affiliated with the VRANCART Group.

The abovementioned conditions are also applicable to any member of the Board of Directors of the Company at any time during the term of his/her term of office.

Art. 17. The members of the Board of Directors have the right to settle the expenses related to the fulfilment of the mandate.

Art. 18. For operative purposes, in emergency situations, the Board of Directors debates can also take place by electronic means of communication, with 48 hours prior written notification made by the Secretary or the Chairman of the Board of Directors to the members of the Board. The transcript of the debates will be communicated by the Secretary to the members of the Board of Directors by e-mail and will be returned to the Secretary by post with the holographic signature of the member of the Board of Directors.

Art. 19. In exceptional cases justified by the urgency of the situation and by the interest of the company, the decisions of the Board of Directors may be taken by the vote of the members, expressed in writing or by electronic means of communication, except for decisions regarding the annual financial statements or the authorized capital.

Art. 20. The remuneration of the members of the Board of Directors is established by the Ordinary General Meeting of Shareholders.

Art. 21. The Ordinary General Meeting of Shareholders sets the general limits of the additional remuneration of the members of the Board of Directors charged with specific functions as well as the general limit of the remuneration of the General Manager.

Art. 22. The powers of the Board of Directors are those provided by law and by this Articles of Incorporation, regarding the delegation of powers from the Extraordinary General Meeting of Shareholders. In addition, the Board of Directors also has the following powers:

- Approves the company's strategic development plan,
- Analyzes annually the stage of achieving the strategic development plan and takes measures in this regard to be adopted by the executive,
- Establishment of the accounting policies and the financial control system, as well as the approval of the financial planning,
- Analyzes and debates quarterly the report of the General Manager on the results of the company and adopts resolutions to improve the activity,

- Approves the organizational chart,
- Approves any collective redundancy, as well as any other restructuring plan of the company,
- Approves the transfer or licensing of any intellectual property rights to third parties,
- Approves and supervises the corporate governance policies of the company,
- Approves the appointment and dismissal of the Chairman of the Board of Directors,
- Approves the conclusion of any acts and transactions on behalf of the company, which include acquisitions, transfers, rentals, exchanges, as well as the commitment of loans and guarantees with assets from the company's assets, which exceed the limits of competence granted to the General Manager, but with regard to the upper limits of competence provided by the incidental legal provisions,
- Decides on the acquisition or renunciation by the company of the status of associate, shareholder, member and the like in any other legal entities, unless otherwise provided by law and this Articles of Incorporation,
- Decides on all aspects, including statutory, arising from the company's status of associate, shareholder, member and the like in other legal entities, unless otherwise provided by law and this Articles of Incorporation,
- Appoints and dismisses the executive directors and establishes their remuneration,
- Supervises the activity of the executive directors,
- Approves the opening of the insolvency procedure at the request of the debtor.

Art. 23. The General Manager has the following powers:

- manages the company with delegation of competence by the Board of Directors,
- carries out the decisions of the General Meetings of the Shareholders and of the Board of Directors,
- represents the company in the relations with the shareholders, third parties, including the courts or arbitral tribunals, the union or the employees' representatives, according to the law and the present Articles of Incorporation,
- hires and dismisses the company's personnel,
- proposes to the Board of Directors the modification of the organizational chart, when he/her considers it necessary to make structural changes,
- approves the modification of the number of personnel, according to the requirements of the company at a given moment, without changes of organizational structure and with the inclusion of the remuneration fund in the provisions of the Incomes and expenses budget,
- approves the job descriptions for all the posts in the organizational chart,
- approves the salaries of all employees, except the remuneration of the executive directors, and their individual changes with the classification of

the remuneration fund in the provisions of the Incomes and expenses budget,

- submits to the Board of Directors approval for salary increases for the entire personnel of the company,
- submits to the Board of Directors the collective redundancies,
- approves sanctions for company personnel,
- has the right of signature in the bank; designates and revokes the persons who will have this right as well as the limits of competence of the designated ones,
- it can legally engage the company within the limits established by the Articles of Incorporation, the Board of Directors and the General Meetings of the Shareholders, in compliance with the legal provisions,
- takes operational decisions to ensure the conditions for the achievement of the provisions of the Revenues and expenses budget and other objectives set by the General Meetings of the Shareholders and the Board of Directors, reporting to them on how to fulfill them,
- Concludes any documents and transactions on behalf of the company that include acquisitions, alienations, leases, exchanges, as well as committing loans and guaranteeing assets from the assets of the company, *i*) without limit of amount if previously approved by decisions of the Board of Directors, or *ii*) within the limit of 200,000 (twohundredthousand) lei for those not previously approved by the Board of Directors, except for any legal acts and operations related to the usual conduct of the company's activity or its management of emergency or exceptional situations, such as trading paper, cardboard, any other types of waste, raw materials, materials, fuels, consumables and any other similar goods.

CHAPTER VI

Financial audit. Internal audit

Art. 24. The annual financial statements of VRANCART S.A. are subject to financial audit in accordance with the legal provisions.

The financial auditor is appointed by the Ordinary General Meeting of Shareholders who will also fix the minimum duration of the financial audit contract.

Art. 25. The company VRANCART S.A. organizes internal audit according to the norms elaborated by the Chamber of Financial Auditors in Romania and will apply the reporting procedure according to the regulations of the profession.

CHAPTER VII

Dissolution. Liquidation

Art. 26. This Articles of Incorporation do not provide other situations than the legal ones for the dissolution of the company.

Art. 27. The liquidation of the company will be carried out in the situations and under the conditions provided by law.

CHAPTER VIII
Final dispositions

Art. 28. The financial year begins on January 1st and ends on December 31st for each fiscal year.

Art. 29. In all the cases not settled by the Articles of Incorporation the provisions of the law apply.

Art. 30. The Articles of Incorporation were drafted in 4 copies.

EMPOWERED BY THE E.G.M.S.,
Chairman of the Board of Directors,
General Manager,

Ionel-Marian CIUCIOI