



The current report according to CNVM Regulation No.1 / 2006
804/ March 20, 2018

PRODVINALCO S.A.

400230, Cluj-Napoca, no. 2-4 Calea Baciului, Cluj County

Phone: 0040-0372-641.910; Fax: 0040-0372-876.976

Trade Registry Number: J12/68/1991

VAT number: RO199222

Share capital: RON 3,149.503.4

Symbol: VAC

I. Important events:

Changes in the control of company: N/A

Acquisitions and disposals of substantial assets: N/A

Bankruptcy proceedings: N/A

Other events: CONVOCAȚION DE ÎNTRĂRIȘTE ÎN ȘEDINȚA ORDINARĂ A ADUNĂRII GENERALE A ACȚIONARILOR

By the Decision adopted on March 20, 2018 the Administration Council of PRODVINALCO S.A., headquartered in Cluj-Napoca, at no. 2-4 Calea Baciului, County Cluj, registered with the Trade Register as entry no. J12/68/1991, VAT number RO 199222, registered capital: RON 3,149,503.4 (hereinafter referred to as "the Company") convenes the Ordinary General Meeting of Shareholders to be held on **April 23, 2018** at 2:00 p.m. for all shareholders registered in the Register of Shareholders by the end of the day of **April 13, 2018** deemed as the reference date. In the event of failing to meet the requirements of a quorum, the general meeting will be held on **April 24, 2017** at the same place, the same time, with the same agenda. The Ordinary General Meeting of Shareholders will be held at the headquarters of PRODVINALCO SA, located in Cluj-Napoca, at no. 2-4 Calea Baciului Str., Cluj County.

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

1. Approval to correct of the retained earnings with the amount of 110.818 lei.
2. Approval of the financial statements of PRODVINALCO SA for the fiscal year 2017.
3. Approval of the management report on the financial results of PRODVINALCO SA for the fiscal year 2017.
4. Approval of the independent financial auditor's report on the financial statements of the fiscal year 2017.
5. Approval of net profit distribution and the distribution of dividends in the amount of 8.500.510 lei, representing 0.2699 lei gross dividend/share.
6. Approval of income and expenditure budget for the fiscal year 2018.
7. Approval of Administration Council members remuneration for the ongoing year and adjusting the remuneration for the period January – April 2018.
8. Approval of the Administration Council members discharge for the fiscal year 2017.



9. Authorizing the Administration Council to appoint the paying agent and represent the company and perform all the necessary steps in order to implement this decision, in relations with the Central Depository and the paying agent that will be appointed, as well as for properly informing the shareholders about all the details regarding the payment of the dividends.
10. Authorizing the President of the Administration Council / Executive President of the Administration Council to elaborate and sign all the decisions approved in the Ordinary General Meeting, as well as to make the necessary formalities at the Trade Registry, the Official Journal, ASF and BVB.
11. Approval of the date of May 11, 2018 as registration date, date of May 10, 2018 as ex date, and the date of May 23, 2018 as payment date.

At the General Meeting of Shareholders are entitled to attend and vote only the shareholders registered in the Register of Shareholders on the reference date set for the end of the day of **April 13, 2018**. In order to attend the and vote at the General Meeting of Shareholders, the shareholders must present the original identity card. In the case of shareholders who are legal persons or entities without legal personality, the capacity of a legal representative is established based on the list of shareholders at the reference date, received from the Central Depository. The documents certifying the capacity of a legal representative drafted in a foreign language other than English will be accompanied by a translation made by a sworn translator into Romanian or English. Legalisation or the apostille on the documents certifying the capacity of a legal representative of the shareholder is not required. The foregoing provisions to prove the capacity of a shareholder applies accordingly to prove the capacity of a shareholder / legal representative of the shareholder proposing the introduction of new items on the agenda of the general meeting of shareholders or who asks the issuer questions regarding the items on the agenda of the general meeting of shareholders.

The representation of the shareholders in the General Meeting of Shareholders can also be done by other people than the shareholders. Participation by representative is made on the basis of a special proxy, in accordance with the form provided at www.prodvalco.ro, or a general proxy, in compliance with art.92 of the Law no. 24/2017 on issuers of financial instruments and market operations, under the conditions of art. 14, 15, 15¹, 16, 17 and 17¹ of the Regulation no. 6/2009, with subsequent amendments and completions.

The general proxy is granted for representation in one or more general meetings of shareholders of one or more companies identified in the proxy, which does not contain specific voting instructions from the shareholder. The general proxy must contain the information mentioned on art. 15¹ of Regulation no. 6/2009. Shareholders can not be represented in the General Meeting of Shareholders based on an general proxy by a person who is in a conflict of interest, as is mentioned in art. 92, paragraph 15, point a-d of Law 24/2017. Before their first use, a copy of the general proxy must be submitted to Prodvalco SA, 48 hours before the general meeting, including a statement of compliance with the original, signed by the representative. The general proxy given by a shareholder, as a customer, to an intermediary or to a lawyer, will be accepted by Prodvalco SA without requesting additional documents regarding the shareholder, according to art. 17¹ of Regulation no. 6/2009.

Special proxy can be granted to any person for representation in the General Meeting of Shareholders and contains specific voting instructions from the shareholder issuer. The proxy will be prepared in three copies. A copy of it will be handed over to the attorney-at-fact to prove his / her capacity in the General Meeting of Shareholders, a copy of remains with the shareholder and a copy of the proxy shall be sent in original to SC PRODVALCO SA. A shareholder may appoint by his /



her attorney-at-fact one or more alternate representatives to ensure his / her representation in the General Assembly if the appointed representative is unable to fulfil his / her proxy. In the event that more alternate representatives are appointed by means of a proxy, there shall also be established the order in which they will exercise their proxy.

According to art. 18 paragraph 2 of CNVM Regulation no. 6/2009, the shareholders entitled to attend the Meeting are able to exercise their vote by mail, without being required to attend in person. Voting by mail may be expressed by a representative only if the representative has received from the shareholder a special or general proxy, which must be transmitted to Prodvinalco SA, 48 hours before the general meeting, in copy, including compliance with the original statement signed by the representative. The voting form by mail or special proxy vote must be accompanied by the documents certifying the aforementioned capacity of shareholder and a specimen signature notarized / certified by a notary public or a body authorized for the legalization / certification of signature or may proceed directly to legalization / certification of signature.

The special proxy / voting form by mail shall be sent to SC PRODVINALCO SA no later than the date of April 20, 2018 at 2:00 p.m., or email actionari@prodvinalco.ro, with electronic signature included in compliance with Law 455/2001 regarding the electronic signature. Whatever method of communication is employed, the envelope for the company or the e-mail must contain clearly the mention "special proxy for AGA or "voting form by mail for AGA", as applicable. The shareholders who voted by special proxies or by mail may change their initial voting option or the means of exercising their voting and the last vote cast and recorded until April 20, 2018 at 2:00 p.m. shall be deemed valid.

One or more shareholders, representing individually or jointly at least 5% of the share capital has / have the right to put items on the agenda of the general meeting, provided that each item is accompanied by a justification or a draft resolution proposed to be adopted by the general assembly and the right to present draft resolutions for the items included or to be included on the agenda of the general meeting. These rights may be exercised within 15 days from the date of publication of the convocation.

Each shareholder has the right to ask questions related to the items on the agenda, according to art. 13 of the CNVM Regulation no. 6/2009 on the exercise of certain rights of shareholders in general meetings of trading companies, no later than the date of April 16, 2018. The company will answer the questions no later than the day of the General Meeting of Shareholders. It is considered that an answer is given if the relevant information is available on the website of the company in question and answer format.

The proposals / requests can be sent in original to SC PRODVINALCO SA along with documents certifying the capacity of a shareholder, mentioning on the envelope "for the general meeting of shareholders" or sent via e-mail including the electronic signature in compliance with Law no. 455/2001 regarding the electronic signature, to e-mail actionari@prodvinalco.ro.

The materials about the items on the agenda, the special proxy / the voting form by mail, can be obtained from PRODVINALCO SA, starting with March 20, 2018 every working day, between 8:30 a.m. to 3:00 p.m. or from the website www.prodvinalco.ro. Further information can be obtained on the phone no. : 0728.853.315.

Executive Chairman of the Administration Council,
Todea Mircea Dorin
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