



**INFORMATIVE MATERIAL REGARDING THE PROBLEMS SUBMITTED TO DEBATE IN THE
ORDINARY GENERAL MEETING OF THE SHAREHOLDERS SUMMONED
FOR APRIL 24/25, 2019**

**I. INFORMATION REGARDING THE VOTING SHARES, THE VOTING PROCEDURES
AND OTHER RIGHTS OF THE SHAREHOLDERS**

A. NUMBER OF SHARES AND VOTING RIGHTS

Total number of shares: 31.495.034

Number of voting shares: 31.495.034

B. INFORMATION REGARDING THE VOTING PROCEDURES:

B.1. Vote exercised within the Meeting

According to Law 31/1990 regarding the companies and the Articles of Incorporation of the Company, the General Meeting of the Shareholders makes the decisions by show of hands, except the voting of the members for the Administration Council and the financial auditor and/or the internal auditor, their reversal and the decisions regarding the responsibility of the management bodies, the direction and control bodies of the Company, case in which the decisions are taken by secret vote.

In addition, the votes of the shareholders present at the meeting shall be registered on the ballot papers, handed within the General Meeting of the Shareholders. If the Agenda of the General Meeting of the Shareholders includes items requiring decisions by secret vote, the shareholders shall receive a different ballot paper.

The Decisions of the General Meeting are also compulsory for the shareholders not present at the General Meeting of the Shareholders or for those who voted against.

B.2. Vote by mail

According to art. 208 of the Regulation no. 5/2018, the shareholders having the right to participate in the Meeting have the possibility to exercise their vote by mail, without the need of their physical presence.

The voting form by mail is obtained from SC PRODVINALCO SA, Cluj-Napoca, Calea Baciului, nr. 2-4, jud. Cluj, or from the Company's website www.prodvinalco.ro.



The voting form by mail must be transmitted in original to SC PRODVINALCO SA, direction: Cluj-Napoca, Calea Baciului, nr. 2-4, jud. Cluj, mentioning on the envelope *“voting form by mail for the Ordinary General Meeting of the Shareholders”*, together with the shareholder's surname and name.

The voting forms must be accompanied by the documents certifying the shareholder capacity, as mentioned below.

Likewise, the voting form by mail may be transmitted as an electronic document with embedded electronic signature, according to Law 455/2001 regarding the electronic signature, by e-mail at the direction actionari@prodvinalco.ro, including at Subject *shareholder's surname and name*, as well as the mention *“ballot by mail and documents certifying the capacity of shareholder”*.

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 must arrive to SC PRODVINALCO SA, direction Cluj-Napoca, Calea Baciului, nr. 2-4, jud. Cluj, no later than the date mentioned in the convening notice.

B.3. Representation of the Shareholders in the General Meeting of the Shareholders

The representation of the shareholders in the General Meeting of Shareholders can also be done by other people than the shareholders based on general or special proxy.

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. 202 of Regulation no. 5/2018. 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 Prodvinalco 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 Prodvinalco SA without requesting additional documents regarding the shareholder, according to art. 205 of Regulation no. 5/2018.

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 special proxy may be obtained from SC PRODVALCO SA, Cluj-Napoca, Calea Baciului, nr. 2-4, jud. Cluj, or from the Company's website www.prodvalco.ro.

The special proxy must be transmitted in original to SC PRODVALCO SA, direction: Cluj-Napoca, Calea Baciului, nr. 2-4, jud. Cluj, mentioning on the envelope "*special power of attorney for the Ordinary General Meeting of the Shareholders*", together with the *shareholder's surname and name*, accompanied by documents certifying the shareholder capacity, as indicated below.

Likewise, the special proxy may be transmitted or shall be transmitted as an electronic document with embedded electronic signature, according to Law 455/2001 regarding the electronic signature, by e-mail at the direction actionari@prodvalco.ro, having at Subject the *shareholder's surname and name*, as well as the mentions "*special power of attorney for the Ordinary General Meeting of the Shareholders*" and "*documents certifying the shareholder capacity*" and must include: special proxy filled in and signed and the documents certifying the shareholder capacity, as presented below.

The special proxy must be received at the headquarters of PRODVALCO SA, Cluj-Napoca, Calea Baciului, nr. 2-4, jud. Cluj, no later than the date mentioned in the convening notice.

B.4. Documents certifying the shareholder capacity

In case of the shareholders natural persons, they must prove their capacity by an identity card or a certified true copy of the identity card.

In case of the shareholders legal persons or entities with no legal personality, the capacity of legal representative shall be proved in virtue of the shareholders' list from the reference date, received from the central depository. The documents certifying the capacity of legal representative drawn up in a foreign language, other than English, must be accompanied by a translation made by a sworn translator in Romanian or English. The notary or Apostille certification of the documents certifying the capacity of legal representative of the shareholder is not compulsory.

B.5. Centralization of the votes by mail and of the proxies

In view of keeping the forms of votes by mail and of the proxies which are to be transmitted to the company on celebrating the General Meetings of the Shareholders, the Administration Council appointed a Committee. The Committee enters into force on the date of summoning the General Meetings of the Shareholders and until its progress.

The Committee has the obligation to safely keep the proxies and the forms of vote by mail and to guarantee their confidentiality until the putting in the meeting within the monthly meeting of each decision of the agenda.

Once the registration term of the votes by mail and the proxies established by the meeting notice has expired, the Committee appointed, according to the provisions above shall open the envelopes containing the proxies, the votes exercised by mail or presented at the company's headquarters, shall



check the content of the proxies, as well as the votes expressed by mail, and then shall centralize all the votes validly expressed by mail; until the celebration of the meeting, the Committee must conclude a report including information regarding: the situation of the ballots received by mail and of the votes expressed and the situation of the proxies. The report shall be signed by the members of the Committee.

During the general meeting, the Committee shall transmit the information necessary for the determination of quorum. The results of the vote by mail for each item on the agenda shall be revealed after expressing all the votes in the room.

The Committee shall transmit the votes of the shareholders who have voted by mail to the secretary for the counting of votes, appointed within the General Meetings of the Shareholders, after putting in the meeting each item of the agenda, based on the minutes relative to the situation of the votes by mail.

C. Shareholders' rights

One or several shareholders, individually or jointly representing at least 5% of the share capital has / have the right to place items on the agenda of the general meeting, provided that each item is accompanied by a justification or a draft resolution to be adopted by the general meeting, as well as the right to submit draft resolutions for items included or suggested to be included on the agenda of the general meeting. These rights may be exercised within 15 days at the most from the date of publication of the meeting notice.

Proposals may be submitted in original to SC PRODVALCO SA, at Cluj-Napoca, no. 2-4 Calea Baciului, Cluj County, along with documents attesting the capacity of shareholder, as mentioned above, mentioning on the envelope "*for the general meeting of shareholders*" or sent by e-mail signed with electronic signature in compliance with Law 455 / 2001 on electronic signature at the following address: actionari@prodvinalco.ro.

Each shareholder has the right to ask questions related to items on the agenda. Applications may be submitted in original to SC PRODVALCO SA, at the address: Cluj-Napoca, no. 2-4 Calea Baciului, Cluj County, along with documents attesting the capacity of shareholder, as mentioned above, mentioning on the envelope "*for the general meeting of shareholders*" or sent by e-mail signed with electronic signature in compliance with Law 455 / 2001 on electronic signature at the following address: actionari@prodvinalco.ro.

II. INFORMATION ON THE TOPICS ON THE AGENDA

A. CORRECTION OF THE RETAINED EARNINGS

The Board of Directors proposes to approve the correction of the account "1172 - Retained earnings from the correction of accounting errors", with the amount of 270,679.42 RON, representing amortization of prior year investments, impairment of investments, provisions for inactive inventory



(packaging materials) and the profit tax receivable from deductible expenses recorded in retained earnings, as follows:

Amortization of prior year investments	134,357.72 lei
Impairment of investments	83,965.42 lei
Provisions for inactive inventory (packaging materials)	73,853.28 lei
Profit tax receivable from deductible expenses recorded in retained earnings	21,497.00 lei
TOTAL	270,679.42 LEI

B. APPROVAL OF THE FINANCIAL STATEMENTS OF PRODVINALCO SA FOR THE FISCAL YEAR 2018.

The Financial Statements for the financial year 2018 were drawn in accordance with the legal provisions. To view the complete form of financial statements, shareholders can access on the website www.prodvinalco.ro, the material called "2018 Financial Statements".

Also, the Financial Statements can be obtained from the headquarters of Prodvinalco SA, Cluj-Napoca, Calea Baciului, no. 2-4, Cluj County, every working day, between the hours of 8:30 to 3:00 p.m.

C. APPROVAL OF THE MANAGEMENT REPORT ON THE FINANCIAL RESULTS OF SC PRODVINALCO SA FOR THE FISCAL YEAR 2018.

The Administration Council draws up for each financial year a report called Management Report, which includes a fair review of the development and performance of the entity's activities and its financial position, together with a description of the principal risks identified.

To view the Management Report on the financial results of PRODVINALCO SA for the financial year 2018, the shareholders can access to the website www.prodvinalco.ro, the material called "Management Report 2018".

Also, the Management Report can be obtained from the headquarters of Prodvinalco SA, Cluj-Napoca, Calea Baciului, no. 2-4, Cluj County, every working day, between the hours of 8:30 to 3:00 p.m.

D. APPROVAL OF AN INDEPENDENT FINANCIAL AUDITOR'S REPORT ON THE FINANCIAL STATEMENTS OF THE FISCAL YEAR 2018.

Annual financial statements must be audited annually. The financial statements for the financial year 2018 were audited by Deloitte Audit. To view the Auditor's Report on the financial results of PRODVINALCO SA for the financial year 2018, the shareholders can access to the website www.prodvinalco.ro, the material called "Auditor's Report 2018".



Also, the Auditor's Report can be obtained from the headquarters of Prodvinalco SA, Cluj-Napoca, Calea Baciului, no. 2-4, Cluj County, every working day, between the hours of 8:30 to 3:00 p.m.

E. APPROVAL OF THE DISTRIBUTION OF ACCOUNTING PROFIT OF THE FISCAL YEAR 2018 AND DIVIDENDS DISTRIBUTION.

According to the Financial Statements for the year 2018, the net profit amounts 13.552.870 lei.

The Administration Council proposes to approve the distribution of the net profit of 2018, as follows:

- 1.179.157 lei – Other Reserves – representing reinvested profit
- 10.000.000 lei as dividends, representing 0.31751 lei gross dividend/share
- 2.373.713 lei – Retained Earnings

Payments representing dividends owed to shareholders will be made via the Central Depository and via the Participants in the clearing-settlement system.

For shareholders who do not have an open account with any of the Participants in the clearing-settlement system, payment of dividends will be done by the Central Depository, via its contracted Payment Agent.

For shareholders who have an open account with any of the Participants in the clearing-settlement system, payment of dividends will be done by the Central Depository, via the respective Participant.

F. APPROVAL OF INCOME AND EXPENDITURE BUDGET FOR THE FISCAL YEAR 2019.

To view the income and expenditure budget for the financial year 2019, the shareholders can access to the website www.prodvinalco.ro, the material called 'Income and Expenditure Budget 2019'.

Also, the Income and Expenditure Budget 2018 can be obtained from the headquarters of Prodvinalco SA, Cluj-Napoca, Calea Baciului, no. 2-4, Cluj County, every working day, between the hours of 8:30 to 3:00 p.m.

G. APPROVAL OF THE REMUNERATION FOR THE ADMINISTRATION COUNCIL FOR THE ONGOING YEAR.

The Administration Council proposes to allocate an annual budget of RON 286.440 for the remuneration of administrators. The annual budget represents the gross cumulative value of the remuneration and will be allocated to the next 12 calendar months - May 2019 - April 2020. The remuneration of each member will be established within the annual budget allocated, at the first meeting of the Administration Council, according to its structure.



H. THE APPROVAL OF THE ADMINISTRATION COUNCIL MEMBERS DISCHARGE FOR THE FISCAL YEAR 2018.

During fiscal year 2018, the Administration Council of PRODVINALCO SA was formed by:

ALBON VASILE - PRESIDENT
MIRCEA TODEA DORIN - EXECUTIVE PRESIDENT
HOSU VIOREL MARCEL - MEMBER
HOSU MARILENA - MEMBER
TODEA OF NICOLAE GHEORGHE - MEMBER
ALBON MIRCEA RADU - MEMBER
MORARU ALIN CONSTANTIN - MEMBER

The Administration Council has fulfilled its duties according to the law and statute.

The Administration Council proposes to shareholders to approve the discharge of administrators, after analyzing the financial statements, the management report and the financial auditor's report.

I. AUTHORIZING OF THE ADMINISTRATION COUNCIL TO APPOINT THE PAYING AGENT AND TO REPRESENT THE COMPANY AND PERFORM ALL THE NECESSARY STEPS IN ORDER TO IMPLEMENT THIS DECISION, IN RELATIONS WITH THE CENTRAL DEPOSITORY AND THE PAYMENT AGENT, AS WELL AS FOR PROPERLY INFORMING THE SHAREHOLDERS ABOUT ALL THE DETAILS REGARDING THE PAYMENT OF THE DIVIDENDS.

In order to enforce the present decision, the Company must sign a valid contract with the Central Depository and a payment agent. It is also necessary to inform the shareholders regarding the method and timing of payments.

To perform these actions and to appoint the payment agent is proposed to authorize the Administration Council.

J. 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 OF THE COMPANY, AS WELL AS TO MAKE THE NECESSARY FORMALITIES AT THE TRADE REGISTRY, THE OFFICIAL JOURNAL, ASF AND BVB.

In accordance with Law no. 31/1990 on trading companies, Law no. 26/1990 on Trade Registry and Law 24/2017 on issuers of financial instruments and market operations, the resolution of the General Meeting of Shareholders shall be registered at the Trade Registry and published in the Romanian



Official Gazette. It is also necessary to perform the steps and formalities to ASF, BVB and the Central Depository.

K. THE APPROVAL OF THE REGISTRATION DATE, EX DATE AND PAYMENT DATE

According to art. 145 of Regulation no. 5/2018 regarding the exercise of certain rights of shareholders in general meetings of trading companies, meeting notice must contain - for approval by the General Meeting of Shareholders - proposal on the date of registration, ex date and payment date.

According to art. 86 of Law 24/2017 on issuers of financial instruments and market operations, registration date must be at least 10 working days subsequently to the meeting date. Registration date will serve to identify the Company's shareholders who shall be affected by the resolution taken by Ordinary General Meeting of Shareholders. The Administration Council proposes the approval of date of May 15, 2019 as registration date.

In accordance with Regulation no. 5/2018 on the exercise of certain rights of shareholders in general meetings of trading companies, ex-date is that date prior to the registration date, calculated using a settlement cycle minus one working day, starting from which the financial instruments which are subject of the resolutions of company's bodies are traded without the rights deriving from that respective resolution. The Administration Council proposes the approval of the date of May 14, 2019 as ex-date.

In accordance with art. 178 of Regulation no. 5/2018, payment date must be no longer than 15 working days subsequently to registration date. The Administration Council proposes the approval of date of May 29, 2019 as payment date.

Chairman of Administration Council,
Albon Vasile

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