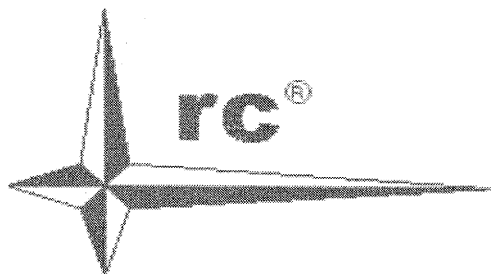


SC ROMCARBON SA
Buzău, Transilvaniei Street no. 132
J10/83/1991, RO 1158050



2868/29.04.2015

Current Report according to CNVM Regulation no. 1/2006

Accordinging:

- C.N.V.M. Regulation no. 1/2006 Regarding eminent and stock market operations
- C.N.V.M. Regulation no. .6 / 2009 Regarding exercising on the exercise of certain rights of shareholders in general meetings of companies, with subsequent amendments;
- Law no.297 / 2004 on Capital Market;
- Law No.31 / 1990 to companies, republished on with amendments;
- Articles of Incorporation of S.C. Romcarbon SA S.A.

Report Date: 04/29/2015

Name of Issuer: SC ROMCARBON SA

Headquarters : Buzau, str. Transilvaniei Street no. 132, Buzau

Tel / Fax: 0238/723115

Unique registration code: RO 1158050

Number of order in the Trade Register: J 10/83/1991

Share capital subscribed and paid: 26412209.6 HER

Regulated Market on which securities are traded: BVB Standard Category

Event reported: OGSA and EGSA_ 29/04/2015 (Article 113 point 1 alin.A c according to the CNVM Regulation No.1 / 2006)

SC ROMCARBON S.A. reports the following important event:

On 29.04.2015, 12.00 respectively 12.30 at the company headquarters in Buzau, Transilvaniei Street No.132, in accordance with the Law and the Articles of Incorporation were held:

A. Ordinary General Shareholders Meeting (first call). Were present / represent shareholders representing 71.75% of the share capital.

After discussions and deliberations on the issues on the agenda were adopted by unanimous vote (points 1,2,3,4,5,7,8,9,11,12,13) and majority vote (points 6 and 10) the following:

1. Approving the annual report of the Board of Directors for the fiscal year 2014.
2. Approving the individual financial statements for the financial year 2014 in accordance with International Financial Reporting Standards (IFRS) based on: Directors' Report and External Financial Auditor's Report for the financial year 2014.

The principal economic – financial indicators for the 2014 individual financial situation are:

- Net income – 157,939,374 lei
- Total income – 205,377,627 lei
- Total expenses – 168,679,743 lei
- Gross result – Profit - 36,697,883 lei

3. Approving the report of the external financial auditor - Deloitte Audit SRL, member of Deloitte Touche Tohmatsu - on the consolidated financial statements for the financial year 2014.

4. Approving the consolidated financial statements, for the financial year 2014 in accordance with International Financial Reporting Standards (IFRS) based on: Directors' Report and External Financial Auditor's Report for the financial year 2014.

The principal economic – financial indicators for the 2014 consolidated financial situation are:

- Income / net sales - 194,930,062 lei
- Total incomes - 214,615,153 lei
- Total expenses - 202,207,405 lei
- Gross profit from operations - 12,407,748 lei

5. Approving the report of the external financial auditor - Deloitte Audit SRL, member of Deloitte Touche Tohmatsu - changing situations on the consolidated financial statements prepared in accordance with International Financial Reporting Standards (IFRS) for the fiscal year 2014.

6. Approving the distribution of the net profit recorded in the fiscal year 2014 in the amount of 36.213.237,28 lei on the following destinations:

- a) Legal reserves amounting to 1.810.662 lei;
- b) Other reserves amounting to 127.129 lei;
- c) Dividends amounting to 2.007.328 lei, the value of gross dividend per share is 0.0076 lei/share, dividends to be distributed to the existing shareholders at the registration date 21.10.2015. By 26.10.2015 the Board of Directors will make available to the shareholders the dividend distribution procedure.
- d) Retained earnings, amounting to 32.268.118,28 lei;

7. Approving the Annual Report for 2014, prepared in accordance with CNVM Regulation No.1/2006 on issuers and operations with securities and the Corporate Governance Code of the Bucharest Stock Exchange.

8. Approving the discharge of the members of the Board of Directors for the fiscal year 2014.

9. Approving contracting the external financial audit for a term of one year (2014-2015) and the conclusion, in this respect, of a service contract with SC DELOITTE AUDIT SRL, represented by Ahmed Hasan, with the following object:

- statutory audit of financial statements of the company for the year ended 31 December 2015 prepared in accordance with Order no. 3055/2009;
 - statutory audit of the consolidated financial statements of SC ROMCARBON SA for the year ended 31 December 2015 prepared in accordance with International Financial Reporting Standards ("IFRS").
 - guidance for the preparation of consolidated financial statements of SC ROMCARBON S.A. for the period ended 30 June 2015, prepared in accordance with International Financial Reporting Standards ("IFRS").
- Approving the empowerment of the General Manager - Radu Andrei and CFO - Viorica Zainescu to represent the company in relation to SC DELOITTE AUDIT LLC and sign in the name and on behalf of the company service agreement with SC DELOITTE AUDIT SRL, according to the attached material conditions set forth in this decision and any documents necessary in the carrying out of those approved in this decision.

10. Approving the income and expenses budget for the financial year 2015.

11. Approving **21.10.2015** as “**registration date**”, the date for the identification of shareholders who will be impacted by the decisions of the Ordinary General Meeting of Shareholders in accordance with art. 238 of Law 297/2004 regarding the capital market.

12. Approving **20.10.2015** as “**ex-date**”, the date prior to “registration date” from which the financial instruments subject of the corporate bodies decisions are traded without rights deriving from that decision, according to art. 2 let.f and art. 5 point 11 from the C.N.V.M. Regulation no.6/2009.

13. Approving **26.10.2015** as the “**payment day**” of the dividends to be distributed according to point 6 from the present decision.

B. Extraordinary General Shareholders Meeting (first call). Were present / represented shareholders representing 71.75% of the share capital.

After discussions and deliberations on the issues on the agenda were adopted by unanimous vote (points 1,2,3,5 and 6) and majority vote (point 4) the following:

1. Approving the bank exposure of ROMCARBON SA for the financial years 2015-2016, consisting of: credits in amount of 14.191.963 Euro, leasing contracts in amount of 953.122 Euro, letters of guarantee in amount of 500.000 lei and guarantee in amount of 440,000 lei granted by ROMCARBON S.A. in favor of Taipei Cimeo LLC, for the 12-months extension of credits with maturity in 2015 maintaining the related guarantees (including the ones for which ROMCARBON S.A. is guarantor) according to the attached material.

Approving the empowerment of the Board of Directors to negotiate and decide, as appropriate, regarding: changing credit conditions, modification and / or the establishment of new securities, restructuring, change currency or refinance existing loans and contracting of new loans, within the limits of the approved banking exposure and of the law.

Approving the empowerment of the General Manager and Financial Manager to sign credit agreements, addendums thereto related, mortgage deeds and other guarantees, and any other documents necessary for the carrying out of the EGMS' s decision.

2 . Approving the implementation with funding from European funds of the project "Development of the Company Romcarbon" project with a total value of 30.532.394 Lei VAT excluded, representing 6.861.212 Euro at the exchange rate of 4,45 lei/Euro (total value of project VAT included 37.860.168 lei/ 8.507.903 Euro) and the empowerment of the General Manager to sign all or any necessary documents for the implementation of the project, according to the attached material. The project will be financed as follows:

- 14.605.371,86 lei (3.282.106 Euro) from European Nonrefundable Funds, representing 50 % of total eligible expenses of the project;
- 20.865.734 lei from credit from which 3.042.240 Euro (equivalent of 13.537.969 lei) and 7.327.774 lei (equivalent of 1.646.691 Euro) credit for VAT on project financing, representing 50 % of total eligible expenses and part of no eligible expenses;
- 2.389.053 lei (536.866 Euro) from the company's own funds.

3. Approving the investments related to the project "Development of the Company Romcarbon" in total value of 1.530.659 Euro, that will be financed in proportion of 70%, representing 1.070.000 Euro (4.815.000 Lei) from credit and in proportion of 30%, representing 460.659 Euro (2.049.932 Lei) from the company's own funds, according to the material attached. Empowerment of the General Manager and Financial Manager to decide on the opportunity of investments and to negotiate and sign any documents necessary for the carrying out and fulfillment of this investments.

4. Approving the engagement of the following credits needed to implement the investment project as described at point 2 having as immediate effect the increasing of company's bank exposure (presented for approval at point 1) with the amount of 5.175.609 Euro and 17.254.654 lei in order to ensure the financing of the costs not covered by European funds for the project "Development of the Company Romcarbon" and of the costs for the investments related to the project, with the following structure, as described in detail in the material no. 2636/20.03.2015:

- 3.042.240 Euro long term credit for financing 50 % of eligible expenses in the project and the contribution to non-eligible expenses;
- 2.133.369 Euro bridge loan (to be used until receiving the nonrefundable financing from EU funds)
- 7.327.774 Lei credit to finance VAT from the project;
- 5.111.880 Lei L/G for pre-financing 35% of nonrefundable financing;
- 4.815.000 Lei for financing the investments related to the project.

Approving the empowerment of the Board of Directors to negotiate and decide, as appropriate, regarding: credit conditions, changing credit conditions, modification and / or the establishment of new securities,

restructuring, change currency or refinance existing loans and contracting of new loans, within the limits of the approved banking exposure and of the law.

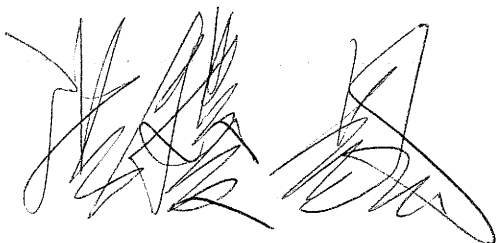
Approving the empowerment of the General Manager and Financial Manager, to sign credit agreements, addendums thereto related, mortgage deeds and other guarantees, and any other documents necessary for the carrying out of the EGMS' s decision.

5. Approval of **21.10.2015** as "**registration date**", the date for the identification of shareholders who will be impacted by the decisions of the Extraordinary General Meeting of Shareholders in accordance with art. 238 of Law 297/2004 regarding the capital market.

6. Approval of **20.10.2015** as "**ex-date**", the date prior to "**registration date**" from which the financial instruments subject of the corporate bodies decisions are traded without rights deriving from that decision, according to art. 2 let.f and art. 5 point 11 from the C.N.V.M. Regulation no.6/2009.

We are at your disposal for any further additional documents/information.

President of the Board



General Manager

