

CONVOCAȚION

The Board of Directors of ROMCARBON SA with headquarters in 132 Transilvania Street, Buzau, Buzau County, registered at the Buzau Trade Registry Office under no.J10/83/1991, înregistrată la Oficiul Registrului Comerțului Buzău sub nr. J10/83/1991, gathered in meeting on 24.03.2015, CALLS FOR:

ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS), on **29.04.2015 at 12⁰⁰**, at the company's headquarters in 132 Transilvania Street, Buzau, Buzau County, with the following Agenda:

- 1.Presentation, discussion and approval of the annual report of the Board of Directors for the fiscal year 2014.
 - 2.Presentation and approval of 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.
 - 3.Presentation of 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.Presentation and approval of 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.
 - 5.Presentation of 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.Approval of 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, total number of shares:264.122.096;
 - d) Retained earnings, amounting to 32.268.118,28 lei;
 - 7.Presentation and approval of 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.Approval to discharge the members of the Board of Directors for the work in fiscal year 2014.
 - 9.Approval to contract services for the statutory audit of the company for the financial year 2015 and empowering the Board to appoint statutory auditor and negotiate contractual terms with it.
 - 10.Approval of the income and expenses budget for the financial year 2015.
 - 11.Approval of **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. 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.
 - 13.Approval of **26.10.2015** as the "**payment day**", representing the date from which the distribution of income derived from ownership of securities, consisting of cash or securities, becomes certain.
- and

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS), on **29.04.2015 at 12³⁰**, at the company's headquarters in 132 Transilvania Street, Buzau, Buzau County, with the following Agenda:

- 1.Approval for the banking 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 in favor of Taipei Cimeo, for the 12-months extension of credits with maturity in 2015 maintaining the related guarantees and for 12 months extension of guarantee granted by Romcarbon SA to Taipei Cimeo SRL.

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.

Empowerment for the General Director And Financial Director , 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. Approval for 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 Director to sign all or any necessary documents for the implementation of the project. 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. Approval of 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. 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. Approval to increase Romcarbon's existing banking 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:

- 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.

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.

Empowerment for the General Director And Financial Director , 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.

To the General Meeting of Shareholders are entitled to attend and to exercise voting rights the shareholders registered in the Register of Shareholders (released by the company Central Depository SA) at the **reference date** set at the end of the day of **17.04.2015**. The shareholders can participate in person or by representative and by correspondence. Representation of shareholders can be made by other persons than the shareholders, based on a special power of attorney according to art. 243 para. 3 of Law 297/2004.

Starting from **27.03.2015** till the date set for holding the **GMS** meetings, can be obtained by shareholders from the registered office of the company, every working day, between 9.00-17.00 or can be downloaded from the company website www.romcarbon.com , both Romanian version and English version of the following documents:

The Convocation, the total number of issued shares and voting rights at the date of the convocation, the draft decision submitted for approval to GMS, special power of attorney forms used to vote by representative, voting by correspondence forms, documents to be presented in the GMS meetings.

If case of personal voting individuals shareholders and corporate shareholders are entitled to attend the GMS meeting by simply proofing their identity made in the case of individual shareholders with the identity document (identity card, passport, residence permit) and in the case of corporate shareholders with the legal representative identity document (identity card, passport, residence permit). Quality of legal representative is proved by a certificate issued by the Register of Commerce or any equivalent document issued by a competent authority of the State in which corporate shareholders is legally registered, which certifies the quality of legal representative, presented in original or certified copy. Documents certifying the legal representative quality of the corporate shareholder shall be issued not more than 3 months before the GMS Convocation publication date. Documents submitted in a language other than English will be accompanied by a translation made by an authorized translator into Romanian / English.

In case of shareholders voting by representation by power of attorney the shareholders can be represented to GMS meetings by representative who may be another shareholder or a third person. Voting by representation by means of special power of attorney can be expressed by completing and signing the special power of attorney forms provided by the company in 3 copies out of which: a copy will be sent in writing original, at the company registered office, the second copy will be handed to representative, so that it can prove as representative to the request of the technical secretariat of the meeting, the third will remain at the shareholder. The special/general power of attorney will be sent, if special power of attorney in original or in certified copy Procura speciala/generala va fi transmisa in format fizic, in original in cazul procurii speciale, respectiv in copie conform cu originalul under the representative's signature, if general power of attorney, so that it is recorded at the company's office reception up to the date of **28.04.2014**, 10.00 or by e-mail to office@romcarbon.com (in case of using electronic means, the power of attorney will be sent by electronic signature in compliance with Law no.455 / 2001), until the same date and time. Regardless of the method of transmitting the power of attorney for the GMS should bear clear and written in capital letters "POWER OF ATTORNEY FOR ORDINARY/EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS of 29 / 30.04.2015". A shareholder may appoint only one person to represent him in the GMS. A shareholder may appoint by power of attorney one or more alternate representatives to ensure its representation in the GMS if the designated representative is unable to fulfill its mandate. If by power of attorney are designated more alternates representatives the shareholder will determine the order in which they will exercise their mandate. The shareholder may also grant a general power of attorney valid for a period that will not to exceed three years, which empowers the representative to vote on any matter in debate of GMS, including in terms of disposal acts, provided that the power of attorney is given by the shareholder as client to an intermediate as defined in the law of capital or to a lawyer. For identification purposes the special/general power of attorney will be accompanied by the following documents: copy shareholder identification document (identity card, passport, residence permit) and copy of representative identity document for individual shareholders; copie act de identitate reprezentant/mandatar persoana fizica (buletin de identitate, carte de identitate, pasaport, permis de sedere), copie representative/agent identification document lawyer accompanied by lawyers original mandate or if the representative/agent is a legal person copy of the identity document of the legal representative of the legal person representative accompanied by a certificate issued by the Register of Commerce or any equivalent document issued by a competent authority of the State in which reprezentantul / agent legal person is legally registered, presented in original or certified copy. Documents submitted in a language other than English will be accompanied by a translation made by an authorised translator into Romanian / English. When completing the special power of attorney forms shareholders will consider the possibility of completing/amending the agenda, in which case the power of attorney forms will be updated no later than on **17.04.2015**, at 17.00.

Shareholders can not be represented in GMS under a general power of attorney by a person who is in a situation of conflict of interest, according to article 243 para. (6⁴) of Law no.297 / 2004 on the capital market.

The special power of attorney for representation in GMS given by a shareholder to a credit institution providing custody services will be valid without providing other documentation relating to such shareholder, if special power of attorney is made according to CNVM Regulation No.6 / 2009, is signed by such shareholder and is accompanied by an statement on own responsibility given by the legal representative of the credit institution who

received power of representation by special power of attorney showing that: (i) the credit institution is providing custody services for such shareholder; (ii) special power of attorney instructions are identical with the instructions of the SWIFT message received by the credit institution to act on behalf of that shareholder; (iii) special power of attorney is signed by the shareholder. The special power of attorney and the statement on own responsibility must be deposited at the company headquarters in original, signed and, where appropriate, stamped without further formalities in connection with these documents form.

Shareholders registered in the Register of Shareholders at the reference date can express and transmit their vote on the matters on the agenda of the GMS by correspondence. Voting forms can be obtained at the company - Shareholder Service or can be downloaded from the company's website, both in Romanian and in English, starting on **27.03.2015**. Vote by correspondence forms completed and signed by the shareholder shall be sent in writing, in original at the company headquarters or by e-mail at office@romcarbon.com bearing the electronic signature in compliance with Law no.455 / 2001, so that it is recorded as received no later than the date of **28.04.2015**, 10:00. Regardless of the method of submission of the vote by correspondence it should bear this clearly written in capital letters "VOTING FORM BY CORRESPONDENCE FOR ORDINARY/EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS of 29 / 30.04.2015". The form of voting by correspondence will be accompanied by the following documents: copy of identity document in case of individual shareholder; copy of the identity document of the representative/agents certificate issued by the Register of Commerce or equivalent document issued by a competent authority in the State where the shareholder is registered legally certifying the legal representative quality, submitted in original or certified copy, in case of legal persons. Documents certifying the quality of legal representative of the corporate shareholder shall be issued not more than 3 months before the GSM Convocation publication date. Documents submitted in a language other than English will be accompanied by a translation made by an authorized translator in Romanian or English. In case the shareholder who has voted by correspondence or through a representative attend the GMS, the vote expressed by correspondence is canceled. In this situation it will be considered their vote expressed in person or by representative in the meeting.

Form to vote by correspondence in GMS submitted by a shareholder for which a credit institution provides custody services will be valid without presentation of other documentation relating to that shareholder if the voting form is prepared according to CNVM Regulation No.6 / 2009, is signed by the shareholder and is accompanied by an statement on own responsibility of the legal representative of the credit institution which establishes that: (i) credit institution is providing custody services for such shareholder; (ii) the vote by correspondence form is signed by the shareholder and contains identical voting options mentioned by shareholder through a SWIFT message received by the credit institution from that shareholder. When completing the voting by correspondence form shareholders should consider the possibility of completing/amending the agenda, in which case the these documents will be updated and made available no later than on **17.04.2015**, at 17.00.

One or more shareholders representing, individually or together, at least 5% of the share capital have the right to introduce items on the agenda of the GMS at the latest on **13.04.2015** (provided that each such item is accompanied by a justification or a draft decision to be adopted) and to propose draft decisions for items included or to be included on the agenda. Proposals on the draft decision may be submitted in a sealed envelope at the company headquarters in no. 132. Transylvania street, Buzau. Buzau County, up to date **13.04.2015**, 17.00, or sent by e-mail with electronic signature in compliance with Law no. 455/2001 until the same date and time at office@romcarbon.com with the written statement "MOTION FOR NEW AGENDA ITEMS FOR ORDINARY/EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS of 29/30.04.2015". Each proposed new item must be accompanied by a justification or a draft decision to be adopted at the GMS. These proposals must be accompanied by copies of identity document in case of individual shareholders; copy of the identity document of the representative / agent certificate issued by the Register of Commerce or equivalent document issued by a competent authority from the state where the shareholder is registered legally certifying the quality of legal representative, presented in original or certified copy, in case of legal persons. Documents certifying the legal representative quality of the corporate shareholder shall be issued not more than 3 months before the GMS Convocation publication date.

Each shareholder is entitled to submit, no later than the date of 22.04.2015, questions related to items on the agenda in accordance with art. 13 of CNVM Regulation No.6 / 2009. Questions can be submitted in writing to the company headquarters or by e-mail with electronic signature in compliance with Law 455/2001 regarding the electronic signature at office@romcarbon.com mentioning the topic "FOR THE ORDINARY/EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ON 29/30.04.2015 ". The questions must be accompanied by a copy of identity document in case of individual shareholder(natural persons); copy of the identity document of the

representative/agent, certificate issued by the Register of Commerce or equivalent document issued by a competent authority in the state where the shareholder is registered legally certifying the quality of legal representative, presented in original or certified copy, in case of legal persons. Documents certifying the legal representative quality of the shareholder legal person shall be issued not more than 3 months before the publication date of the GSM Convocation.

The company will issue an overall answer to questions with the same content that will be made available on the website of the company in question and answer format.

At the date of this Convocation the share capital of the Company is of 26.412.209,6 lei, divided into 264.122.096 nominative shares, dematerialized, with a nominal value of 0.10 lei per share, each share giving right to one vote in the GMS meeting.

In the situation the provisions of the law and of the articles of association for holding the General Meeting of Shareholders on 29.04.2015, at 12.00, respectively 12.30, are not fulfilled, the next meetings are convoked on 30.04.2015, at 12.00, respectively 12.30, the same place with the same agenda and shareholders registered on the same date. Additional information may be obtained by calling: 0238/711 155, int.130.

Chairman of the Board
Hung Ching Ling

