



**SC ROMCARBON SA**

**Buzău, strada Transilvaniei nr.132**

**J10/83/1991, RO 1158050**

## **PROCEDURE**

### **For distribution of dividends to ROMCARBON S.A. (ROCE) shareholders**

Following ROMCARBON's Ordinary General Meeting of Shareholders Decision ("OGMS") dated on **01.08.2018**, ROMCARBON distributes dividends for the financial year **2017** through the Central Depository ("Central Depository") and BRD - Groupe Société Générale ("BRD") - the selected payment agent - starting on **24.10.2018** ("Payment Date"), to ROMCARBON shareholders registered in the register kept by the Central Depository S.A. at the registration date of **04.10.2018** ("Registration Date"), **ex-date**, according to art.2 let.1 of A.S.F. Regulation no.5/2015, being on the date of **03.10.2018** ("Ex-date").

The total value to be distributed as dividends is of **2.007.327,93 lei**, which ensures the distribution of a gross dividend of **0,0076 lei/share**. The dividend tax will be withheld at source, in compliance with applicable legal provisions.

The fees charged by BRD and the Central Depository for the net dividend payment will be paid by ROMCARBON

### **Methods of payment of dividends:**

1. Through Participants (Custodian Banks and Brokers): Individual and legal persons/other entities whom/which have accounts opened with a Participant (intermediate participant to the clearing-settlement and registry system of the Central Depository):

For individual shareholders, legal or other entities, which hold shares at the Registration date highlighted in Section II of the ROMCARBON Shareholders Register in the account opened at Participant, dividends will be automatically paid by bank transfer through the Central Depository in the Participant's accounts on the Payment date, if these shareholders have not expressed and communicated their option of deferred payment to the Participant and Participant has not communicated this option to the Central Depository in the reporting made on the Registration date.

Deferred Payment Date is applicable only to non-resident shareholders who have an account with the Participant and who express the option for deferred payment at a later date after the Payment date to benefit from more favorable provisions of the Conventions for the avoidance of double taxation and it represents the deadline set by the relevant tax provisions to postpone that payment of dividends to shareholders who have exercised this payment option.

Payment option is the option expressed by non-resident shareholders who have an account with the Participant and it is communicated to the Central Depository by the Participant in the reporting made on the Registration date in accordance with the applicable legal regime concerning:

a) payment of dividends withholding the standard rate of dividend tax provided by the Romanian Fiscal Code, in force at the Payment date;

b) payment of dividends withholding the dividend tax in accordance with the Conventions for the avoidance of double taxation, based on complete and accurate tax documents, submitted in advance by shareholders until the date of **17.10.2018**;

c) deferre the dividend payment for a Date after the Payment date, during the year 2018 in order to give the shareholders the possibility to benefit from more favorable tax provisions of the Conventions for the avoidance of double taxation, after giving complete and correct tax documentation.

Net dividend payment will be made within ten days from date of receipt by ROMCARBON of the complete and correct supporting documents and any clarifications requested. For the shareholders for which the participants did not submit supporting documents until to **30.11.2018**, the dividend payment will be made on **14.12.2018** withholding the standard tax rate in force provided by the Romanian Fiscal Code.

Non-resident shareholders, who have an account with the Participant (Custodian Bank or Broker) who wish to apply the more favorable provisions of the Convention for the avoidance of double taxation concluded between Romania and their country of residence or the more favorable provisions applied for non-resident pension funds (as defined in the legislation of the Member State of the European Union or in one of the EFTA States), must submit through the Participant the tax residence certificate valid for the year in which occurs the payment of dividends, in original or certified copy, authenticated / legalized, if necessary, accompanied by a certified translation, as well as contact details for any clarification on certificates of tax residence (for non-resident pension funds will be submitted also the documents referred to in point. 2.2. of Appendix 1, on non-resident pension funds):

- until **17.10.2018**, in case no option for the Deferred Payment of the dividends has been submitted to ROMCARBON headquarters in no 132 Transylvaniei Street, Buzau (Attn Shareholders Department). We mention that the application of the Convention to avoid double taxation or of a more favorable tax treatment applicable to non-resident pension funds, on the Payment Date (automatic payment) will take place only upon receipt until the date of **17.10.2018**, of complete and correct documents and possible clarifications requested. ROMCARBON is not responsible for failure to apply the more favorable tax treatment mentioned above, if the aforementioned and / or clarifications requested is not presented in the term specified;

-at the latest on **30.11.2018**, in case an option for deffered payment has been expressed at the ROMCARBON headquarters.

Participants will mention in the address of submission of tax documents mentioned above, the fact that they relate to ROMCARBON shareholders and dividends for financial year **2017**, and they will provide a list of shareholders for which tax documents are submitted, the list must include: Full name of shareholder (for cases where the name in the Shareholder register is different from that mentioned in the tax documents, will be presented under "Other observations" reasons / explanations of these differences), the identification code of the shareholder in accordance with the identification code sent to the Central Depository (NIN), number of shares held on the record date (**04.10.2018**), other observations (including an indication of shareholders representing non-resident pension funds as defined in the legislation of the Member State of the European Union or in one of the EFTA States)

In case of non-resident shareholders represented by a Participant, ROMCARBON will withhold the dividend tax from the gross dividend in the standard rate in force provided by the Romanian Fiscal Code if:

- did not expressed the option for deferred payment and have not submitted tax residency certificate (including documents stipulated in pts. 2.2. Annex 1 relating to non-resident pension funds) and any clarifications required, until the **17.10.2018**;

- expressed the option for deferred payment, but have not submitted, no later than the date of **30.11.2018**, the tax residence certificate (including documents stipulated in pts. 2.2. Annex 1 relating to non-resident pension funds) and any clarifications requested.

2. Payment by bank transfer, according to the shareholders requestes directly addressed to the Central Depository

Starting with the dividend payment for 2014 Central Depository enables all shareholders unrepresented by participants, to collect any amounts due by bank transfer into a bank account regardless of the issuer that distributes the amounts, the possibility being available also for future distributions future until further notification . To qualify for this payment method shareholders are invited to apply directly to the Central Depository 021.408.58.00 telephone number and / or e-mail: [dividende@depozitarulcentral.ro](mailto:dividende@depozitarulcentral.ro).

Payment forms for addressing the Central Depository are available on site <http://www.romcarbon.com>, section "Shareholders - Dividends 2017" or [www.depozitarulcentral.ro](http://www.depozitarulcentral.ro) site.

3. By the payment agent - BRD Groupe Societe Generale

i. In cash: only for individuals who do not have account with the Participant:  
- at the desks BRD, in any BRD agency.

For individual shareholders who do not fall under point 1 and 2, the dividend payment will be made in cash at the BRD desks at any BRD agency in the country.

BRD agency list is available on the website of the company <http://www.romcarbon.com>, Investors Relations section, 2017 Dividends or on website <http://www.brd.ro/banca/retea-unitati/>

Cash payments will be made in amounts fixed in legislation.

ii. Bank transfer: individuals and companies / other entities that do not have account with the Participant.

- at the BRD desks at any BRD agency in the country;

Shareholders individuals and companies/other entities wishing dividend payment by bank transfer may require BRD payment by bank transfer presenting the bank's desks supporting documents included in Annex 1.

For non-resident shareholders who choose payment methods in paragraphs 2 and 3 (ie do not have account with the Participant):

For the payment by bank transfer / cash on the Payment date (**24.10.2018**) in case of non-resident shareholders who do not have account with the Participant and wish to benefit from more favorable provisions of the Convention for the avoidance of double taxation concluded between Romania and their country of residence or more favorable provisions applicable to non-resident pension funds (as defined in the legislation of the Member State of the European Union or in one of the EFTA States), tax documents must be received until the date of **17.10.2018** at the ROMCARBON headquarters Street no 132 Transylvaniei St., Buzau, in attention of Shareholders Department.

Payment by bank transfer / cash on the Payment date (**24.10.2018**) will be provided by BRD under condition of submitting all the documents necessary for the achievement of payment as mentioned in this announcement.

Subsequent the Payment date, BRD will pay net dividends within one business day (or ten days in case of non-resident shareholders who do not have account with the Participant submitting tax residency certificate) from the date of receipt by BRD of the demand for payment by bank transfer, accompanied by supporting complete and accurate documents and any clarifications requested. The date of crediting bank accounts of shareholders depends on interbanking circuit and the chain of correspondent banks.

Non-resident shareholders who do not have account with the Participant seeking application of more favorable provisions of the Convention for the avoidance of double taxation concluded between Romania and their country of residence or of more favorable provisions for pension funds resident (as defined in the legislation of the Member State the European Union or in one of the EFTA States) shall transmit to ROMCARBON headquarters, until the date of dividends payment, the valid tax residence certificate for the year in which occurs the payment of dividends, in original or certified copy, authenticated / legalized, if necessary, accompanied by a certified translation, as well as contact details for any clarification on certificates of tax residence (where pension funds resident will be filed and the documents referred to in point. 2.2. Annex 1, relating to funds pensions nonresidents).

If the documents mentioned above and any clarifications have not been submitted together with the application for the net dividend payment by bank transfer before the payment of dividends, ROMCARBON will withhold the dividend tax from the gross dividend in the standard rate provided by the Romanian Fiscal Code in force.

Non-resident shareholders who request the application of this Convention shall specify in the application for payment filed with BRD. Also, non-resident shareholders representing pension funds, as defined in the legislation of the Member State of the European Union or in one of the EFTA States, shall specify this in the request for payment submitted to BRD

In case the supporting documents are issued in another language than Romanian and / or issued by foreign authorities, they must be submitted Apostilled / overlegalized, if applicable, as well as in certified translation into Romanian.

Bank account holder in which is being requested the transfer of net dividends can only be the shareholder or, if applicable, his representative.

Payment of net dividends due to ROMCARBON shareholders for the year **2017** is subject to the general provisions in the matter of prescription, being prescribed starting on **25.10.2021**, ie within 3 (three) years from the date of **24.10.2018**. BRD and the Central Depository, as appropriate, reserves the right to require shareholder / its proxy additional documents following the analysis of the requests fo ROMCARBON dividend payment.

Further information on the procedure of payment of dividends may be required:

- ROMCARBON Headquarters, at email: [office@romcarbon.com](mailto:office@romcarbon.com) or by phone: 0238711155.

- The Payment Agent - BRD, by email: [titluri@brd.ro](mailto:titluri@brd.ro) or at the following numbers:

+4 021 200 8372, +4 021 200 8387 sau +4 021 200 8385.

- The Central Depository email: [dividende@depozitarulcentral.ro](mailto:dividende@depozitarulcentral.ro) or at the following numbers:

4 021 408 58 00.

- For other questions concerning ROMCARBON dividends or shares, please visit the company's website <http://www.romcarbon.com> or contact Investor Relations at phone number 0238.711155.

General Manager

Radu Andrei

## **Annex 1- Supporting documents for dividend payment for the financial year 2017**

### **1. CASH PAYMENT**

1.1. In the case of resident individuals who present themselves personally at BRD desks, payment of dividends will be done on presenting the identity document having inscribed the personal identification number.

1.2. In case of non-resident individuals who will be personally present at BRD desks, payment of dividends is based on a identification document having registered data that must comply with the shareholder data registered in the records of the Central Depository. Non-resident individuals wishing to invoke and apply more favorable provisions of the Convention for the avoidance of double taxation concluded between Romania and their country of residence will submit at ROMCARBON headquarters ROMCARBON the valid certificate of tax residence (original or certified copy, apostille / legalized, if necessary, accompanied by certified translation into Romanian) and contact details (advisable for any further clarification). Payment of dividends to individuals seeking more favorable application of the Convention for the avoidance of double taxation shall be made within 10 days of receiving complete and accurate tax documents and any clarifications requested.

1.3. In case of individuals under the age of 14, the dividend payment will be made to the legal representative, in this case - guardian / parent of the minor, based on the following documents: birth certificate of the shareholder who should have inscribed the PIN + 1 certified photocopy of the original (photocopy shall be retained), legal document establishing guardianship if the guardian is not one of the parents + 1 certified photocopy of the original ( photocopy shall be retained) and the identity document of the guardian / parent + 1 photocopy certified as true copies (photocopy shall be retained).

1.4. In case of individuals with guardianship, the dividend payment is made by the curator of that person, based on the following documents: the identity document of the shareholder who should have inscribed the PIN + 1 certified photocopy of the original (photocopy shall be retained), the act for legal tutorship + 1 certified photocopy of the original (photocopy shall be retained), and the identity document of the curator + 1 certified photocopy of the original (photocopy will be retained).

1.5. In case of individuals who do not present themselves personally at the desk but mandates in this respect another person, the payment of dividends is authorized to the empowered person, based on the following documents: special power of attorney certified by a notary comprising empowerment for lifting of dividends, issued with no more 3 years preceding the date the payment is made, except that empowerment has a validity of more than 3 years and is valid at the date of payment + 1 certified

photocopy of the original (photocopy will be retained) and the identity document of the proxy + 1 certified photocopy of the original (photocopy will be retained).

1.6. The documents presented in a foreign language will be accompanied by legalized translation into Romanian and if issued by a foreign authority they must be Apostille or overlegalize, if the case.

Note 1- payments will not be performed based on heir certificates. These payments will be done under pt. 4 " deceased shareholders "

Note 2 - The Payment agent will be able to make cash payments in amounts fixed in the legislation applicable (eg in accordance with Law No. 70/2015, in force as of 08.05.2015, amounts released to beneficiaries, individuals are subjected to a daily ceiling of 10,000 lei / day.).

Note 3- No dividend payments will be made on the desk in the following cases:

- to the shareholders whose identification documents presented at the desk have a PIN different from the one mentioned in the records of the payment and received from the Central Depository. They will be guided to the Central Depository.
- To the shareholders heirs, based on the inheritor certificates. They will be guided to the Central Depository.

## 2.Payment by bank transfer

Shareholders individuals and companies / other entities wishing dividend payment by bank transfer may require BRD starting with payment date (**24.10.2018**) the payment by bank transfer on the basis of supporting documents, as follows:

2.1. Individual shareholders, personally or through a legal or conventional representative, will present the following documents:

- A copy of valid identification documents to be readable in personal number – certified "according to the original";
- Statement or a document issued by the bank (signed and stamped) confirming the existence of the account on behalf of the shareholder or, where appropriate, of the representative / attorney, stating IBAN, in original;
- Copy of documents proving the signatory demand for conventional legal representative or, if necessary (ex .: documents specified in 1.3. And 1.4.) - certified "according to the original";



- Special power of attorney certified by a notary comprising empowerment for lifting of dividends, issued with no more 3 years preceding the date the payment is made, except that empowerment has a validity of more than 3 years and is valid at the date of payment + 1 certified photocopy of the original (photocopy will be retained) and the identity document of the proxy + 1 certified photocopy of the original (photocopy will be retained).

- The identity document of the proxy having inscribed identity code (C.N.P.) + 1 certified photocopy of the original ((photocopy will be retained by the paying agent) - where applicable.

Non-resident individuals wishing to benefit from the more favorable provisions of the Convention for the avoidance of double taxation concluded between Romania and their country of residence will submit the certificate of tax residence in validity (original or certified copy, authenticated / legalized, if necessary , accompanied by a certified translation into Romanian) and contact details (advisable for any further clarification).

2.2 Legal persons shareholders corporate / other entities, the legal representative or conventional, will present the following documents:

- Copy of the registration certificate - certified by the legal representative "according to the original";  
- Copy of the document attesting the legal representative quality of the company (certificate issued by the Trade Register / entity equivalent - for entities of foreign nationality) - certified by the legal representative " according to the original";

- Copies of documents certifying the quality of conventional representative of the signatory of the application, if necessary - certified by the legal representative "according to the original";  
- Statement or a document issued by the bank (signed and stamped) confirming the existence of the account holder's name - a legal person, mentioning the IBAN code, in original;  
- in case the legal representative is unable to appear in person in order to cash the dividends, Special power of attorney certified by a notary comprising empowerment for lifting of dividends, issued with no more 3 years preceding the date the payment is made, except that empowerment has a validity of more than 3 years and is valid at the date of payment + 1 certified photocopy of the original (photocopy will be retained) and the identity document of the proxy + 1 certified photocopy of the original (photocopy will be retained).

- Legal persons / entities other non-resident wishing to benefit from the more favorable provisions of the Convention for the avoidance of double taxation concluded between Romania and their country of residence will submit the certificate of tax residence in validity (original or certified copy, authenticated / legalized, if necessary , accompanied by a certified translation into Romanian) and contact details (advisable for any further clarification).

In case of pension funds:

- Copy of valid identity card of the legal representatives of fund management;
- Identity card with PIN for Romanian citizens or passport with identification number for foreigners
- Copy of trade registrar excerpt of the fund management company / equivalent, no older than 3

months, stating the legal representative of the fund management

- Copy of registration certificate / equivalent document for the fund management company
- Copy of the decision of the regulatory authority attesting authorization of the fund management company and pension fund
- In case of non-resident pension funds: tax residency certificate, original or certified copy, authenticated / legalized, if necessary, accompanied by a certified translation into Romanian, an affidavit of legal representatives of fund management stating that the authorization of the fund management and pension fund is valid at the payment date, if it represents pension funds as defined in the legislation of the Member State of the European Union or in one of the EFTA States, and if available, information on the official website of the regulator in the home country where status can be checked fondde pension

2.3 Documents submitted in a foreign language will be accompanied by legalized translation into Romanian and if issued by a foreign authority they must be apostilled or legalized, respectively.

Supporting documents may be:

a) presented at the BRD desks starting on **24.10.2018**;

b) mailed by registered mail to the address: "BRD-GSG, Securities Department -Cladirea METAV- A2 Corp, str.Biharia no. 67-77, sector 1, Bucuresti, Romania. " In this case the supporting documents required in Annex. One copy will be sent simply legalized copy (for shareholders resident / registered in Romania) or legalized Apostille for shareholders resident / registered office in another country than Romania). In this case, the documents will be accompanied by a written request of the shareholder dividend payments in transfer, the request will contain at least the identification of the shareholder and bank details (bank, bank account, foreign currency account, account holder).

### 3. Jointly owned Shares

In the case of shares held in co-ownership, the dividend payment will be made according to the following features:

3.1. In case of payments by bank transfer co-owners dividends will be paid into the account indicated by all joint-owners based on the request addressed to BRD.

3.2. In case of cash payments, payments will be made in cash unless all co-owners have BRD to present, in person or through legal representative and / or conventional and submit the documents mentioned above for cash payments.

3.3. If payments to those who have account with the Participant, dividends will be paid Participant co-owners whose clients are.

3.4. In case the co-owners require both registration by the Central Depository direct transfer of ownership of financial instruments as a result of output from joint, in accordance with the applicable legal regime, and direct payment to each of the co-owners according to the number of instruments

acquired exclusive property Central Depository will block payment of dividends, payment will achieve each was co-owner of the present proceedings.

#### 4. Shareholders deceased

4.1. If in the Shareholders' Register recording included deceased persons, dividends are to be paid only after the request of the heir (s) and registration by the Central Depository of direct transfer of ownership of financial instruments as a result of succession in accordance with the applicable legal regime and after updating the data in the records of the payment agent, following the instruction Depository Central. In If a shareholder can not be found in the records of the payment agent BRD, they are asked to address Central Depository.

General Manager

Radu Andrei