

RELEASE

To: BUCHAREST STOCK EXCHANGE
FINANCIAL SUPERVISORY AUTHORITY
CENTRAL DEPOSITARY S.A.

Press Release date: 06.10.2015

Issuer: ROMCARBON S.A.

Headquarters: Buzau, str. Transylvania no. 132, Buzau

Phone / Fax: 0238/723115

Unique registration code: RO 1158050

Trade Registered business number: J 10/83/1991

Subscribed and paid capital: 26.412.209,60 lei

Regulated market where the issued securities are traded: Bucharest Stock Exchange Standard Category

Event to be statement: Availability of the Procedure for distributing dividends for financial year 2014

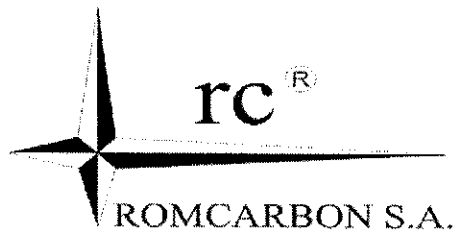
ROMCARBON S.A. Board of Directors informs the shareholders regarding the availability of the Procedure for distribution of dividend for the financial year 2014 at the company's headquarters and on the company's website www.romcarbon.com (section Shareholders / General Meetings of Shareholders / 2015 / EGM / OGM _ 29.04.2015). Attached to this release is the Procedure for distribution of dividend for the financial year 2014. (Approved by the Board of Directors in the meeting dated 30.09.2015, in accordance with the law, the articles of association and based on empowerment received in this regard from the General Meeting of Shareholders dated 29.04.2015.

In accordance with art. 113 let. G par. 1 of National Securities Committee Regulation no.1/2006, we resume the following details regarding the dividend distribution procedure:

- The total dividend to be distributed – 2.007.328 lei
- The gross dividend per share – 0,0076 lei
- Registration Date - 21.10.2015
- Payment Date - 10.26.2015
- Payment methods - in accordance with the press release attached procedure.
- Fees charged by BRD and the Central Depository for net dividend payment will be paid by ROMCARBON S.A.

Best regards,

General Director
Radu Andrei



**Procedure for distribution of dividends for financial year 2014
By SC ROMCARBON S.A.**

Following the decision of ROMCARBON SA Ordinary General Meeting of Shareholders ("OGMS") dated 29.04.2015, ROMCARBON S.A. announces the dividend payment for financial year 2014, through the Central Depository SA ("Central Depository") and BRD - Groupe Société Générale ("BRD") – as selected payment agent - starting on 26.10.2015 ("Payment Date"), to the company's shareholders registered in the Shareholders Register kept by the Central Depository Registration on 21.10.2015 ("Registration Date")

The total amount of dividends to be distributed – 2.007.328 lei, which distribute a gross dividend of 0.0076 lei per share. The tax on dividends will be withheld at source, in compliance with applicable legal provisions.

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

Methods of dividend payment:

1. Payment through Participants (**Custodian banks or Investment companies**): Natural and legal persons/other entities that have accounts open at Participant (intermediate participant to the clearing-settlement and register of Central Depository):

For natural and legal persons or other entities, who on the Registration Date hold shares outlined in Section II of ROMCARBON SA Shareholders Register in the account open at the Participant, dividends dividendele will be automatically paid by bank transfer through the Central Depository into the Participant accounts on the Payment Date, if those shareholders have not expressed and communicated to the Participant the deferred payment option and the Participant did not communicated to the Central Depository in the reporting on the Registration Date.

Deferred payment date is applicable only to non-resident shareholders who have accounts open at the Participant and who express the option for deferred payment at a later date, after the Payment Date, to benefit from the more favorable provisions of the Convention for avoidance of double taxation and represents the deadline set by reference to relevant tax provisions to the deferral payment of dividends to shareholders who have exercised this payment option.

Payment option is the option expressed by non-resident shareholders who have accounts open with the Participant and is communicated to Central Depository by the participants in the reporting on the Registration Date performed in accordance with applicable legal provisions regarding:

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

b) payment of dividends with dividend tax properly withheld under the Convention for avoidance of double taxation, based on complete and accurate fiscal documents, submitted in advance by the shareholders up to 16.10.2015;

c) Deferred payment of dividends to a later date, after the Payment Date, in the year 2015 in order to give the shareholders the possibility to benefit from more favorable tax provisions of the Convention for avoidance of double taxation, after complete and accurate submission of fiscal documents.

Net dividend payment will be made within ten working days of receipt by ROMCARBON SA of the complete and accurate supporting documents and any clarifications requested. For Shareholders for who the Participants have not submitted the supporting documents until 30.11.2015, the dividend payment will be made on 14.12.2015 with the dividend standard withholding tax rate applicable provided by the Romanian Fiscal Code in force.

Non-resident shareholders, who have account open with the Participant (Custodian Bank or Investment Company), seeking application of more favorable provisions of a Convention on 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 European Union Member State or in one of the EFTA States) must submit through the Participant the tax residence certificate for the year in which occurs the payment of dividends, valid, original or certified copy, with apostille / legalized, if necessary, accompanied by a certified translation, as well as contact details for any clarifications on tax residency certificates (in case of non-resident pension funds will submit the documents referred to in point. 2.2. Annex 1 relating to non-resident pension funds):

- until 16.10.2015, in case they have opted for deferred payment of dividends, at ROMCARBON S.A. address no.132 Transylvania Street, Buzau, Romania (Attn Department of Shareholders).

Please note that the application of the Convention for the avoidance of double taxation or a more favorable tax treatment applicable to non-resident pension funds, at the payment date (automatic payment) is under the condition of receipt until 16.10.2015 of the complete and accurate documents and any clarifications requested. ROMCARBON S.A. is not responsible for failure of the application of more favorable tax treatment mentioned above, in the absence of the mentioned documentation and / or clarifications requested at the deadline;

- at the latest on 30.11.2015, where opted for deferred payment of dividends to ROMCARBON S.A. headquarters.

Participants will mentioned in the address for submission of tax documents mentioned above, the fact that it refers to shareholders of ROMCARBON S.A. and dividends for financial year 2014 indicating the list of shareholders for which tax documents are submitted, the list that will include: full name of shareholder (for cases where the name of the shareholder registered in the Shareholders Register is different from that mentioned in the tax documents, will be presented under "Other observations" the reasons / explanations for these differences) the identification code of the shareholder in accordance with the identification code sent to the Central Depository (NIN), number of shares held at the Registration Date (21.10.2015) other observations (including an indication of shareholders representing non-resident pension funds as defined in legislation of other EU member state or in one of the EFTA States).

In case of non-resident shareholders represented by a Participant, ROMCARBON S.A. the tax on dividend will be deducted from the gross dividend at the standard rate in force provided by the Romanian Fiscal Code if:

- have opted for deferred payment and have not submitted tax residency certificate (including documents mentioned in point. 2.2. Annex 1 relating to non-resident pension funds) and any clarifications requested by the date of 10.16.2015;

- have opted for deferred payment, but sent no later than the date of 30.11.2015, the tax residence certificate (including documents mentioned in point. 2.2. Annex 1 relating to non-resident pension funds) and any clarifications requested.

2. Payment by bank transfer, as requested by shareholders (in the case of natural and legal/other entities that do not have account with the Participant) directly to the Central Depository or to the Payment Agent -BRD GSG, based on the supporting documents mentioned in Appendix 1.

3. Cash payments through the Payment Agent - BRD Groupe Societe Generale

This payment method is applicable only to natural persons who do not have account open with the Participant and is performed at any BRD branch offices in the country.

BRD branch offices list is available on the website <http://www.brd.ro/banca/retea-unitati/> or website <http://www.romcarbon.com> 2014 Dividends Actionariat- Section.

Cash payments will be made up to the amounts set out in legislation.

Non-resident shareholders who choose payment methods in paragraphs 2 and 3 and seeking application of more favorable provisions of the Convention for avoidance of double taxation concluded between Romania and their country of residence or the more favorable provisions applicable to non-resident pension funds (as defined in the legislation of the European Union Member State or in one of the EFTA States) must submit to ROMCARBON SA headquarters, in no.132 Transylvania Street, Buzau (Attn Shareholders Department) until the date of 16.10.2015, the tax residence certificate for the year in which occurs the payment of dividends, valid, original or certified copy, with apostille / legalized, if necessary, accompanied by a certified translation, as well as contact details for any clarifications on tax residency certificates (in case of non-resident pension funds will submit the documents referred to in point. 2.2. Annex 1 relating to non-resident pension funds).

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

In case the supporting documents issued in another language than Romanian language and / or issued by foreign authorities, they must be submitted with apostille / legalized, if necessary, and accompanied by a certified translation into Romanian.

The bank account holder into which the transfer of net dividends is requested can only be the shareholder or, if applicable, his representative.

Payment by bank transfer / cash payment on Payment Date (26.10.2015) will be done under condition all the necessary documents are submitted for the achievement of payment as mentioned in this announcement.

Net dividend payment due to ROMCARBON SA Shareholders for the financial year 2014 is subject to the general provisions in the matter of prescription, being prescribed starting on **30.10.2018**, respectively within three (3) years from the date of 30.10.2015.

BRD and the Central Depository, as applicable, reserve the right to require shareholder / proxy additional document after analyzing the requests for payment of ROMCARBON S.A dividends.

Further information on the procedure for payment of dividends may be requested:

- at ROMCARBON SA headquarters, at the email address - office@romcarbon.com or by phone: 0238711155.
- at the Payment Agent, at the BRD email address - titluri@brd.ro or the by phone at the following numbers: +4 021 200 8372, +4 021 200 8387 or +4021 200 8385.
- at the Central Depository email address - dividende@depozitarulcentral.ro or phone at the following numbers: +4 5856 021 408.
- For other questions concerning ROMCARBON SA dividends or shares, please visit the company's website <http://www.romcarbon.com> or contact the Shareholders Department at phone number 0238.711155

Annex 1

Supporting documents for the dividend payment for financial year 2014

1. CASH PAYMENT

1.1 In the case of resident natural persons who personally present at BRD, the dividend payment will be done based on the identity document having inscribed the personal identification number (PIN).

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

1.3 In the case of natural persons under the age of 14, the dividend payment will be done to the legal representative in this case - guardian / parent of the minor, based on the following documents: birth certificate of the shareholder which should have inscribed the personal identification number (PIN) + 1 certified photocopy of the original (photocopy will be retained), the legal document that establishes guardianship if the guardian is not one of the parents + 1 certified photocopy of the original (photocopy will be retained) and the identity document of the guardian / parent + 1 certified photocopy of the original (photocopy will be retained).

1.4 In the case of natural persons with curatorship, the dividend payment is made to the curator of that person, based on the following documents: the identity document of the shareholder which should have inscribed the personal identification number (PIN) + 1 certified photocopy of the original (photocopy will be retained), the legal document establishing the curatorship + 1 certified photocopy of the original

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

1.5 In the case of natural persons who do not present themselves at the counter but mandate in this respect another person, dividend payment will be done to the representative of such person, based on the following documents: special power of attorney certified by a notary comprising empowerment for cashing the dividends issued not more than 3 years preceding the date the payment is made, except that empowerment has a term of validity of more than three years and is valid on 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 Documents submitted in a foreign language will be accompanied by a legalized translation into Romanian and if issued by a foreign authority must bear apostille or be super legalized, as the case may be.

Note 1- payments are not processes based on heir certificates. Payments are made according pt. 4 "deceased shareholders"

Note 2 - The Payment Agent will be able to make cash payments to the amounts set out in the applicable legislation (under Law No. 70/2015, in force as of 08.05.2015, amounts released to beneficiaries, natural persons are subjected to a daily ceiling of 10.000 lei / day).

Note 3 - there will be no net dividend payments at the counter in the following cases:

- To the shareholders whose personal identification number (PIN) of the documents presented at the counter is not in accordance with the records registered in the Payment Agent evidence received from the Central Depository. They will be guided to the Central Depository.
- To the shareholders heirs, based on their heir certificates. They will be guided to the Central Depository.
- in any other exceptional situation, not falling under the provisions of the Contract, in which case holders unrepresented by a Participant will address the Central Depository.

2. PAYMENT BY BANK TRANSFER

Shareholders natural or legal persons / other entities wishing dividend payment by bank transfer may request, starting with Payment Date (26.10.2015) payment by bank transfer on the basis of supporting documents submitted to the Central Depository or BRD, as follows:

2.1. By requesting directly to the Central Depository

Holders of financial instruments natural person, personally or by a legal or conventional representative, will present the Central Depository collection form for IBAN code, that will indicate the Bank and bank account (IBAN code) opened in the name of financial instruments holders (model available on Central Depository website - www.depozitarulcentral.ro), accompanied by:

- copy of the valid identity document in which personal identification number must be legible - certified by the holder as "according to the original";

- account statement or a document issued by the bank (signed and stamped) confirming the existence of the account on behalf of financial instruments holder, specifying IBAN code, original;
- copy of the documents attesting the legal or conventional representative quality of the signatory of the application, if necessary - certified "according to original" by the holder.

Holders of financial instruments legal persons, by legal or conventional representative, will present the Central Depository collection form for IBAN code, that will indicate the Bank and bank account (IBAN code) opened to the financial instruments holder (the model is available on the Central Depository website www.depozitarulcentral.ro), accompanied by:

- copy of the registration certificate – certified by the holder "according to the original";
- copy of the document certifying the quality of legal representative of the company (certificate issued by the Trade Register / equivalent entity - for entities of foreign nationality) – certified by the holder "according to the original";
- copy of documents attesting to the quality of conventional representative of the application signatory, if necessary – certified by the holder "according to the original";
- account statement or a document issued by the bank (signed and stamped) confirming the existence of the account in holder's name – legal person, specifying IBAN code, original;

The documents presented in a foreign language will be accompanied by a legalized translation into Romanian and if issued by a foreign authority must bear apostille or be superlegalized, as appropriate.

PROCESS:

IBAN collection forms should be sent to the address: Central Depository SA - Bucharest, Bd. Carol I nr. 34-36, sector 2, or will be submitted at the Central Depository headquarters.

Central Depository verify documentation submitted by holders of financial instruments as described in paragraph 1, and if the documentation is not complete requests its completion.

If the payment is desired by bank transfer on the Payment Date, IBAN collection forms must be received by the Central Depository at least 4 days prior to the Payment Date. If IBAN collection forms are received after this deadline, the Central Depository will check if respective holders cashed the amounts of money. If the amounts of money were collected Central Depository will block the cash payment and within 3 days from the time of the block will instruct payment by bank transfer. Central Depository will consider IBAN collection forms received at least 3 days prior to the deadline for the distribution of the amounts indicated in the order form.

2.2. Through direct request addressed BRD-GSG

Natural persons shareholders, personally or through a legal or conventional representative, shall submit to the Payment Agent the following supporting documents:

- copy of valid identity document in which the personal identification number must be legible - certified by the holder "according to the original";
- account 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 code, original;
- copy of documents certifying the quality of legal or conventional representative of the application signatory, if necessary (ex .: documents stipulated in 1.3. and 1.4.) - certified by the holder "according to the original";

- special power of attorney certified by a notary comprising empowerment for cashing the amounts to be distributed issued not more than 3 years preceding the date the payment is made, except that empowerment has a term of validity of more than three years and is valid the date on which payment is made + 1 certified photocopy of the original (photocopy will be retained by the paying agent) and the identity document of the proxy + 1 certified photocopy of the original (photocopy will be retained). (Where applicable)
- representative's identity document bearing the personal identification number (PIN) + 1 certified photocopy of the original (photocopy will be retained by the paying agent) - where applicable.

Non-resident natural persons 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 the tax residence certificate, valid (original or certified copy, with apostille / legalized, if necessary accompanied by the certified translation into Romanian) and contact details (advisable for any further clarification).

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

- copy of the registration certificate – certified by the legal representative "according to the original";
- copy of the document certifying the quality of legal representative 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";
- copy of documents attesting to the quality of conventional representative of the application signatory, if necessary - certified by the legal representative "according to the original";
- account statement or a document issued by the bank (signed and stamped) confirming the existence of the account in holder's name – legal person, specifying IBAN code, original;
- in case of impossibility for the legal representative to appear in person in order to cash dividends, special power of attorney certified by a notary comprising empowerment for cashing the amounts to be distributed issued not more than 3 years preceding the date the payment is made, except that empowerment has a term of validity of more than three years and is valid at the date of payment of + 1 certified photocopy of the original (photocopy will be retained by the paying agent) and the identity document of the representative + 1 photocopy certified according to the original (photocopy will be retained);
- legal persons / other entities non-resident 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 the tax residence certificate, original or certified copy, with apostille / legalized, if appropriate, accompanied by the certified translation into Romanian and contact information (required for any further clarification);

In case of pension funds:

- Copy of identity document of the legal representatives of fund management, valid.
- identity card/identity document with personal identification number (CNP) for Romanian citizens or passport with identification number for foreigners.
- copy of ascertaining certificate of the fund management company/ equivalent, not 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 fund management and pension fund

- in case of non-resident pension funds: tax residency certificate, original or certified copy, with apostille / legalized, if necessary, accompanied by the certified translation into Romanian, an affidavit of legal representatives of fund management stating that the authorization of fund management and pension fund is valid at the date of payment, 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 country of origin where it can be checked the status of pension fund.

The documents presented in a foreign language will be accompanied by a legalized translation into Romanian and if issued by a foreign authority must bear apostille or be superlegalized, as appropriate. The supporting documents presented to the bank will be certified in simple copy of the original signed and stamped by shareholder / his representative.

PROCESS:

Supporting documents may be sent as follows:

- a) presented at the BRD counters starting with the Payment Ddate (26.10.2015) or
- b) mailed by registered mail to the address: "BRD GSG Securities Department - A2 Corp METAV- A 2 building, Biharia Street no. 67-77, sector 1, Bucharest, Romania ". In this case the supporting documents requested in the Annex.1 in simple copy will be transmitted in legalized copy (for shareholders resident / registered in Romania) or legalized and with apostille (for shareholders resident / registered office in another country than Romania). The documents will be accompanied by a written request of the shareholder for dividend payments by transfer, the request that will contain at least the identification data of the shareholder and bank details (bank, bank account, foreign currency account, the account holder).

3. Shares held in co-ownership

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

- 3.1. In the case of payment by bank transfer dividends will be paid into the account indicated by all the co-owners based on a joint request addressed BRD.
- 3.2. In case of cash payments, payments will be made in cash under the condition all co-owners be present in person or through legal and / or conventional representative at BRD, and submit the documents mentioned above for cash payments.
- 3.3. If case of payments to those who have account with the Participant, dividends due to co-owners will be paid to the Participant whose clients are the co-owners.
- 3.4. In case the co-owners require both registration by the Central Depository of the direct transfer of ownership of financial instruments as a result of the exit from co-ownership in accordance with the applicable legal regime, as well as direct payments to each of the co-owners according to the number of instruments acquired as exclusive property Central Depository will block payment of dividends, payment being accomplished to each co-owner according to the present proceedings.

4. Deceased shareholders

4.1. If case in the Shareholders Register on Registration Date are 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 compliance with applicable legal regime and after updating the data in the records of the Payment Agent, following the instruction of the Central Depository. If a shareholder can not be found in the records of the Payment Agent- BRD, they are asked to address the Central Depository.

General Director

Radu Andrei