

ROMCARBON S.A.	
Nr. intrare	228
Data	5.04.2012

ROMCARBON SA

Adresa: Buzau, Str. Transilvaniei, nr. 132, cod 120012

In atentia domnului **HUNG Ching Ling**

Presedinte al Consiliului de Administratie

Spre stiinta domnului **Dan SIMIONESCU**

De asemenea, ne exprimam convingerea ca prin convocator nu se vor impune cerinte restrictive menite sa descurajeze exercitarea drepturilor actionarilor, cerinte care sa depaseasca necesarul legal al identificarii actionarilor in cauza.

Din perspectiva procedurala, acesta cerere in original insotita de originalul tuturor documentelor anexate in sustinere care dovedesc identitatea entitatii(lor) semnatare, a reprezentantilor legali, precum si detinerile de actiuni ROCE ale acestora la data de _____ sunt transmise prin posta cu scrisoare recomandata cu confirmare de primire. Pentru rapiditate si eficienta in procesare aceeasi cerere (insotita de fotocopiile documentelor in sustinere) este depusa si inregistrata si la registratura IMP.

Nu in ultimul rand va solicitam ca orice eventuala corespondenta in legatura cu cererea noastra sa ne fie adresata la datele de identificare mentionate.

In sustinerea prezentei cereri depunem urmatoarele documente: (...)

Cu consideratie,



for the ordinary shareholders meeting shall not set out excessively restrictive requirements meant to discourage exercise of shareholders' rights; such requirements should observe the legal framework applicable to identifying relevant shareholders.

As a matter of procedure, this original request for the calling of the ordinary shareholders meeting accompanied by all relevant original supporting documents which prove the identity of the entity(ies) signing this document, the legal representatives thereof as well as the relevant holdings of ROCE shares as of this day _____ shall be sent by registered mail with confirmation of receipt. For reasons of efficiency and effectiveness, this same request (accompanied by all relevant copies of supporting documents) shall also be filed and registered with the IMP registration office. Last but not least, all relevant communications to us shall be sent to the contact data provided.

Please find attached the following evidential documents: (...)

Respectfully,



MARIUS POPESCU



HORIA BRAUN

HB Braun

MARIUS POPESCU



HORIA BRAUN

HB Braun

ING 
ING Pensii Societate de Administrare a
unui Fond de Pensii Administrat Privat S.A.
C.U.Î. 21772089

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inclusiv contractarea asigurarii pentru raspundere profesionala.

4. Aprobarea datei de inregistrare in sensul art. 238 alin. 1 din Legea nr. 297/2004 privind piata de capital, cu modificarile si completarile ulterioare;
5. Mandatarea Directorului General al S.C. ROMCARBON S.A., cu posibilitate de substituire, pentru (i) a incheia si/sau semna, in numele S.C. ROMCARBON S.A. si/sau al actionarilor S.C. ROMCARBON S.A., hotararile adoptate de adunarea generala ordinara, oricare si toate hotararile, documentele, aplicatiile, formularele si cererile adoptate/intocmite in scopul sau pentru executarea hotararilor adoptate de adunarea generala ordinara a actionarilor, in relatia cu orice persoana fizica sau juridica, publica sau privata, precum si pentru (ii) a efectua toate formalitatile legale necesare pentru inregistrarea, publicitatea, opozabilitatea, executarea si publicarea hotararilor adoptate de adunarea generala ordinara a actionarilor.

Mentionam faptul ca supunerea la vot a punctelor 2 si 3 de pe ordinea de zi mentionata anterior este conditionata de aprobarea punctului 1 de pe ordinea de zi, drept pentru care va rugam sa respectati succesiunea susmentionata pentru punctele inscrise pe ordinea de zi.

Dupa cum cunoasteti S.C. ROMCARBON S.A. este una dintre societatile importante ale pietei de capital din Romania, astfel ca, in structura actionariatului societatii, ca urmare a tranzactiilor derulate pe piata reglementata, intervenit in mod continuu, modificari importante. Pe de alta parte, administratorii sunt mandatarii actionarilor context in care raportat la schimbarile actionariatului mentionate anterior, consideram ca trebuie sa existe schimbari si in structura Consiliului de Administratie.

insurance) are met.

4. Approval of registration date within the meaning of art. 238 para. 1 of Law no. 297/2004 on the capital market, as amended and supplemented;
5. The authorisation of the General Manager of S.C. ROMCARBON S.A. for the purpose of (i) making decisions regarding and/or signing on behalf of S.C. ROMCARBON S.A. and/or the shareholders of S.C. ROMCARBON S.A. the resolutions passed by the ordinary shareholders meeting, all and each resolutions, documents, applications, forms and requests made/prepared for the purposes or implementation of the resolutions passed by the ordinary shareholders meeting with respect to any natural or legal, private or public person as well as for the purposes of (ii) taking all legal actions necessary in order to ensure the registration, disclosure, implementation and execution of all the resolutions passed by the ordinary shareholders meeting.

Please notice that topics 2 and 3 on the agenda are subject to the approval of topic 1, so that the established order of priority shall be observed.

As you are aware, S.C. ROMCARBON S.A. is one of the significant players on the Romanian capital market; as a result of the variety of transactions executed on the regulated market, the shareholder structure has been subject to various changes over time. Moreover, directors act as agents of the company's shareholders, so it is our opinion that changes in the shareholder structure should also be reflected in the membership of the Board of Directors.

We are also confident that the notice of call

Romcarbon S.A

Sediul: Str. Transilvaniei, nr. 132, Buzau
Tel: 0238-723115; Fax: 0238-723115

In atentia: Consiliului de Administratie

Subscrisele,

Nume	Numar actiuni	Procent
Hypocorwiss Societate Tip FOND DE PERSOAN ADMINISTRAT PRIVAT ING	26'384'082	9,99%
	13.000.000	4,92%

In temeiul prevederilor:

- (a) art. 119 coroborat cu art. 111 din Legea nr. 31/1990 privind societatile comerciale, republicata, cu modificarile si completarile ulterioare,
- (b) art. 12, coroborat cu art. 13 din Actul Constitutiv al S.C. Romcarbon S.A, forma actualizata la data de 06.02.2008, astfel cum este disponibila pe pagina de web a S.C. ROMCARBON S.A.

Va solicitam sa dispuneri convocarea adunarii generale ordinare a actionarilor S.C. ROMCARBON S.A. avand pe ordinea de zi urmatoarele puncte:

1. Revocarea tuturor membrilor Consiliului de Administratie al S.C. ROMCARBON S.A.;
2. Ca urmare a aprobarii pct. 1, aprobarea alegerii noilor administratori **prin metodata votului cumulativ** in sensul prevederilor stabilite de articolul 235 din Legea 297/2004 privind piata de capital, cu modificarile si completarile ulterioare;
3. Ca urmare a aprobarii pct. 1 si 2, alegerea membrilor Consiliului de Administratie al S.C. ROMCARBON S.A., urmand ca persoanele alese ca membri ai Consiliului de Administratie al S.C. ROMCARBON S.A. sa exercite un nou mandat de 4 ani incepand de la data indeplinirii tuturor cerintelor legale in vigoare,

Romcarbon S.A

Registered office: 132nd Transilvaniei st,
Buzau county, Tel: 0238-723115; Fax: 0238-723115

Attn. of: Board of Directors

The undersigned:

Business name	Number of shares	Percentage
Hypocorwiss Societate Tip FOND DE PERSOAN ADMINISTRAT PRIVAT ING	26'384'082	9,99%
	13.000.000	4,92%

Pursuant to the provisions laid down in:

- (a) Art. 119 in conjunction with art. 111 of Law no. 31/1990 on companies, recast, as amended and supplemented,
- (b) Art. 12 in conjunction with art. 13 of the Articles of Association of S.C. Romcarbon S.A., updated as of 06.02.2008, as available on the website of S.C. ROMCARBON S.A.

Hereby request the calling of the Ordinary Meeting of the Shareholders of S.C. ROMCARBON S.A., having the following topics on the agenda:

1. The dismissal of all Board members of S.C. ROMCARBON S.A.;
2. Following approval of the above mentioned, the request for approval for the appointment of new directors by means of **cumulative voting** within the meaning of art. 235 of Law no. 297/2004 on the capital market, as amended and supplemented;
3. Following approval of topics 1 and 2 above, the appointment of the new Board members of S.C. ROMCARBON S.A.; the said Board members shall hold office for a term of 4 years as of the date when all legal requirements (including the requirement which refers to concluding professional liability