

## **CONVOCATION**

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, gathered in meeting on 27.06.2018, CALLS FOR:

**ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)**, on **01.08.2018 at 12<sup>00</sup>**, at the company's headquarters in 132 Transilvania Street, Buzau, Buzau County, with the following Agenda:

- 1.Approval to distribute as dividends the amount of **2.007.327,93 lei**, representing part of the net profit recorded in the fiscal year 2017, in total amount of 3.070.409,69 lei, remained undistributed (according to the Ordinary General Meeting of Shareholders Decision no.2 of 26.04.2018, pt.6 let.c)
2. Approval, as a result of approving point 1 to distribute the gross dividend/share of 0.0076 lei/share, corresponding to financial exercise 2017, for the total number of 264 122 096 shares, distribution of the dividends following to be made according to the provisions of the law and under the condition of obtaining consent from the company's creditor banks.
- 3.Approval of **04.10.2018** as "**registration date**", according to art. 86 par.1 of Law no.24/2017 on issuers and capital market operations and art.2 par.2 let.f of the A.S.F. Regulation nr.5/2018.
- 4.Approval of **03.10.2018** as "**ex-date**", according to art.2 par.2 let.l of the A.S.F. Regulation nr.5/2018.
- 5.Approval of **24.10.2018** as the "**payment day**", according to art.2 par.2 let. h and art.178 par.1 of the A.S.F. Regulation nr.5/2018.

And

**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS)**, on **01.08.2018 at 12<sup>30</sup>**, at the company's headquarters in 132 Transilvania Street, Buzau, Buzau County, with the following Agenda:

1. Approval, under condition of obtaining prior consent of financing banks in this regard, for Romcarbon S.A. as lender, to grant Livingjumbo Industry SA, as borrower, of a shareholder loan in amount of 1.000.000 Euro, destined for sustaining Livingjumbo Industry SA activity and reimbursement of the credit in value of 1.000.000 Euro contracted with Unicredit Bank S.A. in the following main conditions:
  - maturity: 12 months, with the possibility to prolong by additional equal periods;
  - interest rate: 4% /year;
  - guarantees: blue ceck ;
  - currency: Euro.

**1.1.** The empowerment of the General Manager and Financial Manager to represent the company, negotiate the loan contract clauses and sign it and all/any addendums thereto, as well as any/all necessary documents in this regard.

**2.** Approval for Romcarbon S.A. Investment Plan for the year 2018, in value of 951,834 Euro, as detailed in point I. of the material no. 6425/26.06.2018, as well as approval for the modification of of the Investment Plan approved for the year 2017, in the sense of replacing some of the investment objectives approved according to this investment plan with other investment objectives, as detailed in point II. of the material no.6425/26.06.2018.

**2.1.** The empowerment of the General Manager and Financial Manager to represent the company, negotiate the acquisition contract clauses and sign them and all/any addendums thereto, any/all necessary financing contracts and addendums tehereto, as well as all/any documents in this regard.

**3.** Approval for Romcarbon S.A. to contract a loan in amount of 700.000 Euro to complete the financing structure for implementing the 2018 Investment Plan, as well as approval for consequently increasing Romcarbon SA banking exposure by the amount 700.000 Euro and for supplementing the guarantee structure already established, with those guarantees that will be established by the company in order to guarantee this new credit.

**3.1.**The empowerment of the General Manager and Financial Manager to represent the company in order to contract the credit, to negotiate the contractual clauses, to identify the required movable guarantees and/or immovable guarantees and to sign all/any credit agreements, all/any movable and/or immovable mortgage contracts , all/any addendums thereto, as well as any other documents required for this purpose.

**4.** Approval of **04.10.2018** as “**registration date**”, according to art. 86 par.1 of Law no.24/2017 on issuers and capital market operations and art.2 par.2 let.f of the A.S.F. Regulation nr.5/2018.

**5.**Approval of **03.10.2018** as “**ex-date**”, according to art.2 par.2 let.l of the A.S.F. Regulation nr.5/2018.

To the General Meetings 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 **20.07.2018**. 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.92 para.10 of Law 24/2017, on issuers of financial instruments and market operations.

Starting from **02.07.2018** 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](http://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 individual 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). In the case of legal entities or entities without legal personality, the capacity of legal representative is determined on the basis of the list of shareholders from the reference date received from the Central Depository and on the basis of a certificate of attestation 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. Special power of attorney may be given to any person for representation in a single general meeting and contains specific voting instructions from the shareholder, with a clear indication of the voting option for each item entered on the agenda of the general meeting. In this situation, the provisions of art. 125 par. (5) of the Law no. 31/1990 are not applicable. In case of discussion in the general meeting of shareholders in accordance with the legal provisions of some items not included on the published agenda, the empowered person may vote on behalf of the shareholder according to the interest of the represented shareholder. 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 **30.07.2018, 17.00** 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 01/02.08.2018". 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), copy 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 17.07.2018, 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 92 para.15 of Law no.24/2017 on issuers of financial instruments and market operations.

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 ASF Regulation No.5/ 2018, 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 **02.07.2018**. 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 **30.07.2018**, 17:00. 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 01/02.08.2018". 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 ASF Regulation No.5 / 2018, 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 **17.07.2018**, 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 **13.07.2018** (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 **13.07.2018**, 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 01/02.08.2018". 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 09.07.2018, questions related to items on the agenda in accordance with ASF Regulation No.5/ 2018. 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 01/02.08.2018 ". 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 Meetings of Shareholders on 01.08.2018, at 12.00, respectively 12.30 are not fulfilled, the next meetings are convoked on 02.08.2018, 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**  
**Huang Liang - Neng**