



S.C. ROMCARBON S.A.

Buzău – Romania
J/10/83/1991; COD FISCAL 1158050
120012 Buzău, Str. Transilvaniei, nr. 132
Tel.: 0238/711.155; Fax: 0238/710.697
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No.930/26.04.2018

CURRENT REPORT

According to CMVM Regulation no.1/2006

Date of report:**26.04.2018**

Name of Issuer: S.C. ROMCARBON S.A.

Headquarters: no.132, Transilvaniei street, Buzau, Buzau County

Phone number: 0238/711 155

Fax number:0238/710 697

Single registration code: RO 1158050

Number of Trade Registry: J 10/83/1991

Subscribed and paid up capital: 26.412.209,6 lei

Regulated market where the issued securities are traded: BVB Standard Category

Event reported: Ordinary General Meeting of Shareholders and Extraordinary General Meeting of Shareholders of 26.04.2018 (according to art.113 pt.1 par.A let.c) of the C.N.V.M. Regulation no.1/2006);

ROMCARBON S.A. reports the following important event:

On 26.04.2018, 12.00 hours, respectively 12.30 hours, at the company's headquarters in Buzau 132 Transilvaniei street, according to provisions of the law and the article of association were held:

A. The Ordinary General Meeting of Shareholders (first convocation).

Were present/represented shareholders representing **66,0858 %** of the share capital.

Following debates and deliberations regarding the issues on the agenda, were adopted by unanimous vote points 1, 3, 5, 7, 8, 9, 12, 13, 14 and 15 on the agenda and with majority of votes points 2, 4, 6, 10 and 11, as follows:

1.Approved the annual report of the Board of Directors for the fiscal year 2017.

2.Approved the individual financial statements for the financial year 2017 in accordance with International Financial Reporting Standards (IFRS) based on: Directors' Report and External Financial Auditor's Report for the financial year 2017.

3.Approved the external financial auditor - Deloitte Audit SRL, member of Deloitte Touche Tohmatsu - on the consolidated financial statements for the financial year 2017.

4.Approved the consolidated financial statements, for the financial year 2017 in accordance with International Financial Reporting Standards (IFRS) based on: Directors' Report and External Financial Auditor's Report for the financial year 2017.

5.Approved 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 2017.

6.Approved the distribution of the net profit recorded in the fiscal year 2017 in the amount of 4.798.065,69 lei on the following destinations:

a) Legal reserves amounting to 239.903 lei;

b) Other reserves amounting to 1.487.753 lei, representing fiscal facility regarding the profit tax exemption for the profit reinvested in 2017;

c) Retained earnings amounting to 3.070.409,69 lei. The Board of Directors will make the necessary diligence to convene an Ordinary General Meeting of Shareholders, to take place at a later date and, depending on the financial situation of the company and obtaining the necessary prior agreements, to decide on the possibility of distribution in the form of dividends of a portion of retained earnings / unallocated profit for the financial year 2017.

7.Approved the Annual Report for 2017, 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.Approved to discharge the members of the Board of Directors for the work in fiscal year 2017.

9.Approved to contract services for the external financial audit of the company for the financial year 2018 for a 1 year term starting with 01.05.2018 and the conclusion of a statutory audit service contract for the financial year 2018 with SC DELOITTE AUDIT SRL, through Farrukh Khan, a contract that will deal with the following operations:

- auditing individual and consolidated financial statements in accordance with the International Financial Reporting Standards adopted by the European Union (hereinafter referred to as IFRSs).

I hereby empowered the Director General, Mr. Andrei Radu and the Financial Director, Mrs. Zainescu Viorica, to represent the company in relation with SC DELOITTE AUDIT SRL and to sign in the name and on behalf of the company the contract for external financial audit services with SC DELOITTE AUDIT SRL, in the conditions presented in the material attached to the present decision, as well as any necessary documents in order to carry out those approved under this decision..

10.Approved of the income and expenses budget for the financial year 2018.

11. Approved, in consideration of the provisions of Government's Emergency Ordinance no.79/2017, for the modification of Law no.227/2015, the Fiscal Code, that starting with January 1-st, 2018, ROMCARBON SA Members of the Board of Directors, be granted the same net fee in payment at 31.12.2017, to which it will be added all legal tax and fees. The fee difference since January 2018 up to the day will be paid retroactively. The total of the net fee remain the same as before and the taxes paid by the company will be according to the law.

12.Approved of **23.05.2018** as "**registration date**", according to art. 86 of Law 24/2017 regarding issuers and art.2 let.e of the C.N.V.M. Regulation no.6/2009.

13.Approved of **22.05.2018** as "**ex-date**", according to art.2 let.f of the C.N.V.M. Regulation no.6/2009.

14.Took note of the termination of Mr. Hung, Ching-Ling, Member and Chairman of the Board of Directors of ROMCARBON SA, due to the impossibility of being exercised.

15. Appointed Mr. Huang Liang-Neng as member of the Board of Directors of ROMCARBON SA, considering the termination of the term of office of Mr. Hung, Ching-Ling, for a term equal to the remaining period until the expiry of his

predecessor's term, ie until 04.02.2020 and granting a monthly net fee equal in value to the monthly net fee received by his/her predecessor.

B. The Extraordinary General Meeting of Shareholders (first convocation). Were present/represented shareholders representing **66,0858 %** of the share capital.

Following debates and deliberations regarding the issues on the agenda, were adopted by unanimous vote points 4, 5 and 7 on the agenda and with majority of votes points 1, 2, 3 and 6, as follows:

1. Approved the banking exposure of Romcarbon SA for the financial years 2018-2019, consisting of: credits in amount of 13.712.255 Euro and 18.266.498 Lei; leasing contracts in amount of 11.545 Euro; factoring contracts with a ceiling of 500.000 Euro; letters of guarantee in amount of 500.000 lei; Guarantee given to LivingJumbo Industry SA for the investment credit contracted UniCredit amount of 2,057,200 Euro, as detailed in the material no. 2863/16.03.2018.

1.1. Approved:

- the prolongation by 36 months of the validity of the factoring ceiling of 500.000 Euro;
- the prolongation at maturity, or if necessary, before maturity date, of the letters of guarantee ceiling by 36 month period and supplementing the guarantees as detailed in material no. 2863/16.03.2018;
- the prolongation by 12 months of the validity of the credit facilities contracted by Romcarbon SA with BRD-GSG SA and UNICREDIT Bank SA, and for maintaining the related guarantee;
- for the replacement, according to those mentioned in the Board of Directors Decision no.1/19.01.2018, in case of sale, of the mortgage on Romcarbon assets located in Iasi, no.20 Chisinaului Way, with cad.no.148536, consisting of land in total area of 8103 sqm and buildings 148536-C1, 148536-C2, 148536-C3, 148536-C4 with mortgage on other assets company/other guarantor property as detailed in the material no. 2863/16.03.2018.

1.2. Approved the empowerment of the Board of Directors to negotiate and decide, as appropriate, regarding: changing credit conditions (including, as appropriate, the extension of up to 12 months of short-term facilities - credit lines), modification and/or the establishment of new securities, restructuring existing credits/banking exposure, change currency or refinance existing loans and contracting of new loans, within the limits of the approved banking exposure and of the law.

1.3. Approved the 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. Approved, confirmed, ratified and assumed in its entirety, the Decision of the Board of Directors of Romcarbon SA no.1 from 19.01.2018, respectively approved, confirmed, ratified and assumed all legal acts signed by Romcarbon SA and Unicredit Bank SA, as follows:

- Special Credit Terms (CCS) to Credit Agreement no. BUZA / 003/2018 dated 19.01.2018;
- Mortgage agreement signed on 19.01.2018, based on the Credit agreement no. BUZA / 003/2018 dated 19.01.2018;
- Annex no. 1 to the Contract for the mortgage on 18.01.2017, related to the Credit Agreement no. BUZA / 044/2016;
- Additional Act no. 17 of 19.01.2018 to the Special Credit Terms (CCS) to the Credit Agreement no. Buza / 014/2012 from 29.06.2012;

-Mortgage agreement signed with Unicredit Bank S.A. on 19.01.2018, based on the Credit Contract no. BUZA / 014/2012 from 29.06.2012;

-Annex no.2 dated 19.01.2018 to the Contract for the mortgage from 10.04.2017, related to the Credit Contract no. BUZA/014/2012 from 29.06.2012;

-Annex no. 2 dated 19.01.2018 to the Contract for mortgage from 21.12.2016, related to the Credit Agreement no. BUZA/015/2016 of 21.12.2016;

-Annex no. 3 dated 19.01.2018 to the Contract for the mortgage on 07.04.2017, related to the Credit Agreement no. BUZA/004/2017 dated 07.04.2017, as well as approving, confirming, ratifying and assuming the signing of all the aforementioned acts, on 19.01.2018, on behalf of Romcarbon SA and for it, by Mr. Radu Andrei as General Manager and Mrs. Zainescu Viorica as Financial Director, according to the powers received by decision of the board.

3. Approved, confirmed, ratified and assumed in its entirety, the Decisions of the Board of Directors of Romcarbon SA no.16 from 20.12.2017 and no.2 from 12.03.2018, and the empowerment of Romcarbon SA, General manager, that on behalf of the company and in its name carry out the sale negotiation, to sign all/any necessary documents and to fulfill all formalities for applying the decisions.

4. Approved of 23.05.2018 as “registration date”, according to art. 86 par.1 of Law 24/2017 and art.2 let.e of the C.N.V.M. Regulation no.6/2009.

5. Approved of 22.05.2018 as “ex-date”, according to art.2 let.f of the C.N.V.M. Regulation no.6/2009.

6. Approved the updating accordingly the Articles of Incorporation of ROMCARBON S.A. following the proposals of new items on the agenda of the Ordinary General Meeting of the Shareholders convoked for 26/27.04.2018, as follows:

6.1. Art. 15 par.7 will change and have the following content:

"Upon the date of up-dating this present incorporation act, the Board of Directors consists of:

1. SIMIONESCU N. DAN, Romanian citizen, born on in,, residing in, str nr. sc., ap. county, identified with series no. issued by by date of, CNP;

2. WANG, YI-HAO, Taiwanese citizen, born on in, residing in, no., Alley, Lane, Section,, identified with passport series no., issued by on

3. citizen born on in,, domiciled in, str nr. sc., ap. county, identified with series no. issued by by date of, CNP, Elected for a four-year term, which expires on 04.02.2020. "

7. Empowered the General Manager of Romcarbon SA, Andrei Radu, to carry out the necessary formalities and to sign the up-dated incorporation act of the company, as well as all the necessary documents, in order to carry out the items decided at point 6 of the E.G.M.S. decision.

Chairman of the Board
Huang, Liang – Neng

General Director
Andrei Radu

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