



ROMCARBON SA | Thinking forward
a company listed on [BSE](#)



132 Transilvaniei Street, 120012, Buzau, Romania
Commerce Registry Number: J10/83/1991
VAT Number: RO1158050
Phone: +40(0)238711155 | Fax: +40(0)238710697
E-mail: office@romcarbon.com
Website: www.romcarbon.com

No.1711/29.04.2020

CURRENT REPORT **According to A.S.F. Regulation no.5/2018**

Date of report: 29.04.2020

Name of Issuer: 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 29.04.2020

ROMCARBON S.A. reports the following important event:

On 29.04.2020, at 12.00, respectively 12.30 at the company's headquarters in Buzău, Transilvaniei Street no. 132, in accordance with the provisions of the law and the Articles of Association, were held the Ordinary General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders (first call).

At the meetings were present/represented and voted by mail shareholders representing **62.07%** of the total share capital.

Following the debates and deliberations on the items on the agenda, the following were adopted unanimously:

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

1. Approved the annual report of the Board of Directors for the fiscal year 2019.

2. Approved the individual financial statements for the financial year 2019 in accordance with International Financial Reporting Standards (IFRS) based on: Directors' Report and External Financial Auditor's Report for the financial year 2019.

3. Approved the external financial auditor - Deloitte Audit SRL, member of Deloitte Touche Tohmatsu - on the consolidated financial statements for the financial year 2019.

4. Approved the consolidated financial statements, for the financial year 2019 in accordance with International Financial Reporting Standards (IFRS) based on: Directors' Report and External Financial Auditor's Report for the financial year 2019.

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 2019.



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6. Approved the distribution of the net profit recorded in the fiscal year 2019 in the amount of 370.098,49 lei on the following destinations:

a) Legal reserves amounting to 18.505 lei;

b) Other reserves amounting to 261.695,31 lei, representing fiscal facility regarding the profit tax exemption for the profit reinvested in 2019;

c) Retained earnings amounting to 89.898,18 lei.

7. Approved the Annual Report for 2019, prepared in accordance with ASF Regulation No.5/2018 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 2019.

9. Approved contracting the external financial audit of the company for the financial year 2020, for a term of 1 year, starting with 01.05.2020, and concluding, in this respect, a contract for the supply of statutory audit services for the financial year 2020 with SC DELOITTE AUDIT SRL, contract that will have as object the following operations:

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

Empowered the General Director, Mr. Huang Liang Neng and Chief Financial Officer, Ms. Zainescu Viorica, to represent the company in relation to 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, under the conditions presented in the material attached to this decision, as well as any necessary documents in order to carry out those approved in this decision to contract services for the statutory audit of the company for the financial year 2020.

10. Approved of the income and expenses budget for the financial year 2020.

11. Approved of **26.05.2020** as "**registration date**", according to Law 24/2017.

12. Approved of **25.05.2020** as "**ex-date**", according to Law 24/2017.

And

B. The Extraordinary General Meeting of Shareholders (first convocation):

1. Approved for the banking exposure of Romcarbon S.A for the financial years 2020-2021, consisting of: credits in amount of 10.904.451 Euro and 5.679.372 Lei, 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 credit facility contracted with UniCredit SA in amount of 5.780.405 Euro and to R.C. ENERGO INSTALL S.R.L. for the credit facility contracted with EximBank SA in amount of 2.500.000 Lei, as detailed in the material no. 2522/13.03.2020.

1.1. Approved for:

- the prolongation of validity of the factoring ceiling contracted with UniCredit Bank SA in the amount of 500.000 euros over a period of 36 months;



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- the prolongation at maturity or, if necessary, before the maturity of the ceiling of letters of bank guarantee contracted with UniCredit Bank SA in the amount of 500.000 lei for a period of 36 months;
 - the prolongation with a 12-month period of the validity of the credit lines contracted with BRD GSG (in the amount of 2,550,000 Euro) and with UniCredit Bank SA (in the amount of 5,450,000 Euro) with the maintenance of the related guarantees

1.2. Empowered the Board of Directors to negotiate and decide, as appropriate, on:

- modification of the credit conditions of the credits in progress and/or the extension with up to maximum 12 months of the short-term facilities - credit lines;
- modification and / or setting up new guarantees for existing loans and approving guarantees for new loans that will be contracted within the limits of the approved banking exposure;
- contracting new loans within the limits of bank exposure and under the conditions of the law, as well as, as the case may be, restructuring existing credits / guarantees / bank exposure, changing the currency or refinancing the existing credits.

1.3. Empowered for the General Director and Financial Director, to sign credit agreements and all additional documents to them, related warranties and all additional acts, leasing and factoring contracts and all additional documents, as well as any other documents required in to view the fulfillment of the AGEA decision 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 for Romcarbon SA 2020 Investment Plan.

3. Approved of **26.05.2020** as "registration date", according to Law 24/2017.

4. Approved of **25.05.2020** as "ex-date", according to Law 24/2017.

With great esteem,

**Chairman of the Board of Directors
and
General Director
Huang Liang Neng**