

CARBOCHIM S.A.  
No. 3, 1 Mai Square  
CLUJ-NAPOCA

## NOTICE TO ATTEND

The Board of Directors Carbochim S.A., with the registered office in Cluj-Napoca, no. 3, P-ta 1 Mai, Cluj County, unique registration code RO 201535 and registration number with the Office of the Trade Register of Cluj J12/123/1991, CSSV 12.325.437, 5 RON, met in the session of 18.03.2015, calls together the Ordinary General Assembly of the Shareholders and further, the Extraordinary General Assembly of the Shareholders on **28.04.2015, 10 a.m.**, at the registered office of the company in Cluj-Napoca, no. 3, P-ta 1 Mai, for all shareholders registered in the Register of Shareholders at the end of **15.04.2015**. In the case of failure to fulfil the statutory conditions or any other terms of validity, the Ordinary and Extraordinary General Assemblies of the Shareholders will be held on **29.04.2015**, in the same place, at 10 a.m.

### AGENDA

#### **I. For the Ordinary General Assembly of the Shareholders**

1. Presentation and approval of the annual financial statements completed on 31.12.2014 (prepared in accordance with the International Financial Reporting Standards as adopted by the European Union and with Order No. 1286/2012 of the Minister of Public Finances for the approval of accounting regulations in accordance with the International Financial Reporting Standards, applicable to companies whose securities are admitted to be traded on a regulated market, with subsequent amendments and completions), based on the reports presented by the Board of Directors and the financial auditor.

2. Discharge of administration of the directors of the financial year 2014.

3. Approval of the distribution of the net profit for the financial year 2014, in the amount of 1.042.168,33 RON, as follows:

- legal reserves: 60.957,27 RON

- dividends: 936.733,25 RON (gross dividend 0,19 RON/share)

- own financing sources (reserves): 44.477,36 RON

Approval of the date for the payment of the dividend on 23.10.2015.

4. Presentation and approval of the income and expenditure budget for year 2015.

5. Presentation and approval of the investment program for year 2015.

6. Appointment of the financial auditor and set the duration of the financial audit contract, as a result of the expiry of the audit contract and authorization of the General Manager to negotiate and sign the contract.

7. Approval of **19.10.2015** as the date of identification of the shareholders, who will be affected by the Decision of the Ordinary General Assembly of the shareholders,

under article 238 of Law 297/2004 on the capital market and the approval of the date of **16.10.2015** as ex-date.

8. Authorization of an individual to draw up and sign all the decisions taken and to carry out the necessary formalities to mention/record the decisions with the Trade Register and to publish them in the Official Gazette of Romania.

## **II. For the Extraordinary General Assembly of the Shareholders**

1. Approval of the commercial strategy for the year 2015.

2. Approval of the extension of the credit lines for 3.400.000 RON and 370.000 EUR and securing them with mortgages on the company's assets.

3. Approval of **19.10.2015** as the date of identification of the shareholders, who will be affected by the Decision of the Extraordinary General Assembly of the shareholders, under article 238 of Law 297/2004 on the capital market and the approval of the date of **16.10.2015** as ex-date

4. Authorization of an individual to draw up and sign all the decisions taken and to carry out the necessary formalities to mention/record the decisions with the Trade Register and to publish them in the Official Gazette of Romania.

The shareholders registered in the Register of Shareholders at the end of the reference date **15.04.2015** shall have the right to participate and vote in the Ordinary and Extraordinary General Assemblies of the Shareholders.

Shareholders may participate directly, through representative or by correspondence.

In the case of direct participation, the access of shareholders entitled to attend the Ordinary General Assembly of the Shareholders and the Extraordinary General Assembly of the Shareholders is allowed by simply proving their identity, in the case of individual shareholders based on the identity document or, in the case of legal entities and individual shareholders represented through a power of attorney (general or special power of attorney) given to the individual who represents them and the identity document of the latter.

The special power of attorney given by a shareholder to a credit institution, which provides custody services, to participate in and vote in the Ordinary General Assembly of the Shareholders and Extraordinary General Assembly of the Shareholders will be signed by the shareholder and it will be accompanied by an affidavit given by the credit institution which is authorized for representation based on the special power of attorney, which should mention: a) the credit institution provides custody services for the said shareholder; b) the instructions in the power of attorney shall be identical to the instructions from the SWIFT message received by the credit institution to vote on behalf of the shareholder; c) the special power of attorney is signed by the shareholder.

The representation of the shareholders may be made through other individuals than shareholders, based on a special or general power of attorney and provided that the representative has legal competence.

The shareholders who do not have legal competence and the legal entities may be represented by their legal representatives, who in turn may give power of attorney to other individuals.

Documents necessary to the shareholders for

- Direct Participation

a) individuals: original identity document;

b) legal entities: copy of the Registration Certificate with the Office of the Trade Register (unique registration code) of a shareholder legal entity, confirmation of the company's details issued by the Office of the Trade Register certifying the quality of the legal representative of the company, in the original and the original identity document of the shareholder's representative;

c) in the case of participation through a conventional representative, the documents provided for at letter a) or b) plus the special or general power of attorney.

- Participation through representation with special or general power of attorney or vote by correspondence on ballots

- individuals: special or general power of attorney (prepared in 3 original counterparts, one of which will be filed with the company, one will be presented by the appointed representative who participates in the General Assembly and will remain with the shareholder) accompanied by a copy of the identity document of the shareholder who gives the power of attorney; or, depending on the case, the ballot for the vote by correspondence in original, accompanied by the copy of the identity document of the shareholder;

- legal entities: special or general power of attorney (prepared in 3 original counterparts, one of which will be filed with the company, one will be presented by the appointed representative who participates in the General Assembly and one will remain with the shareholder) accompanied by a copy of the Certificate of Registration issued by the Office of the Trade Register (unique registration code) of a shareholder legal entity, confirmation of the company's details, which certifies to the quality of the legal representative of the person signing the power of attorney, in original, copy of the identity document of the legal representative of the shareholder legal entity and the identity document in original, which will be presented by the authorized person at the entrance in the room; or, as appropriate, the original ballot for the vote by correspondence, accompanied by a copy of the Certificate of Registration with the Office of the Trade Register (unique registration code) of the shareholder legal entity, confirmation of the company's details issued by the Office of the Trade Register, which certifies to the quality of legal representative of the person who signs the ballot, in original and copy of the identity document of the legal representative of the shareholder legal entity.

The forms for the special power of attorney and the ballots for the vote by correspondence may be obtained by the shareholders at the registered office of the company, every work day, starting with **27.03.2015**, between 8 a.m. - 4 p.m. or on the company's web site [www.carbochim.ro](http://www.carbochim.ro), both in Romanian and English.

The special or general powers of attorney and the ballots for the vote by correspondence will be filed in original along with the enclosed documents, in Romanian or English, at the registered office of the company and the notification for the appointment of the representative may be sent by e-mail at the address [viorel.popoviciu@carbochim.ro](mailto:viorel.popoviciu@carbochim.ro) until **27.04.2015, 10.00 a.m.**

Ballots for the vote by correspondence shall be taken into consideration only if they are filed with the company by the deadline **27.04.2015, 10 a.m.**

One or more shareholders representing, individually or together, at least 5% of the share capital shall be entitled to introduce new items on the Agenda of the Ordinary General Assembly of the Shareholders and of the Extraordinary General Assembly of the Shareholders (provided that each item be accompanied by a motivation or a draft of the decision proposed to be passed by the Ordinary General Assembly of the Shareholders and the Extraordinary General Assembly of the Shareholders) and to propose decision drafts for the items included or proposed to be included on the Agenda until **13.04.2015, 4 p.m.**

Each shareholder has the right to ask questions about the items on the agenda in accordance with article 13 of regulation CNVM 6/2009.

Shareholders who make proposals for completing the agenda (article 7 paragraph (1) letter (a) of the Regulation CNVM no. 6/2009) or ask questions regarding the items on the agenda (art. 13 of the Regulation CNVM no. 6/2009), must submit documents certifying their identity, as well as the statement of account issued by the central depository mentioning the quality of the shareholder and the number of shares owned.

The materials on the issues included in the Agenda, the special power of attorney form, the ballot for the vote by correspondence and the decision drafts relating to the items on the agenda may be found at the company beginning with **27.03.2015**, every working day between 8.00 a.m. and 4.00 p.m., or may be accessed on the company's website at [www.carbochim.ro](http://www.carbochim.ro) as of the same date.

In case the failure to fulfil the conditions stipulated by law and the Memorandum of Association for the organization of the Ordinary General Assembly of the Shareholders and the Extraordinary General Assembly of the Shareholders on **28.04.2015**, 10.00 a.m., the second notice to attend to the Ordinary General Assembly of the Shareholders and the Extraordinary General Assembly of the Shareholders will be sent for **29.04.2015**, 10.00 a.m., at the same place, with the same Agenda and to the shareholders registered at the same reference date.

Further information may be obtained at the following telephone number: 0264-437005.

**CHAIRMAN OF THE BOARD**  
**General Manager**  
**ING. POPOVICIU VIOREL**

