

Translation from Romanian

CARBOCHIM S.A. (Joint Stock Company)  
PIATA 1 MAI NR.3  
CLUJ-NAPOCA

## NOTICE OF ATTENDANCE

The Board of Directors of Carbochim S.A., having its registered office at P-ta 1 Mai no. 3, city of Cluj – Napoca, Cluj County, VAT number RO 201535 and registered with the Cluj Trade Register Office under number J12/123/1991, subscribed and paid up share capital amounting to 12,325,437.5 lei, convened in session on **October 19<sup>th</sup>, 2016**, in compliance with article 243, paragraph (11) of Law 297 / 2004 and article 119, paragraph (1) of Law 31 / 1990, hereby summons the General Meeting of Shareholders on **November 29<sup>th</sup>, 2016, 10 a.m.** at the company's registered office located in the city of Cluj – Napoca, Piata 1 Mai no. 3 for all shareholders within the Shareholders' Registry at the end of **November 15<sup>th</sup>, 2016**. **If statutory conditions are not fully met or if any other validity conditions are breached**, the General Meeting of Shareholders takes place on **November 30<sup>th</sup>, 2016**, same place, at 10 a.m.

### AGENDA

#### **I. For the Ordinary General Meeting of Shareholders:**

1. To elect a new Board of Directors of the company CARBOCHIM S.A., through the joint vote method.
2. To approve **December 20<sup>th</sup>, 2016** as the date of identifying the shareholders who shall bear the consequences of the Resolution of the Ordinary General Meeting of Shareholders, in compliance with article 238 of Law 297 / 2004 regarding the capital market and to approve **December 19<sup>th</sup>, 2016** as the ex – date.
3. To empower an agent in order to draft and sign all adopted resolutions and to undergo any and all formalities required to mention / register such resolutions with the Trade Register Office and publish them in the Romanian Official Gazette.

The shareholders registered in the Shareholders' Registry on the reference date set for the end of **November 15<sup>th</sup>, 2016** are entitled to participate in the meeting and vote within the meeting.

The shareholders are entitled to participate in person, via a representative or by postal vote.

In case of direct participation, the access of the shareholders entitled to participate in the Ordinary General Meeting of Shareholders is made by the simple proof of their identity, through an ID for natural persons or, in the case of legal entities and represented natural person shareholders, through and enclosed power of attorney (special or general proxy) granted to the representative – natural person who shall provide an ID.

The special proxy granted by a shareholder to a credit institution that provides custody services in order to participate in and vote within the Ordinary General Meeting of Shareholders shall be signed by the shareholder in question and shall be accompanied by a statutory statement given by the credit institution who has been granted the representation power of attorney through the special proxy, that would point out as follows: a) that the credit institution provides the custody services for the respective shareholder; b) the guidelines in the special proxy are the same with the ones within the SWIFT message received by the credit institution in order to vote on behalf of the respective shareholder; c) the special proxy is signed by the shareholder.

The shareholders' representation may also be performed through other persons, pursuant to a special or general proxy and subject to the representative's being able to perform his her capacity.

The shareholders who do not have full capacity of exercise as well as the legal entities may be represented through their legal representatives, who, at their turn, are allowed to grant a special proxy to third parties.

The shareholders must present the following document in view of:

- Direct participation

a) natural persons: original ID

b) legal entities: a copy of the Registration Certificate with the Trade Register Office (CUI) of the legal entity shareholder that confirms the capacity as legal representative of the company, in original, and the original ID of the legal representative of the shareholder.

c) in case of participation through a conventional representative, the documents provisioned at letters a) or b) accompanied by the special or general power of attorney.

- Participation through representation with enclosed special or general proxy or postal vote::

Natural persons: special or general proxy (drafted in 3 original counterparts of which one shall be filed with the company, one shall be put forward by the representative appointed to participate in the Ordinary General Meeting of Shareholders and one shall be kept by the shareholder) accompanied by the ID of the shareholder who grants the proxy; or, as applicable, the postal vote ballot in original, accompanied by the shareholder's ID.

legal entities: special or general proxy (entered in 3 original counterparts of which one shall be filed with the company, one put forward by the representative appointed to participate in the Ordinary General Meeting of Shareholders and one shall be kept by the shareholder), accompanied by a copy of the Registration Certificate with the Trade Registered Office (CUI) pertaining to the legal entity shareholder, the Certificate of Company Details issued by the Trade Register Office that confirms the capacity as legal representative of the proxy's signatory, the original of the ID of the legal representative of the legal entity shareholder as well as the original ID that shall be presented by the attorney – in – fact when he / she accesses the meeting; or, as applicable, the postal ballot in original, accompanied by the Registration Certificate with the Trade Register Office (CUI) of the legal entity shareholder, the Certificate of Company Details issued by the Trade Register Office confirming the legal representative capacity of the vote ballot's signatory and a copy of the ID of the legal representative of the legal entity shareholder.

The Special Proxy forms and the voting ballots may be obtained by the shareholders from the company's registered office, each business day, as of **October 29<sup>th</sup>, 2016**, between 8 a.m. and 4 p.m. or from the company's site [www.carbochim.ro](http://www.carbochim.ro), both in Romanian and English.

The special or general proxies and the voting ballots shall be filed in original, together with the attached documents, in Romanian or English, at the registered office and the notice of

appointment of the representatives may be sent through e-mail at the following address: [viorel.popoviciu@carbochim.ro](mailto:viorel.popoviciu@carbochim.ro) until **November 28<sup>th</sup>, 2016, 10.00 a.m.**

The postal ballots shall be taken into account solely if filed with the company up until the deadline, namely on **November 28<sup>th</sup>, 2016, 10 a.m.**

Candidacies for directors shall be filed at the company's registered office until November 8<sup>th</sup>, 2016, 4 p.m., at the latest.

One or more of the shareholders, individually or jointly representing at least 5% of the share capital are entitled to add new items on the agenda of the Ordinary General Meeting of Shareholders (subject to the fact that each item be accompanied by relevant reasons or by a resolution project suggested for adoption within the Ordinary Meeting of Shareholders) and to suggest projects for the items included or suggested for the agenda within the legal 15 day term as of the day of the publication in the Official Gazette, until **4 p.m.** of the 15<sup>th</sup> day.

Each shareholder is entitled to make inquiries regarding the agenda, in compliance with article 13 of the CNVM 6/2009 Regulations.

Shareholders who put forward proposals for the supplementation of the agenda (article 7, paragraph (1) letter a) of the CNVM no.6/2009 Regulations) or the ones who ask questions regarding the items on the agenda (article 13 of the CNMV no. 6 / 2009 Regulations) must present documents attesting their identity as well as the bank statement issued by the central securities depository that states the shareholder capacity as well as the number of owned shares.

Materials regarding the items on the agenda, the list regarding information on the names, residence and professional qualification of the persons proposed to become directors are available to the shareholders, and they can be viewed and supplemented by the same. The special proxy forms, the postal vote forms and the projects related to the items on the agenda may be viewed at the company's registered office as of **October 29<sup>th</sup>, 2016**, each business day between 8 a.m. and 4 p.m. or they can be accessed on the company's site [www.carbochim.ro](http://www.carbochim.ro) as of the same date.

Should there be failure in meeting legal conditions in order to convene the Ordinary General Meeting of Shareholders on **November 29<sup>th</sup>, 2016**, 10 a.m., a second summons is hereby made for **November 30<sup>th</sup>, 2016**, 10 a.m., featuring the same place, agenda and corresponding to the shareholders registered at the same reference date.

If you require additional information please call 0264-437005.

**CHAIRMAN OF THE BOARD OF DIRECTORS  
GENERAL MANAGER  
POPOVICIU VIOREL – ENGINEER**



