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BUCHAREST STOCK EXCHANGE
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CURRENT REPORT

According to the Regulation CNVM no. 1/2006 on the issuers and operations with securities and Law no. 297/2004 on the capital market

Date of the report: **14.04.2016**

Name of the issuing entity: **CARBOCHIM S.A. CLUJ**

Registered office: P-ta. 1 Mai nr.3, CLUJ-NAPOCA

Tel. 0264 437 005; Fax: 0264 437 026

Unique registration code: 201535, fiscal assignment **RO**

Registration no. with the Trade Register Cluj: **J12/123/1991**

Subscribed and paid up share capital: **12.325.437,5 RON**

The regulated market on which the securities issued are traded: **BVB Bucharest**
Shares (market symbol: **CBC**)

Important event to be reported:

The request made by the company ELECTROARGES S.A. Curtea de Arges, which owns a total of 611.133 shares representing 12.3958% of the share capital of CARBOCHIM S.A., submitted through the letter registered as no. 577/12.04.2016, concerning the completion / amendment of the agenda of the Ordinary General Assembly of the Shareholders and the Extraordinary General Assembly of the Shareholders of Carbochim S.A. that shall take place on 27.04.2016 for the first invitation, on 28.04.2016 the second invitation, respectively, as follows:

I. For the Ordinary General Assembly of the Shareholders

1 The introduction of a new point on the agenda is required: Election of new members of the Board of Directors by the application of cumulative voting method.

Proposal of agenda item Appointment of the Members of the Board of Directors

Completion of the notice to attend:

«The interested persons will submit, at least 5 days before the date of the Ordinary General Assembly of the Shareholders the letter of intent regarding the obtaining the quality of Member of the Board of Directors accompanied by curriculum vitae and an affidavit concerning the fulfillment of legal and statutory conditions for having the quality of member of the Board of Directors of the company. »

The proposals of the signatory shareholder of such request for the positions of Member of the Board of Directors are:

1. ION GAVRILA
2. PETRE MIHALCEA

3. FLORICA ERCULESCU
4. MARIN BARBU
5. MARIANA PREOTEASA

2. Completion of point 3 of the agenda with explicit mention of the fact that the shareholders entitled to receive dividends are all the shareholders recorded in the Register of Shareholders kept by the Central Depository, on the date of registration:

«The shareholders entitled to dividend payment are those enrolled in the Register of Shareholders kept by the Central Depository on the date of registration, approved by the General Assembly in accordance with art. 238 of Law no. 297/2004 on the capital market. »

II. For the Extraordinary General Assembly of the Shareholders:

The completion / amendment of the agenda of the Extraordinary General Assembly of the Shareholders shall be requested, with the following points and submitting the following draft resolutions to debate:

1. The new point on the agenda - “Approval of amendment and completion of the Memorandum of Association of the company in force on the date the Extraordinary General Assembly of the Shareholders is convened. »

Proposal of agenda item Amendment and completion the Memorandum of Association of the company in force on the date the Extraordinary General Assembly of the Shareholders is convened, as follows:

a) Amendment and completion of article 16 relating to the exercise of the right of vote in the General Assembly of the Shareholders, by introducing the mandatory application of the cumulative voting method in the case of the election of members of the Board of Directors, as follows:

«Art.16. Exercise of the voting right in the General Assembly of the Shareholders.

The decisions of the general assemblies are made by open vote.

The shareholders usually vote by raising hands.

Upon the proposal of the person who presides or a group of shareholders present or represented, owning $\frac{1}{4}$ of the share capital, one may decide that the vote should be secret.

The secret vote is compulsory for the election of the members of the Board of Directors and of the Internal Auditors, for the revocation and for making decisions related to the liabilities of the Directors.

It is compulsory to make the election of the members of the Board of Directors by using cumulative voting method under the procedure for this method provided in A.S.F. regulations.

By cumulative method, each shareholder has the right to assign cumulative votes (the votes obtained from multiplying the votes held by any shareholder, according to the participation in share capital with the number of directors that will form the Board of Directors) of one or several persons proposed to be elected as member of the Board of Directors.

In exercising the cumulative vote, the shareholders may grant cumulative votes to one candidate or several candidates. Related to the right of each candidate, the shareholders mention the number of votes granted.

Depending on the date of the General Assembly, the members of the Board of Directors are registered automatically on the list of candidates for the election of the new Board of Directors. If they are not reappointed by cumulative vote in the new Board of Directors, they are revoked, their mandate being terminated consequently.

The persons who obtained the most cumulated votes at the General Assembly of the Shareholders shall be declared elected as members of the Board of Directors of the company.

In a situation where two or several persons proposed to be elected as members in the Board of Directors receive the same number of cumulated votes, the person who was voted by a larger number of shareholders shall be declared elected as member of the Board of Directors. The criterion for the election of members of the Board of Directors in a situation where two or several proposed persons receive the same number of cumulated votes, expressed by the same number of shareholders consists in the existence of the professional experience of the candidates as directors or managers of the entities regulated by A.S.F., and if the separation of the candidates is not achieved according to this criterion, the criterion to be applied for the separation consists in the number of months which the persons involved have occupied the positions mentioned above, the person who has the highest number of months of professional experience shall be appointed as member of the Board of Directors.

The Decisions of the General Assembly are binding even for the absent or represented shareholders. »

b) Amendment of article 13, for the purpose of completing paragraph 3 «Duties of the Ordinary General Assembly», letter b), as follows:

« b) to elect, revoke the members of the Board of Directors, to elect, to revoke the **Chairman of the Board of Directors**, to appoint and to establish the minimum duration of the contract of financial audit, and to revoke the financial auditor;»

c) Amendment of article 18, paragraph 4, for the purpose of eliminating thesis I on the election of the Chairman of the Board of Directors by the Board of Directors from its members, which shall have the following content:

«art. 18, paragraph 4:

The Chairman of the Board of Directors is the General Manager. »

d) Amendment of article 18, paragraph 13, for the purposes of introducing some legal provisions on the liability of Directors, which will have the following content:

"Article 18, paragraph 13:

The obligations and liability of the Board of Directors shall be governed by the provisions relating to the mandate and by those specially provided for by Law no. 31/1990 on the companies, republished and Law no. 297/2004 on the capital market, with subsequent amendments and completions.

The Members of the Board of Directors are jointly responsible to the company for:

- a) the reality of payments made by the shareholders;
- b) real existence of the dividends paid;
- c) the existence of the registers required by the law and the correct keeping of these registers;
- d) the exact fulfillment of the decisions taken by the General Assembly of Shareholders;
- e) strict fulfillment of the decisions that the law and the Memorandum of Association require.

The members of the Board of Directors are liable from a personal, civil, administrative or criminal point of view, as

applicable, for breaking with intent or fault, through action or inaction, of the legal provisions in force, including those related to the shareholders' rights, management contract and provisions of the present Memorandum of Association. »

e) Amendment of art. 18, paragraph 14, for the purpose of including thesis II on the insurance on professional liability of the members of the Board of Directors, which shall have the following content:

«art. 18, paragraph 14:

The members of the Board of Directors will submit a warranty according to the legal provisions. Each member of the Board of Directors is required to have completed a professional liability insurance for his management. »

f) Amendment of article 10, for the purposes of the introduction of a new paragraph concerning the conditions in which it can operate to suspend voting rights under art. 203 of Law no. 297/2004 applied in accordance with the application standard provided for in art. 70 of the CNVM Regulation no. 1/2006 on the issuers and securities operations, which will have the following content:

“The suspension of the voting rights belonging to the shareholders who hold a higher percentage of 33% of the voting rights on a issuing company and that have the obligation to launch public offer shall be approved only in the conditions provided for by the provisions of art. 203 of Law no. 297/2004 and rules for the implementation of those provisions stipulated in art. 70 of Regulation no. 1/2006. Any other limitations of the shareholders' rights, besides the suspension of voting rights, shall represent serious breach of the legal provisions contained in thesis I of this paragraph, likely to lead to the sanction of the persons in charge with the management of the issuing company, for the failure to comply with the rights belonging to the shareholders of the company.”

**CHAIRMAN OF THE BOARD
GENERAL MANAGER
ENG. POPOVICIU VIOREL**

