

CARBOCHIM S.A
PIATA 1 MAI NR.3
CLUJ-NAPOCA

CONVENING NOTICE

Pursuant to Art. 92 paragraph 1 of Law 24/2017 and Art. 117 paragraph (2) of Law 31/1990, the Board of Directors of Carbochim S.A., with registered office in Cluj-Napoca, P-ta.1 Mai nr. 3, Cluj County, Taxpayer Identification Number RO 201535 and Registration Number with Cluj Trade Register Cluj J12/123/1991, subscribed and paid-up share capital RON 12,325,437.5, convened in the meeting of **19 March 2018**, hereby convenes the Ordinary General Meeting of the Shareholders on **26 April 2018 at 10 a.m.**, and then the Extraordinary General Meeting of Shareholders, at **11 a.m.**, at the Company's headquarters in Cluj-Napoca, Piata 1 Mai nr. 3, for all the shareholders registered in the Stock Ledger at the end of **12 April 2018**. In case of non-fulfilment of the statutory conditions or any other conditions of validity, the Ordinary General Meeting of the Shareholders shall be held on **27 April 2018**, at the same place, at **10 a.m.**, and the Extraordinary General Meeting of Shareholders shall be held on **27 April 2018**, at the same place, at **11 a.m.**

AGENDA

I. For the Ordinary General Meeting of Shareholders:

1. Submission and approval of the Annual Financial Statements as at 31 December 2017 prepared in accordance with the International Financial Reporting Standards adopted by the European Union and with the Order of the Minister of Public Finance no 2844 / 2016 for the approval of the Accounting Regulations in compliance with the International Financial Reporting Standards on the basis of the reports submitted by the Board the Directors and the Financial Auditor.

2. Discharge from administration for the directors for the financial year 2017.

3. Approval of the distribution of the net profit for the financial year 2017, amounting to RON 978,969.72, as follows:

- legal reserves: RON 59,307.74

- dividends: RON 887,431.50 (gross dividend RON 0.18 / share)

- other reserves (own funding sources): RON 32,230.48

4. The approval of dividend distribution of the amount of RON 345,112.25 (gross dividend RON 0.07 / share) of the net profit of 2015 remained unappropriated, amounting to RON 682,821.94.

5. Approving the date of **02 July 2018** as the dividend payment date.

6. Submission and approval of the Revenue and Expenditure Account for 2018

7. Submission and approval of the investment program for 2018.

8. Approval of the monthly gross remuneration of directors and the setting of the maximum monthly limit for the remuneration of directors and for the additional remuneration of the members of the Board of Directors.

9. Approval of the daily allowance for directors.

10. Approval of the date of **12 June 2018**, as the identification date of the shareholders, on which the effects of the decision of the Ordinary General Meeting of the Shareholders shall be incumbent, according to Art. 86 paragraph 1 of Law 24/2017 on issuers of financial instruments and market operations, and the approval of the date of **11 June 2018** as ex-date

11. Empowering a person to draft and sign all the decisions adopted and perform 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 Meeting of Shareholders:

1. Approval of the 2018 commercial strategy.

2. Approving the extension of the credit lines totaling RON 6,540,000 or engaging new ones within the same ceiling and securing them with mortgages on the assets of the company.

Assigning the Board of Directors to determine the concrete conditions in which the credit line extensions or the engaging of new ones will be made within the approved ceiling.

3. Approving the engagement of an investment loan amounting to a maximum of RON 5,000,000 or equivalent in EUR for the payment of equipment provided in the investment plan for 2018.

Assigning the Board of Directors to determine the concrete conditions in which the investment credit will be engaged within the approved ceiling.

4. The approval of the date of **12 June 2018**, the identification date of the shareholders on whom the effects of the decision of the Extraordinary General Meeting of Shareholders are to be incumbent, according to Art. 86 paragraph 1 of the Law 24/2017 regarding the issuers of financial instruments and market operations, and the approval of the date of **11 June 2018** as ex-data.

5. Empowering a person to draft and sign all the decisions adopted and perform the necessary formalities to mention / record the decisions with the Trade Register and to publish them in the Official Gazette of Romania.

The Ordinary and Extraordinary General Meeting of Shareholders may be attended with the right to vote by the shareholders registered in the Stock Ledger on the reference date set for the end of the day of **12 February 2018**.

Shareholders can participate directly, through representation or by correspondence.

In case of direct participation, the access of shareholders entitled to attend the Ordinary and Extraordinary General Meeting of Shareholders is permitted by the simple proof of their identity, made, in the case of shareholders natural persons, by identity document or, in the case of legal persons and shareholders natural persons represented, by power of attorney (special or general power of attorney) given to the natural person representing them and the identity document of the representative.

The special power of attorney given by a shareholder to a credit institution that provides custody services to participate and vote at the Ordinary General Meeting of Shareholders and the

Extraordinary General Meeting of Shareholders shall be signed by the respective shareholder and shall be accompanied by a statement on honour given by the credit institution that received the representation power of attorney through a special power of attorney, from which it shall result: a) the credit institution provides the custody services for the specific shareholder; b) the instructions under the special power of attorney are identical to the instructions in the SWIFT message received by the credit institution to vote on behalf of the specific shareholder; c) the special power of attorney is signed by the shareholder.

The representation of shareholders may also be exercised by persons other than shareholders, on the basis of special or general power of attorney and provided that the representative enjoys legal competence.

Incapacity mandates shareholders and legal persons may be represented by their legal representatives, who in turn may give special power of attorney to other persons.

Documents required to shareholders for:

- Direct participation

a) natural persons: the identity document in original

b) legal persons: copy of the Incorporation Certificate with the Trade Register Office (CUI) of the legal entity shareholder, Confirmation of Company Details from the Trade Register Office certifying the capacity of legal representative of the company, in original, and the identity document in original of the legal representative of the shareholder.

c) in case of participation by a conventional representative, the documents referred to in sections a) or b) plus the special or general power of attorney.

- Participation by representation with the Special or General Power of Attorney or vote on Ballot Paper by Correspondence:

- natural persons: special or general power of attorney (drawn up in 3 original copies of which one shall be submitted to the company, one shall be submitted by the appointed representative attending the Ordinary General Meeting of Shareholders and Extraordinary General Meeting of Shareholders and one which remains with the shareholder) accompanied by the copy of the identity document of the shareholder who gives the power of attorney; or, as the case may be, the ballot paper by correspondence, in original, accompanied by the copy of the shareholder's identity document;

- legal persons: special or general power of attorney (drawn up in 3 original copies of which one of which one shall be submitted to the company, one shall be submitted by the appointed representative attending the Ordinary General Meeting of Shareholders and Extraordinary General Meeting of Shareholders and one shall remain with the shareholder) accompanied by the copy of the Incorporation Certificate with the Trade Register Office (CUI) of the shareholder legal person, the Confirmation of Company details issued by the Trade Register Office, certifying the capacity of legal representative of the person signing the power of attorney, the original copy of the identity document of the legal representative of the shareholder legal person, as well as the identity document in original to be presented by the agent when entering the room; or, as the case may be, the ballot paper by correspondence in original, accompanied by the copy of the Incorporation Certificate with the Trade Register Office (CUI) of the shareholder legal person, the Confirmation of Company details issued by the Trade Register Office, certifying the capacity of legal representative of the person signing the ballot paper, in original, and copy of the identity document of the legal representative of the shareholder legal person.

The forms for the Special Power of Attorney and Ballot Paper by Correspondence can be obtained by shareholders from the Company's registered office, every business day starting with **26 March 2018** between 08:00 a.m. - 04:00 p.m. or from the Company's website www.carbochim.ro, both in Romanian and in English.

The special or general power of attorneys and ballot papers by correspondence shall be submitted in original, with the required documents enclosed, in Romanian or in English, at the Company's headquarters, and the notification of the appointment of the representative can be sent by email to the address viorel.popoviciu@carbochim.ro until **24 April 2018 at 04.00 p.m.**

Ballot papers by correspondence will only be taken into consideration if they are submitted with the Company until the deadline term, i.e **24 April 2018 at 04.00 p.m.**

One or more shareholders representing, individually or jointly, at least 5% of the share capital, have the right to introduce new items on the agenda of the Ordinary and Extraordinary General Meeting of Shareholders (provided that each item is accompanied by a justification or by a draft resolution proposed for adoption by the Ordinary and Extraordinary General Meeting of Shareholders), and to propose draft decisions for the items included or proposed to be included on the agenda within the legal term of 15 days from the date of its publication in the Official Gazette, until **04:00 p.m.** of the 15th day.

Each shareholder has the right to ask questions about the items on the agenda according to Art. 13 of National Securities Commission Regulation 6/2009.

Shareholders who make proposals for supplementing the agenda (Art. 7 paragraph (1) section a) of the National Securities Commission Regulation no. 6/2009) or ask questions on the items on the agenda (Art. 13 of the National Securities Commission Regulation no. 6/2009), must present the documents certifying their identity, as well as the account statement issued by the central depository, certifying in the capacity of shareholder and the number of shares held.

The materials on the issues included in the agenda, are at the disposal of the shareholders and can be consulted and supplemented by them, the form of special powers of attorney, the ballot paper by correspondence and the draft decisions related to the items on the agenda can be consulted at the Company headquarters starting with **26 March 2018** every business day between 08:00 a.m. - 04:00 p.m. or can be accessed on the Company's website www.carbochim.ro starting with the same date.

In the case of non-fulfilment of the conditions stipulated by the law and by the Articles of Association for the development of the Ordinary and Extraordinary General Meeting of Shareholders on **26 April 2018** at 10:00 a.m., a second convening of the Ordinary General Meeting of Shareholders shall take place on **27 April 2018** at 10:00 a.m., and 11:00 a.m. respectively, at the same place, with the same agenda and for the shareholders registered at the same reference date.

Additional information can be obtained by phone at 0264-437005.

**CHAIRMAN OF THE BOARD OF DIRECTORS
CHIEF EXECUTIVE OFFICER
POPOVICIU VIOREL, ENGINEER**

