

CONVOCATION

The Board of Directors of ROMCARBON SA with headquarters in 132 Transilvania Street, Buzau, Buzau County, registered at the Buzau Trade Registry Office under no.J10/83/1991, gathered in meeting on 27.04.2018, CALLS FOR:

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS), on **11.06.2018 at 12⁰⁰**, at the company's headquarters in 132 Transilvania Street, Buzau, Buzau County, with the following Agenda:

1. Approval for ROMCARBON to conclude (as seller), subject to respecting the conditions agreed by the parties in accordance with the selling – buying pre-contract of 23.04.2018, a sales contract (Contract 2 for Package A) with OFFICE & LOGISTIC S.R.L. (as buyer - Romanian legal person identified with J22 / 13/2018, CIF RO 38653333) no later than 30.07.2018, with the possibility to prolong this term by 18 calendar days, regarding the sale of the company assets, located in Iasi no.29 Chisinaului Way, identified as follows: an area of about 30,000.00 m.p. land (part of real estate located in Iași, no.29 Chișinăului Way, Iași County, registered in CF no.157261/Iași, from which will be dismantled, the entire real estate consisting of free land and built on a total area of 47,357.00 sqm category of use "constructions land", with the cadastral number 157261), together with the following buildings on this land: C2 - built area 1.421 sqm, no. cadastral 157261-C2, C3 - built area 6.227 m.p., no. cadastral 157261-C3, C4 - built area 472 m.p., no. cadastral 157261-C4, C7 - built area 419 m.p., no. cadastral 157261-C7, C8 - built area 507 m.p., no. cadastral 157261- C8, C10 - built area 774, no. cadastral 157261-C10, C11 - built area 48 m.p., no. cadastral 157261-C11, C12 - built area 208 m.p., no. cadastral 157261-C12, C13 - built area 472 m.p., no. cadastral 157261-C13 and C14 - built area 164 m.p., no. cadastral 157261-C14, according to technical documentation no.63022 of 05.05.2017;

The sale will take place in compliance with the following main conditions, respecting the conditions agreed by the parties in accordance with the selling – buying pre-contract of 23.04.2018:

- Price: 2.400.000 Euro, VAT excluded;
- Payment term: on the date of signing the sales contract;
- The transfer of the property will take place on the date of signing the sale contract;

1.1. Approval for ROMCARBON S.A. (as a constituent) to grant OFFICE & LOGISTIC S.R.L. (as beneficiary - Romanian legal person identified with J22 / 13/2018, CIF RO 38653333) subject to respecting the conditions agreed by the parties in accordance with the selling – buying pre-contract of 23.04.2018, at the same time as the authentication of the sale contract referred to in point 1 (Contract 2 for Package A) the following rights:

i) an use right (Use) for a determined duration of 20 months, on the following assets ROMCARBON S.A. property located in Iasi, no.29 Chisinaului Way, Iasi County, identified as follows:

- a) real estate in area of approximately 17.310 sqm. land (part of the real estate with a total surface of 47,357 sqm. with cadastral number 157261), together with the buildings 157261-C1; 157261-C5; 157261-C6; 157261-C9; b) real estate with cadastral number 157255, with an area of 5.159 sqm. and construction 157255-C1; c) real estate with cadastral number 157256, with an area of 393 sqm.; d) real estate with cadastral number 157258, with an area of 967 m.p. and construction 157258-C1; e) real estate in surface of about 363 m.p., part of the real estate with a total surface of 832 m.p. with cadastral number 124442; f) real estate in surface of about 298 m.p., part of the real estate with a total surface of 308 m.p. with cadastral number 124401; g) real estate in surface of about 28 m.p., part of the real estate with a total surface of 57 m.p. with cadastral number 124375; h) real estate with cadastral number 148537, with an area of 3.371 m.p. and buildings 148537-C1 and 148537-C2 ; i) real estate with cadastral number 125685 with an area of 482 m.p. land; j) real estate with cadastral number 128921 with an area of 1.312,48 sqm. land and construction 128921-C1; k) real estate with cadastral number 128832 with an area of 242 sqm. land and construction 3860/223 / 2-3860 / 226/1-C49 / p / 2; l) real estate with cadastral number 140850 in the area of 192

m.p. land; m) real estate with cadastral number 157259, with an area of 2,578 sqm. land; n) real estate with cadastral number 158154 in the surface of 2.337 m.p. and construction 158154-C1; o) real estate with cadastral number 158156, with an area of 160 m.p. land, subject to respecting the conditions agreed by the parties in accordance with the selling – buying pre-contract of 23.04.2018.

ii) an easement right for walking and circulating with means of transport and an easement right for passage with underground, on the ground and aerial existing/future utility networks on the following assets ROMCARBON S.A. property located in Iasi, no.29 Chisinaului Way, Iasi County, identified as follows: real estate identified by cadastral numbers 123939, 157259, 125723, 125722, 125695, 125682, 125681, the 1.00 sqm area, part of real estate with cadastral number 123936, the 10.00 sqm, part of real estate with cadastral number 124401, the 469.00 sqm, part of real estate with cadastral number 124442, the 29.00 sqm, part of real estate with cadastral number 124375 and the 47.00 sqm , part of real estate with cadastral number 157261, subject to respecting the conditions agreed by the parties in accordance

iii) a preemption right (the exercise thereof shall be in compliance with the provisions of art.1730 -1736 Civ.C), for a determined duration of 5 years, under the conditions agreed by the parties according to the selling – buying pre-contract of 23.04.2018, for the following real estate, located in Iasi, no.29, Chişinăului Way, Iasi County, identified as follows: cadastral number 125719, 125708, 125718, 125680, 125697, 123936, 125698, 123925 (indivisible quota of 1/2) , 123982, 124379, 123944, 123924, 123929, 123939, 125724, 125716, 125688, 125709, 125721, 125715, 125691, 125723, 125722, 125691, 125682, 125681, 125710, 125720, 125678, 125686, 125689, 125683, 125687 , 125714, 125711, as well as all mobile goods/stocks/networks/etc. existing/located in/on these real estate at the date of the sale offer submitted by ROMCARBON S.A. to OFFICE & LOGISTIC S.R.L., the offer that will include conditions and terms of sale, which will be the same as those offered to any potential buyer / any other potential buyer of these goods.

2. Approval for ROMCARBON S.A. (as seller) to sell to OFFICE & LOGISTIC S.R.L. (as buyer - Romanian legal person identified with J22/13/2018, CIF RO 38653333) subject to respecting the conditions agreed by the parties according to the selling – buying pre-contract of 23.04.2018, the assets of ROMCARBON S.A. property, located in Iasi, no.29 Chisinaului Way, Iasi County, identified as follows:

a) real estate in area of aproximatly 17.310,00 sqm. land , part of the total area of 47.357,00 m.p. with cadastral no. 157261, together with the following constructions: C1 - built area 247 m.p., no. cadastral 157261-C1, C5 - built area 607 m.p., no. Cadastral 157261-C5, C6 - built area of 608 m.p., no. cadastral 157261-C6 and C9 - built area of 444 m.p., no. cadastral 157261-C9; b) real estate with cadastral no.157255, in area of 5.159,00 sqm. and building 157255-C1;c) real estate with cadastral no.157256, in area of 393,00 sqm; d) real estate with cadastral no.157258, in area of 967,00 sqm. and building 157258-C1;e) real estate in area of aproximatly 363,00 sqm., part of the total area of 832,00 sqm. with cadastral no. 124442 (fost 3860/1/4); the area of 363,00 sqm. land will be dismanteled from cadastral no. 124442;f) real estate in area of aproximatly 298,00 sqm., part of the total area of 308,00 sqm. with cadastral no. 124401; the area of 298,00 sqm. land will be dismanteled from cadastral no. 124401.g) real estate in area of aproximatly 28,00 sqm., part of the total area of 57,00 sqm. with cadastral no. 124375; the area of 28,00 sqm. land will be dismanteled from cadastral no. 124375;h) real estate with cadastral no.148537, in area of 3.371,00 sqm. and buildings 148537-C1 and 148537-C2;i) real estate with cadastral no.125685 in area of 482,00 sqm. land;j) real estate with cadastral no.128921 in area of 1.312,48 sqm. land and building 128921-C1;k) real estate with cadastral no.128832 in area of 242 sqm. and building 3860/223/2-3860/226/1-C49/p/2;l) real estate with cadastral no.140850 in area of 192,00 sqm. land;m) real estate with cadastral no. 157259, in area of 2.578,00 sqm. land;n) real estate with cadastral no.158154 in area of 2.337,00 sqm. and building 158154-C1;o) real estate with cadastral no.158156, in area of 160,00 sqm.land, under the following main conditions and according to the conditions agreed by the parties according to the selling – buying pre-contract of 23.04.2018:

1. Contract of sale no.1 (contract 1 for package B), which will be concluded, subject to the conditions agreed by the parties according to the selling – buying pre-contract of 23.04.2018, for the sale of the following goods:

- Sale - buying the surface of approximately 17,310 sqm land (part of the real estate with a total area of 47,357 m.p. having cadastral number 157261) together with buildings 157261-C1; 157261-C5; 157261-C6; 157261-C9;

- Price: 1.150.000 Euro, VAT excluded, which will be paid/cashed based of the payment order issued by the buyer with the bank visa at the date of signing the sale contract;

- The transfer of the property will take place on the date of signing the sale contract at the latest on 30.07.2019, with the possibility of extending it once with 15 days;

2. Contract of sale no.2 (contract 2 for package C), which will be concluded, subject to the conditions agreed by the parties according to the selling – buying pre-contract of 23.04.2018, for the sale of the following goods:

- Sale - buying the real estate with cadastral no.157255, in area of 5.159,00 sqm. and building 157255-C1; real estate with cadastral no.157256, in area of 393,00 sqm; real estate with cadastral no.157258, in area of 967,00 sqm. and building 157258-C1; real estate in area of aproximatly 363,00 sqm., part of the total area of 832,00 sqm. with cadastral no. 124442 (fost 3860/1/4); the area of 363,00 sqm. land will be dismanteled from cadastral no. 124442; real estate in area of aproximatly 298,00 sqm., part of the total area of 308,00 sqm. with cadastral no. 124401; the area of 298,00 sqm. land will be dismanteled from cadastral no. 124401; real estate in area of aproximatly 28,00 sqm., part of the total area of 57,00 sqm. with cadastral no. 124375; the area of 28,00 sqm. land will be dismanteled from cadastral no. 124375; real estate with cadastral no.148537, in area of 3.371,00 sqm. and buildings 148537-C1 and 148537-C2; real estate with cadastral no.125685 in area of 482,00 sqm. land;

- Price: 1.150.000 Euro, VAT excluded, which will be paid/cashed based of the payment order issued by the buyer with the bank visa at the date of signing the sale contract;

-The transfer of the property will take place on the date of signing the sale contract at the latest on 30.11.2019, with the possibility of extending it once with 15 days;

3. Contract of sale no.3 (contract 3 for package D), which will be concluded, subject to the conditions agreed by the parties according to the selling – buying pre-contract of 23.04.2018, for the sale of the following goods:

- Sale - buying the real estate with cadastral no. 128921 in area of 1.312,48 sqm. land and building 128921-C1; real estate with cadastral no.128832 in area of 242 sqm. and building 3860/223/2-3860/226/1-C49/p/2; real estate with cadastral no.140850 in area of 192,00 sqm. land; real estate with cadastral no. 157259, in area of 2.578,00 sqm. land; real estate with cadastral no.158154 in area of 2.337,00 sqm. and building 158154-C1; real estate with cadastral no.158156, in area of 160,00 sqm.land;

- Price: 1.130.689 Euro, VAT excluded, to be paid/cashed, the amount of 150.000 Euro, VAT excluded from the escrow account paid as an advance on the price on the date of authentication of the sale purchase agreement of 23.04.2018 and the amount of 980.689 Euro, VAT excluded, based of the payment order issued by the buyer with the bank visa at the date of signing the sale contract;

-The transfer of the property will take place on the date of signing the sale contract at the latest on 30.03.2020, with the possibility of extending it once with 15 days;

3. Empowering the General Manager of ROMCARBON S.A., Mr. Andrei Radu, who is identified with C.I. XZ series, no.580979, issued 11 January 2013, by S.P.C.L.P. Buzau, CNP 1681127080025, that in the name and on behalf of ROMCARBON SA, to negotiate and sign all the sales contracts mentioned in the previous paragraphs and any additional acts thereto, the contracts for the easement, use, preemption right and any additional acts thereto, the contract regarding the assignment to Buyer of the lease agreements / utilities as detailed in the selling – buying pre-contract of 23.04.2018, as well as any other contracts/documents necessary for the fulfillment of the provisions of

the decision of the general meeting of the shareholders, such as, but not limited to: requests to public authorities, public notaries, banks, including documents for opening and operation bank accounts, as well as to appear before the public notary, signing on behalf of the company and for this with full powers, either in person or by empowered (on the basis of a special authenticated power of attorney) all authentic acts as well as any other documents in order to fulfill those that will be decided in the general meeting of the shareholders.

4. Approval of **03.07.2018** as “**registration date**”, according to art. 238 of Law 297/2004 regarding the capital market and art.2 let.e of the C.N.V.M. Regulation no.6/2009.

5. Approval of **02.07.2018** as “**ex-date**”, according to art.2 let.f of the C.N.V.M. Regulation no.6/2009.

To the General Meeting of Shareholders are entitled to attend and to exercise voting rights the shareholders registered in the Register of Shareholders (released by the company Central Depository SA) at the **reference date** set at the end of the day of **22.05.2018**. The shareholders can participate in person or by representative and by correspondence. Representation of shareholders can be made by other persons than the shareholders, based on a special power of attorney according to art.92 para.10 of Law 24/2017, on issuers of financial instruments and market operations.

Starting from **11.05.2018** till the date set for holding the **GMS** meetings, can be obtained by shareholders from the registered office of the company, every working day, between 9.00-17.00 or can be downloaded from the company website www.romcarbon.com , both Romanian version and English version of the following documents:

The Convocation, the total number of issued shares and voting rights at the date of the convocation, the draft decision submitted for approval to **GMS**, special power of attorney forms used to vote by representative, voting by correspondence forms, documents to be presented in the **GMS** meetings.

If case of personal voting individual shareholders and corporate shareholders are entitled to attend the **GMS** meeting by simply pproofing their identity made in the case of individual shareholders with the identity document (identity card, passport, residence permit) and in the case of corporate shareholders with the legal representative identity document (identity card, passport, residence permit). In the case of legal entities or entities without legal personality, the capacity of legal representative is determined on the basis of the list of shareholders from the reference date received from the Central Depository and on the basis of a certificate of attestation issued by the Register of Commerce or any equivalent document issued by a competent authority of the State in which corporate shareholders is legally registered, which certifies the quality of legal representative, presented in original or certified copy. Documents certifying the legal representative quality of the corporate shareholder shall be issued not more than 3 months before the **GMS** Convocation publication date. Documents submitted in a language other than English will be accompanied by a translation made by an authorized translator into Romanian / English.

In case of shareholders voting by representation by power of attorney the shareholders can be represented to **GMS** meetings by representative who may be another shareholder or a third person. Special power of attorney may be given to any person for representation in a single general meeting and contains specific voting instructions from the shareholder, with a clear indication of the voting option for each item entered on the agenda of the general meeting. In this situation, the provisions of art. 125 par. (5) of the Law no. 31/1990 are not applicable. In case of discussion in the general meeting of shareholders in accordance with the legal provisions of some items not included on the published agenda, the empowered person may vote on behalf of the shareholder according to the interest of the represented shareholder. Voting by representation by means of special power of attorney can be expressed by completing and signing the special power of attorney forms provided by the company in 3 copies out of which: a copy will be sent in writing original, at the company registered office, the second copy will be handed to representative, so that it can prove as representative to the request of the technical secretariat of the meeting, the third will remain at the shareholder. The special/general power of attorney will be sent, if special power of attorney in original or in certified copy Procura speciala/generala va fi transmisa in format fizic, in original in cazul procurii speciale, respectiv in copie conform cu originalul under the representative's signature, if general power of attorney, so that it is recorded at the company's office reception up to the date of **08.06.2018**, 17.00 or by e-mail to office@romcarbon.com (in case of using electronic means, the power of attorney will be sent by electronic signature in compliance with Law no.455/2001), until the same date and time. Regardless of the method of transmitting the power of attorney for the **GMS** should bear clear and written in capital letters "POWER OF ATTORNEY FOR EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS of 11.06.2018". A shareholder may appoint only one person to represent him in the **GMS**. A shareholder may appoint by power of attorney one or more alternate representatives to ensure its representation in the **GMS** if the designated representative is unable to fulfill its mandate. If by power of attorney are designated more alternates representatives

the shareholder will determine the order in which they will exercise their mandate. The shareholder may also grant a general power of attorney valid for a period that will not to exceed three years, which empowers the representative to vote on any matter in debate of GMS, including in terms of disposal acts, provided that the power of attorney is given by the shareholder as client to an intermediate as defined in the law of capital or to a lawyer. For identification purposes the special/general power of attorney will be accompanied by the following documents: copy shareholder identification document (identity card, passport, residence permit) and copy of representative identity document for individual shareholders; copie act de identitate reprezentant/mandatar persoana fizica (buletin de identitate, carte de identitate, pasaport, permis de sedere), copy representative/agent identification document lawyer accompanied by lawyers original mandate or if the representative/agent is a legal person copy of the identity document of the legal representative of the legal person representative accompanied by a certificate issued by the Register of Commerce or any equivalent document issued by a competent authority of the State in which reprezentantul / agent legal person is legally registered, presented in original or certified copy. Documents submitted in a language other than English will be accompanied by a translation made by an authorised translator into Romanian / English. When completing the special power of attorney forms shareholders will consider the possibility of completing/amending the agenda, in which case the power of attorney forms will be updated no later than on 28.05.2018, at 17.00.

Shareholders can not be represented in GMS under a general power of attorney by a person who is in a situation of conflict of interest, according to article 92 para.15 of Law no.24/2017 on issuers of financial instruments and market operations.

The special power of attorney for representation in GMS given by a shareholder to a credit institution providing custody services will be valid without providing other documentation relating to such shareholder, if special power of attorney is made according to CNVM Regulation No.6 / 2009, Art. 17¹ is signed by such shareholder and is accompanied by an statement on own responsibility given by the legal representative of the credit institution who received power of representation by special power of attorney showing that: (i) the credit institution is providing custody services for such shareholder; (ii) special power of attorney instructions are identical with the instructions of the SWIFT message received by the credit institution to act on behalf of that shareholder; (iii) special power of attorney is signed by the shareholder. The special power of attorney and the statement on own responsibility must be deposited at the company headquarters in original, signed and, where appropriate, stamped without further formalities in connection with these documents form.

Shareholders registered in the Register of Shareholders at the reference date can express and transmit their vote on the matters on the agenda of the GMS by correspondence. Voting forms can be obtained at the company - Shareholder Service or can be downloaded from the company's website, both in Romanian and in English, starting on **11.05.2018**. Vote by correspondence forms completed and signed by the shareholder shall be sent in writing, in original at the company headquarters or by e-mail at office@romcarbon.com bearing the electronic signature in compliance with Law no.455 / 2001, so that it is recorded as received no later than the date of **08.05.2018**, 17:00. Regardless of the method of submission of the vote by correspondence it should bear this clearly written in capital letters "VOTING FORM BY CORRESPONDENCE FOR EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS of 11.06.2018". The form of voting by correspondence will be accompanied by the following documents: copy of identity document in case of individual shareholder; copy of the identity document of the representative/agents certificate issued by the Register of Commerce or equivalent document issued by a competent authority in the State where the shareholder is registered legally certifying the legal representative quality, submitted in original or certified copy, in case of legal persons. Documents certifying the quality of legal representative of the corporate shareholder shall be issued not more than 3 months before the GSM Convocation publication date. Documents submitted in a language other than English will be accompanied by a translation made by an authorized translator in Romanian or English. In case the shareholder who has voted by correspondence or through a representative attend the GMS, the vote expressed by correspondence is canceled. In this situation it will be considered their vote expressed in person or by representative in the meeting.

Form to vote by correspondence in GMS submitted by a shareholder for which a credit institution provides custody services will be valid without presentation of other documentation relating to that shareholder if the voting form is prepared according to CNVM Regulation No.6/2009, is signed by the shareholder and is accompanied by an statement on own responsibility of the legal representative of the credit institution which establishes that: (i) credit institution is providing custody services for such shareholder; (ii) the vote by correspondence form is signed by the shareholder and contains identical voting options mentioned by shareholder through a SWIFT message received by the credit institution from that shareholder. When completing the voting by correspondence form shareholders

should consider the possibility of completing/amending the agenda, in which case these documents will be updated and made available no later than on **28.05.2016**, at 17.00.

One or more shareholders representing, individually or together, at least 5% of the share capital have the right to introduce items on the agenda of the GMS at the latest on **23.05.2018** (provided that each such item is accompanied by a justification or a draft decision to be adopted) and to propose draft decisions for items included or to be included on the agenda. Proposals on the draft decision may be submitted in a sealed envelope at the company headquarters in no. 132, Transylvania street, Buzau, Buzau County, up to date **23.05.2018**, 17.00, or sent by e-mail with electronic signature in compliance with Law no. 455/2001 until the same date and time at office@romcarbon.com with the written statement "MOTION FOR NEW AGENDA ITEMS FOR EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS of 11.06.2018". Each proposed new item must be accompanied by a justification or a draft decision to be adopted at the GMS. These proposals must be accompanied by copies of identity document in case of individual shareholders; copy of the identity document of the representative / agent certificate issued by the Register of Commerce or equivalent document issued by a competent authority from the state where the shareholder is registered legally certifying the quality of legal representative, presented in original or certified copy, in case of legal persons. Documents certifying the legal representative quality of the corporate shareholder shall be issued not more than 3 months before the GMS Convocation publication date.

Each shareholder is entitled to submit, no later than the date of **18.05.2018**, questions related to items on the agenda in accordance with art. 13 of CNVM Regulation No.6 / 2009. Questions can be submitted in writing to the company headquarters or by e-mail with electronic signature in compliance with Law 455/2001 regarding the electronic signature at office@romcarbon.com mentioning the topic "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ON 11.06.2018 ". The questions must be accompanied by a copy of identity document in case of individual shareholder(natural persons); copy of the identity document of the representative/agent, certificate issued by the Register of Commerce or equivalent document issued by a competent authority in the state where the shareholder is registered legally certifying the quality of legal representative, presented in original or certified copy, in case of legal persons. Documents certifying the legal representative quality of the shareholder legal person shall be issued not more than 3 months before the publication date of the GSM Convocation.

The company will issue an overall answer to questions with the same content that will be made available on the website of the company in question and answer format.

At the date of this Convocation the share capital of the Company is of 26.412.209,6 lei, divided into 264.122.096 nominative shares, dematerialized, with a nominal value of 0.10 lei per share, each share giving right to one vote in the GMS meeting.

In the situation the provisions of the law and of the articles of association for holding the General Meeting of Shareholders on 11.06.2018, at 12.00, are not fulfilled, the next meeting is convoked on 12.06.2018, at 12.00, the same place with the same agenda and shareholders registered on the same date. Additional information may be obtained by calling: 0238/711 155, int.130.

Chairman of the Board
Huang, Liang - Neng

