



S.C. ROMCARBON S.A.

Buzău – Romania
J/10/83/1991; COD FISCAL 1158050
120012 Buzău, Str. Transilvaniei, nr. 132
Tel.: 0238/711.155; Fax: 0238/710.697
Internet: www.romcarbon.com



Nr.2898/04.12.2017

CURRENT REPORT According to CMVM Regulation no.1/2006

Date of report:04.12.2017
Name of Issuer: ROMCARBON S.A.
Headquarters: no.132, Transilvaniei street, Buzau, Buzau County
Phone number: 0238/711 155
Fax number:0238/710 697
Single registration code: RO 1158050
Number of Trade Registry: J 10/83/1991
Subscribed and paid up capital: 26.412.209,6 lei
Regulated market where the issued securities are traded: BVB Standard Category
Event reported: Extraordinary General Meeting of Shareholders of 04.12.2017(according to Law 24/2017 and art.113 pt.1 par.A let.c) of the C.N.V.M. Regulation no.1/2006);

ROMCARBON S.A. reports the following important event:

On 04.12.2017, 12.00 hours, at the company's headquarters in Buzau 132 Transilvaniei street, according to provisions of the law and the article of association was held the Extraordinary General Meeting of Shareholders (first convocation).

Were present, represented and voted by correspondence shareholders representing **62,3004 %** of the share capital.

After debates and deliberations regarding the issues on the agenda, were adopted by unanimous vote, the following:

1. Approved the modification of the Article of incorporation of ROMCARBON SA as it follows:

I. The Chapter "Shareholders" shall be modified and will have the following content:

„Shareholders:

Significant shareholders (under art. 2 par.1 pt.2 of Law no.24/2017, on financial instruments issuers and market operations)

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- 1) **LIVING PLASTIC INDUSTRY S.R.L., with headquarters in no.132 Transilvaniei Street**, Buzau County, Romania, registered at the Trade Register under no. J10/148/1998, unique registration code 10281027;
- 2) **JOYFUL RIVER LIMITED, with headquarters in Acropoleos Avenue, no. 59-61, 3rd floor, suite 302, 2012 Nicosia**, Cyprus, registered at the Cyprus Trade Register under no.324613;
- 3) **Other insignificant shareholders, natural and legal person, highlighted in the shareholders' register.**

II. Article 3 "Company Headquarters" of Chapter I - NAME, JURISDICTION, SEAT, DURATION, shall be modified and shall have the following content:

„Art. 3. Company Headquarters

The headquarters of the company are in Romania, Buzau, Transilvania Street no. 132, Buzau County. The headquarters of the company may be changed to another place in Romania based on the decision of the General Assembly, according to the law.

The company may establish subsidiaries, branches, offices, offices, offices, warehouses, shops and other similar sites located in other localities in the country and abroad.

The company has opened the following work points:

1. No.15 Sinaia Street, Stefanestii de Jos , Ilfov County;
2. No.29 Chisinaului Way, Iasi, Iasi County;
3. No.132 Transilvaniei Street, Buzau, Buzau County – Kiosk ROMCARBON
4. No.164 A, Barbu Vacarescu Street (Former Glucose Factory Street), Bucharest, sector 2;
5. No.4 Pompelor Street, Ploiesti, Prahova County.”

III. Article 6 of Chapter III - SOCIAL CAPITAL, ACTIONS, shall be modified and shall have the following content:

„Art. 6. The subscribed and fully paid up share capital is 26,412,209.6 lei, cash contribution divided into 264,122,096 nominative, dematerialized shares, in valure of 0.1 lei each, with the following shareholder structure, at the reference date 30.09.2017:

1) **LIVING PLASTIC INDUSTRY S.R.L.,with headquarters in no.132 Transilvaniei street, Buzau County, Romania**, registered at the Trade Register under no. J10/148/1998, unique registration code 10281027, holding **86.774.508** nominative shares, of 0,1 lei each, in total value of **8.677.450,8 lei**, representing **32,85 %** of the share capital.

2) **JOYFUL RIVER LIMITED, with headquarters in Acropoleos Avenue, no. 59-61, 3rd floor, suite 302, 2012 Nicosia**, Cyprus, registered at the Cyprus Trade Register under no.324613, holding **54.195.089** nominative shares, of 0,1 lei each, in total value of **5.419.508,90 lei**, representing **20,51 %** of the share capital.

3) **Other insignificant shareholders, natural and legal person, highlighted in the shareholders' register, holding 123.152.499** nominative shares, of 0,1 lei each, in total value of **12.315.249,90 lei**, representing **46,6271 %** of the share capital.”

IV. Article 8 "Increase or reduction of share capital" in Chapter III - SOCIAL CAPITAL, ACTIONS, shall be modified and shall have the following content:

„Art.8. Increase or decrease of the share capital

The company’s share capital may be increased by the decision of the Extraordinary General Meeting or by the decision of the Board of Directors (if the EGMS has delegated this attribution to the Board of Directors) by all means and procedures stipulated by the legal provisions and under the conditions stipulated by the law on issuers financial instruments and market operations and this act.

Existing shareholders will have preference, under the law, for the acquisition of new shares, in proportion to the share held in the share capital of the company at that time. The payment made by the shareholders to the company in exchange for these shares will be made in accordance with the legal provisions and the approval of the General Meeting of Shareholders.

The term of exercise of the right of preference is set by the Extraordinary General Meeting of Shareholders approving the capital increase, not less than the term stipulated by the law. If any of the aforementioned shareholders declines or fails for any reason to exercise their right of preference over the purchase of new shares within the term set by the Extraordinary General Meeting of the Shareholders, this right will be passed on to the other shareholders who will be able to exercise within 1 week from the expiry of the deadline set by the meeting approving the capital increase and in proportion to the share held in the share capital at the date of identifying the shareholders to be entitled to the rights set by that meeting. The General Meeting of the Shareholders decides to re-establish the share capital by issuing new shares.

The Extraordinary General Meeting of Shareholders will decide to reduce the share capital in accordance with the legal provisions by reducing the nominal value of the shares or by reducing the number of shares or by acquiring own shares followed by their cancellation and in other cases of reduction of the share capital.

Under no circumstances will the share capital decrease be able to attain shareholder and shareholder equality.”

V. Article 11. of Chapter III - SOCIAL CAPITAL, ACTIONS, regarding the loss of shares will be eliminated.

VI. Article 12 "Powers", from CHAPTER IV - GENERAL ASSEMBLY OF SHAREHOLDERS, by means of renumbering shall become Article 11. " Powers" and shall have the following content:

“Art. 11. Powers

The General Meeting of Shareholders is the governing body of the company, which decides on its activity and ensures its economic and commercial policy.

The **Ordinary General Meeting of Shareholders** has the following powers:

- a) discusses, approves or amends the annual financial statements on the basis of reports by the Board of Directors and financial auditors;
- b) approves the distribution of profits and fixes the dividends according to the law;
- c) appoints administrators, supervises their work, unfolds their activity, decides on their management, and revokes them;
- d) fixes the fee of the administrators;
- e) establishes and approves the revenue and expenditure budget and, where appropriate, the work program for the following financial year;
- f) decides upon taking legal action against the administrators, directors and financial auditors of the company for damages to the company;

The **Extraordinary general meeting of the shareholders** has the following attributions:

- a) decides to change the legal form and the name of the company;
- b) decides on the change of the company's headquarters;
- c) decides on the modification, reduction and completion of the object of the company;
- d) decides on the modification of the company's working duration;
- e) decides on the increase of the share capital, the change in the number of shares or their nominal value;
- f) decides to reduce the share capital, or, as the case may be, to reunite it;
- g) decides on the dissolution and liquidation of the company;
- h) decides to merge with other companies or divide the company;
- i) decides to convert a category of bonds into another category or into shares;
- j) decides to issue bonds;
- k) decides any amendment of the constitutive act and adopts any other decision for which the approval of the general meeting of the shareholders is required, according to the law;
- l) delegate competencies to the Board of Directors.

Exercise of attributions mentioned in art. 11 alin 3 lit. b), c), e), is delegated to the Board of Directors. The exercise of the attribution stipulated in art. 11 par. 3 lit.e delegated to the Board of Directors shall be exercised within the limit of the maximum level approved by the Decision of the General Meeting of Shareholders, in accordance with the law.”

VII. Article 14 "Organization of the General Meeting of Shareholders", from CHAPTER IV - THE GENERAL ASSEMBLY OF THE SHAREHOLDERS, through renumbering shall become Article 13. "Organization of the General Meeting of the Shareholders" and shall have the following content:

„Art. 13. Organization of the General Meeting of Shareholders

For the validity of the ordinary and / or extraordinary general meetings, the presence of the shareholders in the quorum established according to the legal provisions in force is necessary, and the decisions of the legal assemblies shall be adopted with the number of votes stipulated in the Law no. 31/1990 on commercial companies.

In the day and time shown in the convocation, the meeting of the meeting shall be opened by the chairman of the board of directors, respectively of the board, or by the chairman of the meeting.

On the holding of the General Meeting, it shall elect from 1 to 3 secretaries, who will check the attendance list of the shareholders, indicating the share capital represented by each of them, the minutes drawn up by the technical secretary for the

determination of the number of shares filed and the fulfillment of all the formalities required by the law and by the constitutive act for the holding of the general meeting.

The minutes of the general meeting will be transferred to a record of minutes and will be signed by the person who chaired the meeting and the secretary appointed for drawing up the minutes. The General Assembly sessions can be recorded audio-video. Decisions shall be taken by open vote.

The vote shall be secretly exercised in the circumstances and conditions provided by the law and this constitutive act.

The decisions of the general meeting are mandatory even for the absent or represented shareholders.

Shareholders may be represented in general meetings by any person, shareholder or third party, in compliance with the legal provisions on representation.”

VIII. Article 15. "Exercise of voting rights" in CHAPTER IV - GENERAL ASSEMBLY OF SHAREHOLDERS, shall be eliminated.

IX. Article 16. "The Board of Directors" of CHAPTER V - THE MANAGEMENT OF THE COMPANY, through the renumbering shall become Article 14. "The Board of Directors" and shall have the following content:

„Art. 14. The Board of Directors

ROMCARBON S.A. is administered by the Board of Directors composed of 3 members, elected or appointed by the General Assembly of Shareholders in accordance with the legal provisions, by secret ballot, for a period of 4 years, with the possibility to be re-elected.

The choice of administrators is made between candidates for administrator posts nominated by current members of the board of directors or by shareholders.

Incompatible with the membership of the Board of Directors, persons who are incapable or have been convicted of fraudulent misconduct, abuse of trust, forgery, deception, embezzlement, false testimony, giving or taking bribes and other offenses provided by the law on commercial companies.

Board members will exercise their mandate with the prudence and diligence of a good manager, loyal and in the company's interest.

The Board of Directors shall be headed by a President elected by the members of the Board of Directors for a term which shall not exceed the term of office of the administrator. The members of the Board of Directors also designate a replacement of the President who will be Vice-President. At least one of the members of the Board of Directors is independent under the law.

The President of the Board of Directors may also serve as General Manager of the Company.

On the date of the present constitutive act, the Board of Directors consists of:

1. - President C.A. - HUNG, CHING - LING, Taiwanese citizen, born on in Taiwan, domiciled in, no. Alley, Lane, Gong Yuan S.RD., with residence in Romania, Buzau municipality, street, No, identified with passport series TWN no. issued by the Ministry of Foreign Affairs of the Republic of China on;

2. - Vice President C.A. - SIMIONESCU N. DAN, Romanian citizen, born on in the city, Sector, domiciled in the municipality, bd. no., sc., ap., County, identified with C.I. series no. issued by SPCJEP on, CNP

3. - Member C.A. - WANG, YI - HAO, Taiwanese citizen, born on in, Taiwan, domiciled in, nr., Alley, Lane, Section, Road, Neighbor unit, District, Tainan city, Republic of China, identified with passport series TWN no. by the Ministry of Foreign Affairs of the Republic of China on

..... elected for a four-year term, which expires on 04.02.2020.

The Board of Directors meets at the company's headquarters or elsewhere, monthly and whenever necessary, at the convocation of the President, at the motivated request of at least 2 of its members or of the Director General, the President being obliged to take charge of such a applications. The Board of Directors is chaired by the President and, in his absence, by the Vice-President.

Convocation for meetings of the Board of Directors shall be transmitted, at least 5 days before the date of the hearing, by any means of remote communication (post, e-mail, fax) to confirm receipt in writing of the recipient / the member of the Board of Directors convoked.

These convocation will include the date and the location where the Board of Directors will be held as well as the agenda, and no decision can be made on other matters except in the case of urgency and subject to ratification in the next meeting by the

absent members. In exceptional cases, justified by the urgency of the situation and by the interest of the company, decisions of the Board of Directors may be taken by unanimous vote of members, including by e-mail, without the need for a meeting of that body.

For the validity of the decisions taken, the presence of at least half of the members of the Board of Directors is required and the decisions are taken with the simple majority of the present members. In case of parity of votes, the Chairman of the Board of Directors (who is not at the same time director of the company) will have the decisive vote. If the president in office of the Board of Directors cannot or is forbidden to vote, the other members of the Board of Directors will be able to elect a chairman of the meeting, having the same rights as the chairman in office. In case of parity of votes and if the president does not have a decisive vote, the voted proposal is considered rejected.

The meetings of the Board of Directors will take place in the presence of administrators or by correspondence (post, e-mail, etc.) Meetings can also be held by any means of telecommunication such as videoconference or teleconference.

The members of the Board of Directors will vote on the issues included on the agenda at the hearing, as well as any means of remote communication (post, e-mail, fax) to confirm the receipt of the written vote by the Secretary The Board of Directors, at the latest by the end of the meeting for which they were convened.

The debates of the Board of Directors shall be recorded in the minutes of the meeting which shall be entered in a register. The meetings of the Board of Directors can be recorded audio-video.

The minutes of the meeting shall be signed by the meeting chairperson and by at least one other administrator.

Administrator's signatures will be filed with the Trade Registry in accordance with applicable law.

At the level of the Board of Directors, consultative committees with at least 2 members, one of them being chairperson of the respective committee, may be established. The Advisory Committees meet whenever necessary at the convening of the President, and the proposals / recommendations made to the Board of Directors (to substantiate the decisions taken by the Board) are adopted by a majority of the votes cast.

The duties and responsibilities of the Advisory Committees are established by the Board of Directors. At least one member of each Advisory Committee should be an independent non-executive Administrator, the Audit Committee may be formed only by non-executive directors, and at least one Audit Committee member must have experience in applying accounting principles or financial audit.

The management of the company is delegated by the Board of Directors to one or more Directors, one of which will be General Director, whom will be responsible for all measures appropriate to the management of the Company within the scope of the Company's business scope and respecting the exclusive competencies reserved by the Law or the Founding Act, the Board of Directors or the General Meeting of Shareholders.

In this respect in the relations with third parties, the Company is represented by the Directors of the Company on the basis of the provisions of art. 143 par. 4 corroborated with art. 143² paragraph 4 of Law 31/1990 on commercial companies, which will act independently within the limit of the mandate received.

Directors will be appointed or dismissed by the Board of Directors, who will also determine their remuneration as well as their duties, responsibilities and powers, the management and / or representation powers of the Company may be delegated, in part, by the Directors of the Company to a third party, based on an authenticated power of attorney, only with the prior written consent of the Board of Directors.

The Chairman, the members of the Board of Directors, the Directors of the Company, shall be liable individually or jointly, as the case may be, to the company, for the damages resulting from the offenses or deviations from the legal provisions, for the deviations from the constitutive act and for the mistakes in the administration and management of the company . In such circumstances, they may be revoked by the decision of the General Meeting of Shareholders / Board of Directors. ""

X. Article 17. "The Duties of the Board of Directors" in CHAPTER V - MANAGEMENT OF THE COMPANY, by renumbering shall become Article 15. "The Duties of the Board of Directors" and shall have the following content:

Art. 15. Duties of the Board of Directors

- a) approves the Organization and Functioning Regulations and the Internal Regulation of the company;
- b) establishes the strategy regarding the remuneration of the employed personnel of the company according to the studies and the actual work done, observing the minimum wage limit provided by the law and other rights and obligations;
- c) decides on the conclusion of legal acts for consideration or free of charge, through which the company transfers or acquires a right of ownership, a real right or a right to claim, exchanges, collates, leases, transmits and acquires the use, leasing assets under the terms of the law and approving within the limits of the law the granting by the Company of any guarantee or indemnity and any advance or loan other than that of a commercial credit granted in the ordinary course of business;
- d) approves the contracting of borrowings or debt or the formation of a debt in the form of a loan to the Company other than commercial debts contracted in the ordinary course of business;

- e) decides on the establishment or dissolution of branches, agencies, workstations and the like;
 - f) establishes the company's tactics and strategy of personnel, mandating the Company's Directors to employ or dismiss the personnel;
 - g) approves the organizational structure of the company, the number of posts, as well as the normative of the constitution of the functional and production compartments;
 - h) establishes the marketing tactics and strategy, as well as the Company's main activity and development directions and supervises the activity of the company's directors;
 - i) applies and pursues at Company level the observance of the principles of Corporate Governance and ethical principles;
 - j) presents for approval to the General Assembly of the Shareholders no later than 4 months after the end of the financial year, the financial statements for the previous year, the investment plan, as well as the project activity plan and the draft budget of the company's revenues and expenses on this year and update them, as appropriate;
 - k) solves other problems set by the General Assembly;
 - l) appoints and revokes the directors of the company and determines their remuneration, attributions, responsibilities and powers;
 - m) negotiates the collective labor contract with the employees' representatives and approves the collective redundancies, as well as any other organizational restructuring plan of the Company;
 - n) carries out any activity which is related to the administration of the company, which is in the best interests of the company and within the limits of the rights conferred by the law and by the constitutive act;
 - o) appoints and revokes the Chairman of the Board of Directors;
 - p) appoints the internal financial auditor, follows the way in which the activity is carried out, downloads it and revokes it.
 - q) to decide on the participation of ROMCARBON S.A. to the share capital of any company, within the approved investment ceiling.
- Any of the directors may delegate, in whole or in part, the exercise of the attributions held pursuant to this Constituent Act to the Directors of the Company or to a third person, on the basis of a power of attorney under private signature or an authenticated power of attorney, as the case may be.

XI. Articles 18, 19, 20, 21, 22, 23 and 24 shall be renumbered Articles 16, 17, 18, 19, 20, 21 and 22.

1.1. Empowered the General Director, Mr. Andrei Radu, to represent the company and to perform all the formalities stipulated by the law in order to fulfill the Decision of the Extraordinary General Meeting of Shareholders, signing in this respect all necessary documents, including the updated constitutive act, the request to the Trade Registry, and so on.

2. Approved the date of **22.12.2017** as “**registration date**”, according to art.86 par.1of Law 24/2017 regarding the issuers and capital market operations.

3.Approved the date of **21.12.2017** as “**ex-date**”, according to art.2 let.f of the C.N.V.M. Regulation no.6/2009.

For further information we are at your disposal.

Chairman of the Board
Hung Ching Ling

General Manager
Andrei Radu