

To the attention of: FINANCIAL SUPERVISION AUTHORITY  
Fax: 021 326 68 48; 021 326 68 49

BUCHAREST STOCK EXCHANGE  
Fax: 021 312 47 22; 021 317 99 23; 021 307 95 19

### **CURRENT REPORT**

According to the National Securities Commission Regulation no. 5/2018 on issuers of and operations with securities and Law 24/2017 regarding the issuers and the capital market

Report Date: **March 18<sup>th</sup>, 2019**

**Name of the Issuing Company: CARBOCHIM S.A. CLUJ**

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

**Phone** 0264 437 005; **Fax:** 0264 437 026

**Taxpayer Identification Number:** 201535, **Tax attribute** RO

**Registration Number with Cluj Trade Register:** J12/123/1991;

Subscribed and paid-up share capital: **RON 12,325,437.5**

Regulated market where the issued securities are traded: **Bucharest Stock Exchange**  
Stock (Market Symbol: CBC)

#### **Important events to report:**

### **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, VAT no. and Taxpayer Identification Number RO 201535 and Registration Number with Cluj Trade Register J12/123/1991, subscribed and paid-up share capital: RON 12,325,437.5, convened in the meeting of **March 16<sup>th</sup>, 2019**, hereby convenes the Ordinary General Meeting of the Shareholders on **April 24<sup>th</sup>, 2019 at 10:00 a.m.**, and then the Extraordinary General Meeting of Shareholders, at 11:00 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 **April 8<sup>th</sup>, 2019**. Should there be failure to meet the statutory conditions or any other conditions of validity, the Ordinary General Meeting of the Shareholders shall be held on **April 25<sup>th</sup>, 2019**, at the same place, **at 10:00 a.m.**, and the Extraordinary General Meeting of Shareholders will be held on **April 25<sup>th</sup>, 2019**, in the same place, **at 11:00 a.m.**

### **AGENDA**

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

**1.** To present and approve the annual financial statements concluded on December 31<sup>st</sup>, 2018, prepared according to the International Financial Reporting Standards, adopted by the European Union and the Order of the Ministry of Public Finance no. 2844 / 2016 for the approval of Financial Regulations pursuant to the reports put forward by the Board of Directors and the financial auditor.

**2.** To discharge from administration the directors for the 2018 financial year.

**3.** To approve the allotment of the net proceeds for the 2018 financial year, amounting to RON 2,667,587.86, as it follows:

- legal spare funds: RON 166,484.39;
- dividends: RON 986,035 lei (gross dividend 0.20 lei / share);
- reported result (undistributed proceeds: 1,515,068.47 RON);
  4. To approve **June 11<sup>th</sup>, 2019** as the dividends' payment date.
  5. To present and approve the Revenues and Expenditures Budget for 2019.
  6. To present and approve the investments program for 2019.
  7. To approve **May 21<sup>st</sup>, 2019** as the identification date of the shareholders upon who shall be incumbent the effects of the Resolution of the Ordinary General Meeting of Shareholders, 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 **May 20<sup>th</sup>, 2019** as ex-date.
  8. To a person to draft and sign all the adopted decisions and perform the required 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. To approve the 2019 commercial strategy.
2. To approve the extension of the lines of credit amounting to an aggregate of RON 7,150,000 or to contract new ones within the same margin and to secure them by mortgages on the company's assets.

To mandate the Board of Directors in order to set the actual conditions subject to which the lines of credit are to be extended or newly contracted, within the approved margin.

3. To approve the contracting of an investment loan amounting to maximum RON 14,000,000 or the equivalent value in EURO, in order to make the investments provisioned by the 2019 investments plan.

To mandate the Board of Directors to set the conditions for contracting the investment loan in compliance with the approved margin.

4. To approve **May 21<sup>st</sup>, 2019** as the identification date of the shareholders upon who shall be incumbent the effects of the Resolution of the Ordinary General Meeting of Shareholders, 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 **May 20<sup>th</sup>, 2019** as ex-date.
5. To a person to draft and sign all the adopted decisions and perform the required 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 **April 8<sup>th</sup>, 2019**.

Shareholders may 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 given by the credit institution that received the

representation power of attorney through a special power of attorney, from which it will 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 entities: copy of the Incorporation Certificate with the Trade Register Office (CUI) of the legal entity shareholder, certified by 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 entities: special or general power of attorney (drawn up in 3 original counterparts one of which 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 **March 24<sup>th</sup>, 2019** between 08:00 a.m. - 04:00 p.m. or from the Company's website [www.carbochim.ro](http://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](mailto:viorel.popoviciu@carbochim.ro) until **April 22<sup>nd</sup>, 2019, 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. **April 22<sup>nd</sup>, 2019, 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 15<sup>th</sup> day.

Each shareholder has the right to ask questions about the items on the agenda.

Shareholders who make proposals for supplementing the agenda (Art. 92 paragraph (3) section a) of the Law 24 / 2017) or ask questions on the items on the agenda, must present the documents certifying their identity, as well as the account statement issued by the central depository, certifying on 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 **March 24<sup>th</sup>, 2019**, every business day between 08:00 a.m. - 04:00 p.m. or can be accessed on the Company's website [www.carbochim.ro](http://www.carbochim.ro) starting with the same date.

In the case of failure to meet 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 **April 24<sup>th</sup>, 2019** at 10:00 a.m., a second convening of the Ordinary General Meeting of Shareholders is made for **April 25<sup>th</sup>, 2019** 10:00 a.m. and 11:00 a.m. respectively, same place, 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**