**SC ROMCARBON SA**
**Buzău, strada Transilvaniei nr.132**
**J10/83/1991, RO 1158050**

No.1706/27.04.2017

**CURRENT REPORT**

**According to CMVM Regulation no.1/2006**

Date of report:**27.04.2017**

Name of Issuer: S.C. 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: Ordinary General Meeting of Shareholders and Extraordinary General Meeting of Shareholders of 27.04.2017 (according to art.113 pt.1 par.A let.c) of the C.N.V.M. Regulation no.1/2006);

ROMCARBON S.A. reports the folowing important event:

**On 27.04.2017, 12.00 hours, respectively 12.30 hours, at the company's headquarters in Buzau 132 Transilvaniei street, according to provisions of the law and the article of association were held:**

**A. The Ordinary General Meeting of Shareholders** (first convocation).

Were present/represented shareholders representing **60,30 %** of the share capital.

Folowing debates and deliberations regarding the issues on the agenda, were adopted by uninamous vote points 2, 3, 4, 5, 7, 9, 10, 11 and 12 on the agenda and with majority of votes points 1, 6, and 8, as folows:

**1.**Approved the annual report of the Board of Directors for the fiscal year 2016.

**2.**Approved the individual financial statements for the financial year 2016 prepared in accordance with International Financial Reporting Standards (IFRS) based on: Directors' Report and External Financial Auditor's Report for the financial year 2016.

**3.** Take act of the report of the external financial auditor - Deloitte Audit SRL, member of Deloitte Touche Tohmatsu - on the consolidated financial statements for the financial year 2016.

**4.** Approved the consolidated financial statements, for the financial year 2016 prepared in accordance with International Financial Reporting Standards (IFRS) based on: Directors' Report and External Financial Auditor's Report for the financial year 2016.

**5.** Take act of the report of the external financial auditor - Deloitte Audit SRL, member of Deloitte Touche Tohmatsu - changing situations on the consolidated financial statements prepared in accordance with International Financial Reporting Standards (IFRS) for the fiscal year 2016.

**6.**Approved the distribution of the net profit recorded in the fiscal year 2016 in the amount of 4.903.474,48 lei on the following destinations:

a) Legal reserves amounting to 245.174 lei;

b) Other reserves amounting to 3.258.617 lei, representing fiscal facility regarding the profit tax exemption for the profit reinvested in 2016;

c) Retained earnings amounting to 1.399.683,48 lei; The Board of Director will fulfill the necessary formalities to convene an Ordinary General Meeting of Shareholders, that will take place, at latest on 01.08.2017, and which, depending on the financial situation of the company and on obtaining the necessary prior approvals, will decide upon the possibility of distributing the retained earnings / undistributed profit of 2016, in the form of dividends.

**7.** Presentation and approval of the Annual Report for 2016, prepared in accordance with CNVM Regulation No.1/2006 on issuers and operations with securities and the Corporate Governance Code of the Bucharest Stock Exchange.

**8.** Approved to discharge the members of the Board of Directors for the work in fiscal year 2016.

**9.** Approved contracting of the company's external financial audit for a one-year mandate starting with 01.05.2017 and the conclusion of a statutory audit service contract for the financial year 2017 with SC DELOITTE AUDIT SRL, represented by Farrukh Khan, which will have as object the following operations:

- Audit of individual and consolidated financial statements in accordance with the International Financial Reporting Standards adopted by the European Union (hereinafter referred to as IFRS).

Empowered the General Director, Mr. Andrei Radu and the Financial Director, Mrs. Zainescu Viorica, to represent the company in relation with SC DELOITTE AUDIT SRL and to sign in the name and on behalf of the company the contract for external financial audit services with SC DELOITTE AUDIT SRL, in the conditions presented in the material attached to the present decision, as well as any necessary documents in order to carry out those approved in this decision.

**10.** Approved the incom and expenses budget for the financial year 2017.

**11.** Approved the date of 23.05.2017 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.

**12.** Approved the date of 22.05.2017 as “ex-date”, according to art.2 let.f of the C.N.V.M. Regulation no.6/2009 And

B. **The Extraordinary General Meeting of Shareholders** (firs convocation). Were present/represented shareholders representing **60,30 %** of the share capital.

Folowing debates and deliberations regarding the issues on the agenda, were adopted by uninamous vote, as folows:

**1.**Approved for: the banking exposure of Romcarbon SA for the financial years 2017-2018, consisting of: credits in amount of 16.577.342 Euro and 18.607.945 Lei, leasing contracts in amount of 200,805 Euro, factoring contracts with a ceiling of 500.000 Euro, letters of guarantee in amount of 500.000 lei and guarantees given to LivingJumbo Industry SA for the investment credit contracted UniCredit amount of 607.200 Euro and for the unengagement credit in amount of 450,000 Euro contracted with UniCredit Bank; the 12-months extension of credits with maturity in 2017, maintaining the related guarantees.

Empowerment of the Board of Directors to negotiate and decide, as appropriate, regarding: changing credit conditions, modification and/or the establishment of new securities, restructuring existing credits/banking exposure, change currency or refinance existing loans and contracting of new loans, within the limits of the approved banking exposure and of the law.

Empowerment for the General Director And Financial Director , to sign credit agreements, addendums thereto related, mortgage deeds and other guarantees, and any other documents necessary for the carrying out of the EGMS’ s decision.

**2.**Approved the investment plan for 2017 and the empowerment of the Board of Directors to decide the best manner of implementing it and to employ all necesary efforts in this regard, incuding, but not limited to updating it/changing its elements.

**3.** Approved the date of **23.05.2017** 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.

**4.**Approved the date of **22.05.2017** as “ex-date”, according to art.2 let.f of the C.N.V.M. Regulation no.6/2009.

For any other information we are at your disposal.

Chairman of the Board

Hung Ching Ling

General Director

Andrei Radu