

**To the attention of: FINANCIAL SUPERVISION AUTHORITY**

**Department of Financial Instruments and Investments**

**Fax: 021-6596051**

**BUCHAREST STOCK EXCHANGE – Regulated market**

**Fax: 021-2569276**

**No. 1050/ November 26<sup>th</sup>, 2021**

### **CURRENT REPORT**

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

Report Date: **November 26<sup>th</sup>, 2021**

**Name of the Issuing Company: The Company CARBOCHIM S.A. – JOINT STOCK COMPANY**

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

**Phone/ fax:** 0264 437 005 / 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 12,313.405**

Regulated market where the issued securities are traded: **Bucharest Stock Exchange**

Stock (Market Symbol: **CBC**)

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

### **CONVENING NOTICE**

The company **Carbochim S.A.**, registered with the Trade Register Office Cluj under number J12/123/1991, VAT No. RO201535, having the registered office in the City of Cluj – Napoca, P-ta. 1 Mai nr. 3, CLUJ-NAPOCA, subscribed and paid – up share capital amounting to RON 12,313.405 (hereinafter referred to as **the Company**), the Board of Directors of the company Carbochim S.A., convened in the session of **November 25<sup>th</sup>, 2021**, pursuant to the Law 31 / 1990 of the Trading Companies, Law 24 / 2017 regarding the regarding the issuers and the capital market Commission Regulation no. 5/2018 on issuers of and market operations and the company's Articles of Incorporation **hereby convenes the Extraordinary General Meeting of Stockholders, on January 5<sup>th</sup>, 2022 at noon** at the company's registered office located in the City of Cluj – Napoca, Piata 1 Mai no. 3 for all stockholders registered in the Company's Shareholders' Registry kept by the Depozitarul Central S.A. of Bucharest, at the end of **December 16<sup>th</sup>, 2021**. Should any of the statutory conditions or other validity conditions fail to be met, the Extraordinary General Meeting of Stockholders shall take place on **January 6<sup>th</sup>, 2022 at noon**, same place and same agenda as in the Reference Date.

**For the Ordinary General Meeting of Stockholders:**

**1.** To approve the terms and conditions for the alienation through sale of the ownership right to one or several purchasers of the real estate owned by the company located in the City of Cluj – Napoca, P-ța 1 Mai no. 3, Cluj County and comprised of land lots and constructions located on the same as it follows: (i) lot of land with an area of 22.434 square meters, with cadastral number 256575 and constructions with cadastral number 256575-C1, 256575-C2, 256575-C3, 256575-C4, 256575-C5, 256575-C6, 256575-C7, 256575-C8, 256575-C9, , 256575-C11, 256575-C12, 256575-C13, 256575-C14, 256575-C15, 256575-C16, 256575-C17, 256575-C18, 256575-C19, 256575-C20, 256575-C21, registered in the Land Register Book no. 256575; (ii) lot of land with an area of 52.254 square meters, with cadastral number 259641 and constructions with cadastral number 259641-C1, 259641-C2, 259641-C3, 259641-C4, 259641-C5, 259641-C6, 259641-C7, 259641-C8, 259641-C9, 259641-C10, 259641-C11, 259641-C12, 259641-C13, 259641-C14, 259641-C15, 259641-C16, 259641-C17, 259641-C18, 259641-C19, 259641-C20, 259641-C21, 259641-C22, 259641-C23, 259641-C24, 259641-C25, 259641-C26, 259641-C27 registered in the Land Register Book no. 259641; (iii) lot of land with an area of 12.703 square meters, with cadastral number 261371 and constructions with cadastral number 261371-C1, 261371-C2, 261371-C3, 261371-C4, registered in the Land Register Book no. 261371; (iv) lot of land with an area of 821 square meters, with cadastral number 6831/2-C1 and construction with cadastral number 6831/2-C1, registered in the Land Register Book no. 267080; (v) lot of land with an area of 1.261 square meters, the actual share quota of 164/1093, with cadastral number 7572 and construction with cadastral number 7572, registered in the Land Register Book no. 270354 and in the Land Register Book no. 270354-C1-U2; (vi) lot of land with an area of 1.075 square meters, with cadastral number 300210 and constructions with cadastral number 300210-C1, registered in the Land Register Book 300210; (vii) lot of land with an area of 1.847 square meters, actual share quota of 1009233/1126250, with cadastral number 305138 and construction with cadastral number 305138-C1-U1, registered in the Land Register Book no. 305138 and the Land Register Book 305138- C1-U1; (viii) lot of land with an area of 24.434 square meters, with cadastral number 309072 and constructions with cadastral number 309072-C1, 309072-C2, 309072-C3, 309072-C4, 309072-C5, 309072-C6, 309072-C7, 309072-C8, 309072-C9, 309072-C10, 309072-C11, 309072-C12, registered in the Land Register Book no. 309072; (ix) lot of land with an area of 958 square meters, with cadastral number 309092, registered in the Land Register Book no. 309092; (x) lot of land with an area of 3.300 square meters, with cadastral number 309117, registered in the Land Register Book 309117 (hereinafter referred to me as, "the real estate").

**2.** To approve the mandating of the Board of Directors to negotiate, agree and settle on behalf of the Company with potential purchasers and banks the terms as well as any other sale conditions regarding the Real Estate, including the sale price of the real estate and the payment method of such price as well as to mandate the Chairman of the Board of Directors to sign, deliver and execute, on behalf and for the Company, before the relevant notary public and authenticated form of a sale promise, precontract and / or contract of sale – purchase for the sale of the Real Estate to the purchasers and furthermore, to sign and execute any and all prior notices, instruments or documents which might be required or useful for the valid sale of the real estate, subject to the conditions negotiated by the Board of Directors.

**3.** To approve the purchase by the Company of a real estate with industrial purpose, to set out the terms and conditions for the purchase and to consequently mandate the Board of Directors to initiate and carry out any and all proceedings for the identification of such real estate and potential sellers of

industrial buildings and to negotiate with potential sellers and banks the terms thereof as well as any other conditions to purchase the real estate including the purchase price of the real estate and the payment method of such price by the Company, as well as to mandate the Chairman of the Board of Directors to sign, deliver and execute, on behalf and for the Company, before the relevant notary public and authenticated form of a sale promise, precontract and / or contract of sale – purchase for the purchase of the Real Estate and furthermore, to sign and execute any and all prior notices, instruments or documents which might be required or useful for the valid sale and purchase of the real estate, subject to the conditions negotiated by the Board of Directors.

4. To approve the relocation of the entire company performed activity to the real estate that is to be purchased by the company, subject to the conditions of paragraph 3 above.

5. To approve **February 2<sup>nd</sup>, 2022 as the identification date of the shareholders** upon whom shall be incumbent the effects of the Resolution of the Ordinary General Meeting of Shareholders, according to Art. 87 paragraph 1 of the Law 24/2017 regarding the issuers of financial instruments and market operations and the approval of the date of **February 1<sup>st</sup>, 2022 as ex-date**.

6. To mandate 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 **December 16<sup>th</sup>, 2021**.

Shareholders may participate directly, through representation or by correspondence.

In case of direct attendance, 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) granted to the natural person representing them and the identity document of the representative.

**The special power of attorney** granted 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, based on the special or general power of attorney and provided that the representative enjoys legal competence.

Incapacitated shareholders as well as legal entities may be represented by their legal representatives, who, at their turn, may grant 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 at 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 who represent the shareholders:** 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 stays with the shareholder) accompanied by the copy of the identity document of the shareholder who gives the power of attorney; or, as applicable, the ballot paper by correspondence, in original, accompanied by the copy of the shareholder's identity document;

**Legal entities who represent the shareholders: \_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 stay 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 entity.

**The forms** for the Special Power of Attorney and Ballot Papers by Correspondence can be obtained by shareholders from the Company's registered office, every business day starting with **December 3<sup>rd</sup>, 2021** 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 powers of attorney 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 **January 4<sup>th</sup>, 2022, 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. **January 4<sup>th</sup>, 2022, 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. 105 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 owned.

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 **December 3<sup>rd</sup>, 2021**, 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 the same date.

In case of failure to meet the conditions stipulated by law and by the Articles of Incorporation for the development of the Ordinary and Extraordinary General Meeting of Shareholders on **January 5<sup>th</sup>, 2022, at noon**, a second convening of the Ordinary General Meeting of Shareholders is made for **January 6<sup>th</sup>, 2022 at noon**, 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**