

Nr.2259/22.11.2022

CURRENT REPORT

According to: A.S.F. Regulation no.5/2018 on issuers of financial instruments and market operations; Law no.24/2017 on issuers of financial instruments and market operations; Law No.31/1990, companies, republished with subsequent amendments; Articles of Association of ROMCARBON S.A.

Date of report: 22.11.2022

Name of Issuer: ROMCARBON S.A.

Headquarters: 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: 26.412.209,60 lei

Regulated market where the issued securities are traded: BVB Standard Category

Event to be reported: Ordinary General Meeting of Shareholders and Extraordinary General Meeting of Shareholders of 22.11.2022

ROMCARBON S.A. reports the following important event: On 22.11.2022, at 12.00, respectively 12.30, at the company's headquarters in Buzău, Transilvaniei Street no. 132, in accordance with the provisions of the law and the Articles of Association, the following took place:

The Ordinary General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders (first convocation).

At the meetings were present/represented and voted by mail shareholders representing 66.7189 % of the total share capital/voting rights, respectively 176.219.597 shares/votes.

Following the debates and deliberations on the issues on the agenda, the following were adopted:

A. Ordinary General Meeting of Shareholders (first convocation):

1. Approved with a number of **176.219.597** votes "for" (66,7189 % of the total voting rights), **0** votes "against" and **0** votes "abstention", the distribution as dividends of the amount of **2.641.220,96 lei**, representing a part of the net profit registered in the financial year 2014, which remained undistributed (according to the Decision of the Ordinary General Meeting of Shareholders of 29.04.2015, point 6 letter d).

1.1. Approved with a number of **176.219.597** votes "for" (66,7189 % of the total voting rights), **0** votes "against" and **0** votes "abstention", in addition to the amount of 2.641.220,96 lei, indicated in point **1** above, for the distribution as dividends of the amount of 21.129.767,68 lei, representing part of the net profit recorded in the 2014 financial year, which remained undistributed (according Resolutions of the Ordinary General Meeting of Shareholders of 29.04.2015, point 6 letter d).

2. Approved with a number of **176.219.597** votes "for" (66,7189 % of the total voting rights), **0** votes "against" and **0** votes "abstention", as effect of point **1**, for the distribution, from the amount of **2.641.220,96 lei**, mentioned in point 1, of a gross dividend/share in the amount of 0.010 lei/share, related to the financial year 2021, for the number total shares of 264.122.096, the distribution of dividends will be made in compliance with legal provisions, depending on the financial situation of the company and subject to obtaining agreement in this regard from the creditor banks of the company

2.1. Approved with a number of **176.219.597** votes "for" (66,7189 % of the total voting rights), **0** votes "against" and **0** votes "abstention", as an effect of point **1.1** approval, for the distribution, from the amount of 21.129.767,68 lei, mentioned in point 1.1., of a gross dividend/share in the amount of 0.080 lei/share, related to the financial year 2021, for the number total of 264.122.096 shares, the distribution of dividends following to be made in compliance with the legal provisions in force, depending on the financial situation of the company and under the condition of obtaining the agreement in this sense from the creditor banks of the company.

The total gross dividend related to the 2021 financial year that will be distributed, as a result of the approval of points **1 and 1.1.** from the agenda, from the total amount of 23.770.988,64 lei is 0.090 lei/share for the total number of shares of 264.122.096, with the maintenance of the payment date, on 21.12.2022, as it was submitted approval of O.G.M.S.

3. Approved with a number of **176.219.597** votes "for" (66,7189 % of the total voting rights), **0** votes "against" and **0** votes "abstention", the date of **09.12.2022** as "registration date", according to the provisions of law no.24/2017 and of art.2 paragraph 2 letter f of the A.S.F. nr.5/2018.

4. Approved with a number of **176.219.597** votes "for" (66,7189 % of the total voting rights), **0** votes "against" and **0** votes "abstention", the date of **08.12.2022** as "ex-date", according to art.2 paragraph 2 letter l of the A.S.F. nr.5 / 2018.

5. Approved with a number of **176.219.597** votes "for" (66,7189 % of the total voting rights), **0** votes "against" and **0** votes "abstention", the date of **21.12.2022** as "payment date", according to art.2 paragraph 2 letter h and art.178 paragraph 1 of the A.S.F. nr.5 / 2018.

And of

B. Extraordinary General Meeting of Shareholders (first convocation):

1. Approved, with a number of **176.219.597** votes "for" (66,7189 % of the total voting rights), **0** votes "against" and **0** votes "abstention", the share sale operation and operations connexed with it, whereby Recyplat Limited (a company in which Romcarbon SA owns 100% of the share capital) sells its participation in the share capital of Romgreen Universal Limited, representing 17.58794% of the share capital of this company, for the price of 14,200,000 Euro.

2. Approved, with a number of **176.219.597** votes "for" (66,7189 % of the total voting rights), **0** votes "against" and **0** votes "abstention" the items to be included on the agenda of the General Meeting of Shareholders of Recyplat Limited, regarding the approval of the share sale operation and any other operations connexed with it, detailed in point 1 and the authorization of the President of the Board of Directors of Romcarbon SA, Mr. Huang Liang Neng, to represent Romcarbon S.A. in G.M.S. of Recyplat Limited, to vote "for" on all items on the agenda and to sign all/any documents/contracts/requests/etc. in order to fulfill the decisions.

3. Approved with a number of **176.219.597** votes "for" (66,7189 % of the total voting rights), **0** votes "against" and **0** votes "abstention", empowering the Board of Directors of Romcarbon SA to, after the completion of the share sale operation, detailed in point 1, decide on the operations, of any value, regarding the distribution of dividends, the reduction of the capital of Recyplat Limited, the dissolution and liquidation of the company or the granting of any loans to Romcarbon SA, and the empowerment of the Chairman of the Board of Directors of Romcarbon SA, Mr. Huang Liang Neng, to sign all/any documents/contracts/requests/etc necessary in this regard.

4. Approved with a number of **176.219.597** votes "for" (66,7189 % of the total voting rights), **0** votes "against" and **0** votes "abstention", empowering of the Chairman of the Board of Directors of Romcarbon SA, Mr. Huang Liang Neng, to represent Romcarbon SA for carrying out the operation from point 1 and any other operations connexed with it, to negotiate and sign on behalf of and for Romcarbon SA any/all documents/contracts /cereri/etc., for the completion of the sale of shares and the operations connexed with it.

5. Approved with a number of **176.219.597** votes "for" (66,7189 % of the total voting rights), **0** votes "against" and **0** votes "abstention", the increase by 2,550,000 Euro of the ceiling of the credit line granted by UniCredit Bank SA to Romcarbon SA, based on contract no. BUZA/014/2012, from 5,450,000 Euro to 8,000,000 Euro and the approval of the increase, as a consequence, of the guarantee ceiling established by Romcarbon SA in favor of UniCredit Bank SA, as well as the approval of the guarantee for the credit line that will be contracted by Livingjumbo Industry SA from UniCredit Bank SA for a ceiling of 2,000,000 Euro, according to what is mentioned in material no. 6419/13.10.2022.

5.1. Approved with a number of **176.219.597** votes "for" (66,7189 % of the total voting rights), **0** votes "against" and **0** votes "abstention, empowering the Board of Directors to negotiate and decide on the conditions for contracting the increase in the credit line granted by UniCredit Bank SA to Romcarbon SA, as well as on the conditions for the additional guarantees related to this increase, as well as on the conditions for granting guarantees in favor of UniCredit Bank SA for guaranteeing the credit line that will be contracted by Livingjumbo Industry SA from UniCredit Bank SA for a ceiling of 2,000,000 Euro.

5.2. Approved with a number of **176.219.597** votes "for" (66,7189 % of the total voting rights), **0** votes "against" and **0** votes "abstention, empowering the General Director, Mr. Huang Liang Neng or, in his absence, regardless of the reason, of the General Deputy Administrative Director, Mrs. Manaila Carmen, and of the Financial Director, Mrs. Zainescu Viorica Ioana, to sign the credit contracts and all the addendums to them, the related guarantee contracts and all the addendums to them, as well as any other necessary documents in order to carry out what will be decided by the E.G.M.S.

6. Approved with a number of **176.219.597** votes "for" (66,7189 % of the total voting rights), **0** votes "against" and **0** votes "abstention", the date of **09.12.2022** as "registration date", according to the provisions of law no. 24/2017 and of art. 2 paragraph 2 letter f of the A.S.F. nr.5 / 2018.

5. Approved with a number of **176.219.597** votes "for" (66,7189 % of the total voting rights), **0** votes "against" and **0** votes "abstention", the date of **08.12.2022** as "ex-date", according to art.2 paragraph 2 letter l of the A.S.F. nr.5/2018.

With great esteem,

Chairman of the Board of Directors
And
General Director
Huang Liang Neng