

**No.422/21.03.2023**

## 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: 21.03.2023

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: Convocation for the Ordinary General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders of 27.04.2023/28.04.2023;

ROMCARBON S.A. reports the following important event:

The Board of Directors of ROMCARBON SA, gathered in meeting on 21.03.2023, in accordance with the law and the articles of association, following the deliberations on the issues on the agenda, by vote, decided, with unanimity, to CALL FOR:

**A. ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS), on 27.04.2023, respectively 28.04.2023 – second convocation, at 12:00, at the company's headquarters in 132 Transilvania Street, Buzau, Buzau County, with the following Agenda:**

1. Presentation, discussion and approval of the annual report of the Board of Directors for the fiscal year 2022.
2. Presentation and approval of the individual financial statements for the financial year 2022 in accordance with International Financial Reporting Standards (IFRS) based on: Directors' Report and External Financial Auditor's Report for the financial year 2022.
3. Presentation 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 2022.
4. Presentation and approval of the consolidated financial statements, for the financial year 2022 in accordance with International Financial Reporting Standards (IFRS) based on: Directors' Report and External Financial Auditor's Report for the financial year 2022.
5. Presentation 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 2022.
6. Presentation and approval of the Annual Report for 2022, prepared in accordance with ASF Regulation No.5/2018 on issuers and operations with securities and the Corporate Governance Code of the Bucharest Stock Exchange.
7. Approval to discharge the members of the Board of Directors for the work in fiscal year 2022.
8. Approval to contract services for the statutory audit of the company for the financial year 2023.
9. Approval of the income and expenses budget for the financial year 2023.
10. Approval of the Remuneration Report for the financial year 2022.

**11.** Approval to distribute the net profit registered in the financial year 2022 in the amount of 51.471.690,22 lei on the following destinations, according to the attached material:

- 1) Legal reserves amounting to 1.105.471 lei;
- 2) Other reserves amounting to 862.410 lei;
- 3) Dividends corresponding to financial year 2022 amounting to 13.206.104,80 lei;
- 4) Retained earnings amounting to 36.297.704,42 lei, following for the final destination of this undistributed profit to be decided by the General Meeting of Shareholders.

**12.** Approval for the company to distribute as cash dividends the amount of 13.206.104,80 lei, representing part of the net profit recorded in the financial year 2022, and as consequence, approval to distribute a gross dividend/share of 0.050 lei/share for total number of 264.122.096 shares, distribution of the dividends following to be made according to the provisions of the law, article of incorporation and under the condition of obtaining consent from the company's creditor banks.

**13.** Approval of **25.05.2023** as "**registration date**", according to Law 24/2017.

**14.** Approval of **24.05.2023** as "**ex-date**", according to Law 24/2017.

**15.** Approval of the date of **15.06.2023** as "**payment date**" according to art. 2 para. 2 letter h and art. 178 paragraph 1 of the A.S.F. Regulation. no. 5/2018, for points 1-12.

**16.** Approval of the proposal to distribute the amount of 26.412.209,60 lei, representing part of the net profit recorded in the financial year 2022, which remained undistributed (in the total amount of 36.297.704,42 lei), for the increase of the company's share capital. Consequently, the Company's share capital will be increased from the current value of 26.412.209,60 lei to the value of 52.824.419,20 lei, by issuing 264.122.096 new shares, with a nominal value of 0,10 lei/share. The newly issued shares will be distributed free of charge to the company's shareholders registered in the Register of Shareholders on the date of registration (27.09.2023). The allocation rate of new free shares will be 1:1, respectively 1 new share will be allocated for every 1 existing share, held by the shareholders registered in the Register of Shareholders on the registration date mentioned below:

**27.09.2023** as "registration date", according to Law 24/2017.

**26.09.2023** as "ex-date", according to Law 24/2017.

**28.09.2023** as "payment date" according to art. 2 para. 2 letter h and art. 178 paragraph 1 of the A.S.F. Regulation. no. 5/2018.

**17.** Empowerment of the company Board of Directors to take any/all measures and make formalities for the fulfillment of resolutions adopted by the OGMS.

**18.** Empowerment of the OGMS Chairman as appointed to sign with full powers in the name and on behalf of the shareholders, present, represented and who will vote by correspondence, the OGMS Resolutions.

**19.** Empowerment of the Company legal counselor, Mrs. Mihaela Jurubita to fulfill all formalities regarding registration of the OGMS resolutions at the Trade Register and for the publication in the Official Monitor.

**And of**

**B. EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS), on 27.04.2023, respectively 28.04.2023 – second convocation, at 12:30**, at the company's headquarters in 132 Transilvania Street, Buzau, Buzau County, with the following Agenda:

**1.** Approval for the banking exposure of Romcarbon SA for the financial years 2023-2024, consisting of: Bank credits in amount of 15,830,713 euro and 550,000 lei; Bank guarantee letters with a ceiling of RON 500,000 contracted with UniCredit Bank SA and a limit of bank guarantee letters that can be guaranteed with cash collateral in the amount of 50,000 lei, according to Board decision no. 3/17.02.2023, Guarantees given to Livingjumbo Industry SA for the credits contracted with UniCredit Bank (EUR 2,450,000 euro) and with Eximbank SA (EUR 2,000,000 euro); Guarantees given to RC Energo Install SRL for the credit contracted with Eximbank SA in amount of RON 1,000,000 lei, according attached material.

**2.** Approval for:

- The possibility to contract if it is needed a factoring facility with the ceiling of EUR 500.000 for a period of 36 months;
- Prolongation at maturity or, if necessary, before the maturity of the ceiling of bank letters contracted with UniCredit Bank SA in the amount of 500,000 lei for a period of 36 months and/or the modification of guarantees, as well as, if necessary, its increase to 600,000 lei;
- contracting a ceiling of letters of bank guarantee in the amount of 50,000 lei with Exim Bank SA for a period of 36 months which will be guaranteed with guarantees consisting of cash collateral;

- 12 months extension of the credit line contracted with Eximbank SA ( in amount of EUR 2,550,000 euro) and adding to the existing guarantees a movable mortgage on the building identified with cadastral number 60631, having a total area of 929 m.p.
- extension, from 1 April 2023 until 31 december 2024 of the credit line contracted with UniCredit Bank SA (in amount of EUR 8,000,000 euro) maintaining the afferent guarantees;
- contracting a multicurrency loan to finance the investment plan for the year 2023 for the amount of 5,100,000 euros, for a period of 60 months;
- contracting a bridging loan for the project with European funds from the PNRR program with a value of 5,010,000 euros;

**3.** Empower the Board of Directors to negotiate and decide regarding: changing the credit conditions of the existing contracts/ prolongation of the short term credit facilities with a period of maximum 12 months; changing the guarantees and/or approving new guarantees for the existing credits and approving guarantees for the new investment credits which will be signed within the approved bank exposure; contracting new credits within the approved bank exposure and establishing new guarantees under the conditions of the law, as well as, as the case may be, restructuring existing bank loans/exposures, currency change or refinancing of existing credits;

**4.** Empowering for the General Director and Financial Director, to sign credit agreements and all additional documents to them, related warranties and all additional acts, leasing and factoring contracts and all additional documents, as well as any other documents required in to view the fulfillment of the AGEA decision 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.

**5.** Approval for Romcarbon SA 2023 Investment Plan.

**6.** Approval for the update of the Company Incorporation Act as follows:

- Article 8 paragraph 1 will be changed and have the following content:  
*„The share capital of the company can be increased by the decision of the Extraordinary General Meeting by all the means and procedures provided by the legal provisions and under the conditions provided by the law on issuers of financial instruments and market operations and this act.“*

- Article 11 last paragraph will be changed and have the following contents:  
*„The exercise of the EGMS powers mentioned in art.11 paragraph 3 letter b) and c) is delegated to the Board of Directors.“*

**7.** Approval of **25.05.2023** as **“registration date”**, according to Law 24/2017 for points 1-6.

**8.** Approval of **24.05.2023** as **“ex-date”**, according to Law 24/2017 for points 1-6.

**9.** Approval of **15.06.2023** as **“payment date”** according to art. 2 paragraph 2 letter h and art. 178 paragraph 1 of the A.S.F. Regulation. no. 5/2018 for points 1-6.

**10.** Approval of the share capital increase with the amount of 26.412.209,60 lei, from the current value of the company share capital of 26.412.209,60 lei to the value of 52.824.419,20 lei, by issuing 264.122.096 new shares, with a nominal value of 0,10 lei/share. The capital increase will be executed by incorporating in the share capital of the company the amount of 26.412.209,60 lei, representing part of the net profit recorded in the financial year 2022, remained undistributed and will support the current activity of the company. The newly issued shares will be distributed as free shares to all shareholders of the company registered in the Shareholder Register held by Central Depositor at the registration date (27.09.2023). Each shareholder registered in the in the Shareholder Register held by Central Depositor at the registration date (27.09.2023) will be receiving for free 1 new share for each 1 existing share held, therefore the holding percentages in the share capital will not register any modifications.

**11.** Approval for the update of the company Incorporation act as follows:

- The preambul of the Incorporation act will be changed and have the following contents:  
*„Shareholders: List type shareholders, natural and legal persons, share of profit and loss 100% / 100%“*
- Article 6 will be changed and have the following contents:  
*„The subscribed and fully paid-up capital is 52.824.419,20 lei, cash contribution, divided into 528.244.192 dematerialized registered shares, worth 0.1 lei each, with the following structure of the shareholding:  
List type shareholders, natural and legal persons, share of profit and loss 100% / 100% “*

**12.** Approval of 27.09.2023 as “registration date”, according to Law 24/2017, for points 10 - 11.

**13.** Approval of 26.09.2023 as “ex-date”, according to Law 24/2017 for points 10 - 11.

**14.** Approval of 28.09.2023 as „payment date“ according to art. 2 paragraph 2 letter h and art. 178 paragraph 1 of the A.S.F. Regulation. no. 5/2018 for points 10 - 11.

**15.** Empowerment of the company Board of Directors to take any/all measures and formalities for the fulfillment of resolutions adopted by the OGMS.

**16.** Empowerment of the OGMS Chairman as appointed to sign with full powers in the name and on behalf of the shareholders, present, represented and who will vote by correspondence, the OGMS Resolutions.

**17.** Empowerment of the Company legal counselor, Mrs. Mihaela Jurubita to fulfill all formalities regarding registration of the OGMS resolutions at the Trade Register and for the publication in the Official Monitor.

To the General Meeting of Shareholders are entitled to attend and to exercise voting rights the shareholders registered in the Register of Shareholders (released by the company Central Depository SA) at the reference date set at the end of the day of **13.04.2023**. The shareholders can participate in person or by representative and by correspondence. Representation of shareholders can be made by other persons than the shareholders, based on a special power of attorney according to art.105 par.10 of Law 24/2017.

Starting from **27.03.2023** till the date set for holding the GMS meetings, can be obtained by shareholders from the registered office of the company, every working day, between 9.00-16.30 or can be downloaded from the company website [www.romcarbon.com](http://www.romcarbon.com), both Romanian version and English version of the following documents: The Convocation, the total number of issued shares and voting rights at the date of the convocation, the draft decision submitted for approval to GMS, special power of attorney forms used to vote by representative, voting by correspondence forms, documents to be presented in the GMS meetings.

In the case of personal vote, the shareholders and the legal persons are entitled to participate in the GMS session by means of a simple identity test made in the case of natural persons shareholders with the identity document (identity card, identity card, passport, residence permit) and in the case of legal persons shareholders with the identity card of the legal representative (identity card, identity card, passport, residence permit). In the case of legal entities or non-legal entities, the status of legal representative is determined on the basis of the list of shareholders from the reference date received from the central depository and the issuing certificate issued by the trade registry or any equivalent document issued by an authority competence in the state in which the legal person is legally registered, attesting to the status of legal representative, presented in original or in copy according to the original.

The documents certifying the status of legal representative of the legal entity shareholder will be issued no later than 3 months before the date of the GMS convocation. Documents presented in a language other than English will be accompanied by a translation made by a Romanian/English authorized translator.

In the case of voting by representation with the power of attorney, it is possible to represent the shareholders at the GMS meeting through a representative / trustee who may be another shareholder or a third person. The special power of attorney may be granted to any person for representation in a single general meeting and contains specific voting instructions from the shareholder, with a clear indication of the voting option for each item entered on the agenda of the general meeting. In this situation, the provisions of art. 125 par. (5) of the Law no. 31/1990 are not applicable. In the situation of discussing in the general meeting of shareholders, in accordance with the legal provisions, of items not included on the published agenda, the empowered person may vote on their behalf according to the interest of the represented shareholder. The vote by representation with the special power of attorney will be expressed by filling in and signing the special proxies provided by the company in 3 copies of which: one copy will be submitted in writing in the original, at the registered office, the second copy will be handed to the representative, so that he can prove himself a representative at the request of the technical secretariat of the assembly, the third copy remaining to the shareholder. The special/general power of attorney will be transmitted in physical format, in the original, in the case of a special power of attorney, respectively in a copy according to the original under the signature of the representative, in the case of the general power of attorney, so that the registered office will be registered until **25.04.2023**, at 11.00 am or by e-mail at [office@romcarbon.com](mailto:office@romcarbon.com) (if electronic means are used, the special power of attorney will be transmitted via the extended electronic signature incorporated according to the Law no. 455/2001) until the same date and time. Regardless of the way of transmitting the proxies of representation in the GMS, the statement must be clearly and capitalized *"POWER OF ATTORNEY FOR THE ORDINARY/EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED 27/ 28.04.2023"*.

A shareholder may designate a single person to represent it in GMS. A shareholder may designate one or more alternate representatives by special power of attorney to represent him or her in the general meeting if the appointed representative is unable to fulfill his mandate. If several substitute representatives are appointed by special proxy, the order in which they will exercise their mandate shall also be established. Also, a shareholder may award a valid proxy for a period not exceeding three years, which empowers his/her representative to vote on all aspects of the GMS debate, including mandatory acts, provided that the power of attorney either granted by the shareholder as a client to an intermediary within the meaning of the capital legislation or a lawyer. For purposes of identification, the special power / general power of attorney will be accompanied by the following documents: copy of the identity card (identity card, identity card, passport, residence permit) and copy of representative identity document for individuals; copy of the identity card of the representative / representative of the individual (identity card, identity card, passport, residence permit), copy of the identity card representative / guardian attorney with attorney in the original or in the case of the representative / representative legal person copy of the act the identity of the legal representative of the legal representative, accompanied by the certificate issued by the Trade Register or any equivalent document issued by the the competent authority of the State in which the legal representative /

representative is legally registered, presented in original or in a copy corresponding to the original. Documents presented in a language other than English will be accompanied by a translation made by a Romanian / English authorized translator.

When completing the special power of attorney forms, the shareholders will consider the possibility of completing the update of the agenda, in which case the proxy forms will be updated until no later than **10.04.2023**, at 11.00.

Shareholders may not be represented in the General Meeting of Shareholders on the basis of a general power of attorney by a person in a situation of conflict of interest, according to art.105, paragraph 15 of the Law no.24/2017 regarding issuers of financial instruments and operations market. Where a shareholder is represented by a credit institution providing custody services, it may vote in the general meeting of shareholders on the basis of voting instructions received by electronic means of communication, without the need for a special mandate or general by the shareholder. Custodians vote in the general meeting of shareholders exclusively in accordance with and within the limits of the instructions received from its clients as shareholders at the reference date.

When a shareholder is represented by a credit institution providing custody services, it may vote in the general meeting of shareholders on the basis of voting instructions received by electronic means of communication, without the need for a special mandate or general by the shareholder, according to the provisions of art.105 paragraph 11 of the Law no. 24/2017.

Shareholders enrolled in the Shareholders' Registry on the reference date can express and transmit their vote on the items on the GMS agenda and by correspondence. Voting forms can be obtained from the company's headquarters - the Shares Service or they can be downloaded from the website of the company, both in Romanian and English, starting with **27.04.2023**. The voting form by correspondence, completed and signed by the shareholder, will be sent in writing, originally at the registered office of the company or by e-mail at office@romcarbon.com, bearing the extended electronic signature incorporated according to the Law no.455/2001, so that or registered as received at latest on **25.04.2023**, 11.00. Regardless of the way of submitting the voting form by correspondence, it must contain the clear written statement in capital letters *"FORM FOR THE VOTE BY CORRESPONDENCE FOR THE ORDINARY/EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 27/28.04.2023"*.

The correspondence voting form shall be accompanied by the following documents: identity card copy in the case of natural persons shareholders; copy of the identity document of the representative / representative, certificate issued by the trade registry or any equivalent document issued by a competent authority of the state in which the shareholder is legally registered, attesting to the legal representative, presented in original or in copy according to the original, in the case of legal persons shareholders. The documents certifying the legal representative of the legal entity shareholder will be issued no later than 3 months before the date of publication of the convocation of the GMS. Documents submitted in a language other than English will be accompanied by a translation by a translator authorized in Romanian or English. In case the shareholder who has expressed the vote by correspondence participates personally or by a representative at the GMS, the vote by correspondence expressed for GMS is canceled. In this situation, the vote expressed in the personal meeting or by the representative shall be taken into consideration.

The correspondence voting form for the GMS vote submitted by a shareholder for which a credit institution provides custody services will be valid without the submission of any additional documents relating to that shareholder if the voting form is drafted in accordance with Law no. 24/2017 and ASF Regulation no.5/2018 and is signed by the respective shareholder. If the person representing the shareholder by personal participation in the general meeting is other than the one who has cast the ballot by correspondence, then for the validity of his vote, he shall present to the assembly a written revocation of the vote by correspondence, signed by the shareholder or the representative who cast the vote correspondence. This is not necessary if the shareholder or his legal representative is present at the general meeting.

When completing the voting form by correspondence, the shareholders must take into account the possibility of completing / updating the agenda, in which case these documents will be updated and made available until **10.04.2023** at the latest, 11:00 hours.

One or more shareholders representing, individually or together, at least 5% of the share capital, have the right to enter points on the agenda of the General Meeting of Shareholders until no later than **10.04.2023** (provided that each point is accompanied by a justification or proposed draft decision to be adopted) and to propose draft decisions for the items included or proposed to be included on the agenda. Proposals for the draft decision may be submitted in closed envelopes at the headquarters of the company in Buzau, str. Transilvaniei, no. 132, until **10.04.2023**, 16.30, or sent by e-mail with extended electronic signature incorporated according to the Law no. 455/2001 regarding the electronic signature, by the same date and time at office@romcarbon.com with the written mention *"NEW PROPOSAL OF POINTS ON THE AGENDA FOR THE ORDINARY/EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED 27/28.04.2023"*.

Each proposed new point must be accompanied by a justification or draft decision proposed for adoption at the GMS meeting. These proposals must be accompanied by a copy of an identity document in the case of natural persons shareholders; copy of the identity document of the representative / representative, certificate issued by the trade registry or any equivalent document issued by a competent authority of the state in which the shareholder is legally registered, attesting to the legal representative, presented in original or in copy according to the original, in the case of legal persons shareholders. The documents certifying the legal representative of the legal entity shareholder will be issued no later than 3 months before the date of publication of the convocation of the GMS.

Each shareholder has the right to ask, by **07.04.2023** at the latest, questions regarding the items on the agenda according to art.198 of the ASF Regulation no.5/2018. Questions may be submitted in writing at the Company's

headquarters or by e-mail with the extended electronic signature incorporated according to Law 455/2001 on Electronic Signature, at office@romcarbon.com, mentioning the topic "*FOR THE ORDINARY/EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS DE 27/28.04.2023*". Questions must be accompanied by a copy of an identity document in the case of individual shareholders; copy of the identity document of the representative / representative, certificate issued by the trade registry or any equivalent document issued by a competent authority of the state in which the shareholder is legally registered, attesting to the legal representative, presented in original or in copy according to the original, in the case of legal persons shareholders. The documents certifying the legal representative of the legal entity shareholder will be issued no later than 3 months before the date of publication of the convocation of the GMS.

The company will issue an overall answer to questions with the same content that will be made available on the website of the company in question and answer format.

**At the date of this Convocation the share capital of the Company is of 26.412.209,6 lei, divided into 264.122.096 nominative shares, dematerialized, with a nominal value of 0.10 lei per share, each share giving right to one vote in the GMS meeting.**

In the situation the provisions of the law and of the articles of association for holding the General Meeting of Shareholders on **27.04.2023, at 12.00, respectively 12.30**, are not fulfilled, the next meetings are convoked on **28.04.2023, at 12.00, respectively 12.30**, the same place with the same agenda and shareholders registered on the same date. Additional information may be obtained by calling: 0238/711 155, int.130.

***ROMCARBON S.A. encourages the shareholders to consider the expression of the vote by correspondence, including the vote by electronic means, with an extended electronic signature incorporated, and the appropriate transmission of the voting form in accordance with the requirements of the above convocation.***

Yours sincerely,

**Chairman of the Board of Directors**

**and**

**General Manager**

**Huang Liang Neng**