

**INDEPENDENT LIMITED ASSURANCE REPORT
ON THE INFORMATION INCLUDED IN THE CURRENT REPORTS PREPARED BY THE COMPANY IN ACCORDANCE WITH THE
PROVISIONS OF LAW NO. 24/2017, AS REVISED, AND FSA REGULATION NO. 5/2018**

**To: Administrators/ Board of Directors
ROMCARBON S.A.**

We have been contracted by **ROMCARBON S.A.** herein after referred to as “**the Company**” or “**Romcarbon**”) in order to report according to the requirements of Law no. 24/2017 on issuers of financial instruments and market operations, as revised (herein after referred to “**Law no. 24/2017**”) on the information included in the accompanying current Reports (dated 06.09.2023 and 20.12.2023) (“**Current Reports**”), which were prepared by the Company in accordance with article 108 from Law 24/2017, and the provisions of Regulation no. 5/2018 of the Financial Supervisory Authority (herein after referred to as “**FSA**”), to report to the FSA and the Bucharest Stock Exchange (“**BSE**”) for the period **July 01, 2023 – December 31, 2023**, in the form of a limited assurance conclusion.

Limited assurance is a lower level of assurance, and it is not a guarantee that an assurance engagement conducted in accordance with International Standard on Assurance Engagements (**ISAE**) will always detect a material misstatement when it exists.

Specific Scope

The scope of our report is exclusively that laid down in the first paragraph hereof, and our report is prepared for the information of the Company, of the BSE and the FSA and shall not be used for any other purpose. Our report shall not be deemed adequate for use by any party that wishes to acquire rights towards us, other than the Company, for any purpose or in any context.

Any party other than the Company, which gains access to our report or a copy hereof and choses to rely on our report (or a portion hereof), shall do so on its own responsibility. Our engagement was conducted so as to report on such matters that we must report in an independent limited assurance report, and not for other purposes. This report refers only to the elements mentioned hereunder and does not extend to the Company’s financial statements or other Report issued by the Company, individually or as a whole.

Management’s Responsibility

The Company’s management is responsible for the preparation of the Current Reports and conclusion of the transactions reported in accordance with Law no. 24/2017 and FSA Regulation no. 5/2018, as revised. Moreover, the Company’s management is responsible for the design, implementation and maintenance of internal controls that enable the preparation of Current Reports that are free from material misstatements, whether due to fraud or error. The Company’s management is also responsible to make sure that the supporting documents underlying the preparation of the Current Reports and evidence provided to the auditor are complete, correct and justified.

Auditor’s Responsibility

We conducted our limited assurance engagement in accordance with International Standard on Assurance Engagements ISAE 3000 (Revised) - Assurance engagements other than audits or reviews of historical financial information. This standard requires that we comply with ethical requirements, plan and perform the assurance engagement to obtain limited assurance about the Current Reports.

Our firm applies International Standard on Quality Management 1 (“**ISQM1**”) and, accordingly, maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (“**IESBA Code**”), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

The procedures selected depend on the auditor’s judgment and understanding of the reported transaction included in the Current Reports, and of other circumstances of the engagement, as well as on our considerations as to the areas where material misstatements might arise. In obtaining an understanding of the reported transaction included in the current Reports, we have taken into consideration the process used by the Company for concluding the transactions and preparing and presenting the current reports in accordance with Law no. 24/2017 and FSA Regulation 5/2018, for the purpose of determining the assurance procedures applicable in the given circumstances, but not for the purpose of expressing a conclusion on the efficacy of the process or of the Company’s internal control for concluding the reported transaction included in the Current reports and for preparing and presenting the Current reports.

The procedures include, in particular, making enquiries of those in charge of financial reporting and risk management, as well as additional procedures aimed at obtaining evidence on the information included in the Current reports.

The procedures of obtaining evidence in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.

As regards the Company’s current Reports, in order to assess the justified and correct nature of the transactions reported in such Report, we have conducted the following procedures:

- 1) We have obtained from the Company the accompanying Current reports and details on the transactions included in such Report.
- 2) We have checked whether the persons approving such Report are the Company’s authorised representatives and requested the list of authorised signatures.
- 3) For the transactions analysed sampled, presented in the Current Reports, we have determined whether the details thereof are consistent, in all material respects, with the information included in the signed contracts/ contractual agreements, made available to us, and whether they were signed by the Company’s representatives, in accordance with the list of authorised signatures provided to us. Where applicable, we have checked whether the details included in the Current reports match the documentation pertaining to such contracts: the parties who signed the supporting documents; the date when the documentation was signed and the nature thereof; description of the type of goods/services indicated in the documentation; the achieved or estimated aggregate value of the contracts and, where applicable, guarantees and penalties established, payment terms and methods, the related contractual terms and conditions.
- 4) For the transactions analysed sampled, we have checked whether the details presented in the accompanying Current Reports match the information obtained by us following the enquiries with the Company’s management as well as with the documentation accompanying the contracts, as applicable.
- 5) For the transactions analysed sampled, to the extent there is a market price for the goods or services provided between the Company and its affiliates, we have discussed with the Company’s management the pricing of such goods or services and whether, on a case by case basis, the agreed upon prices are consistent with those applied by other (third) parties for similar goods or services and whether the related contracts are approved by the board of directors or the supervisory board of the Company.

If there are no market prices available, we have analysed whether such transactions are carried out based on the Company’s internal procedures regarding the substantiation of the pricing and, respectively, whether the related contracts are approved by the Company’s board of directors or supervisory board in accordance with its internal procedures.

Our procedures have been conducted only for the transactions included in the accompanying Current Reports, which related to the period **July 01, 2023 – December 31, 2023**. We have not conducted any procedures to check whether Current Reports include all the transactions that the Company should report as per article 108 from Law 24/2017.

Conclusion

Our conclusion was formed on the basis of and considering the matters presented in this independent limited assurance report. Based on the procedures described above and the evidence obtained, **nothing has come to our attention** that causes us to believe that:

- a) the information included in the accompanying Current Reports is not **consistent** in all material respects with the **supporting documents** made available to us by the Company.
- b) the information included in the accompanying Current Reports is not **consistent** in all material respects with the **requirements of Law no. 24/2017 and FSA Regulation 5/2018**, as regards the signatories of the supporting documents; the date when the documentation was signed and the nature thereof; the description of the type of goods/services referred to in the documentation; the achieved or estimated aggregate value of the contracts, and, if applicable, guarantees and penalties established, payment terms and methods, the related contractual terms and conditions.
- c) the contracts underlying the transactions reported and analysed have not **been duly authorised** by the Company's representatives and have not been approved by the Company's board of directors and supervisory board.
- d) the prices agreed upon by the parties have not **been mutually accepted** based on the type of goods/services and other terms and conditions stipulated, as applicable, in the agreements between the parties and have not been determined according to the criteria mentioned at item 5) of the list of procedures herein above.

The procedures performed do not constitute an audit according to the International Standards on Auditing, nor an examination of the effectiveness of the Company's internal control systems, or an examination of compliance with laws, regulations, or other matters. Accordingly, our performance of the procedures does not result in the expression of an opinion, or any other form of assurance on the Company's internal control systems or its compliance with laws, regulations, or other matters.

The assurance provided by our procedures should therefore be considered at the light of these limitations on the nature and extent of evidence-gathering procedures performed.

We believe that our evidence obtained is sufficient and appropriate to provide a basis for our limited assurance conclusion.

On behalf of:
Deloitte Audit SRL

Ana-Corina Dimitriu

*For signature, please refer to the original signed
Romanian version.*

Bucharest, Romania
January 30, 2024

No. 985/06.09.2023

CURRENT REPORT

according to art. 234 paragraph 1 lit. i) from A.S.F Regulation no. 5/2018

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: **06.09.2023**

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: J10/83/1991

Subscribed and paid up capital: 52.824.419,20 lei

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

Evenimente de raportat: transactions concluded with the same contractor, the value of which exceeds, individually or cumulatively, 10% of the net turnover related to the latest financial statements

ROMCARBON S.A. informs shareholders and investors, in accordance with the provisions of art. 234 paragraph 1 letter i) of ASF Regulation no. 5/2018, regarding the fact that on the date of this report, the contracts concluded by Romcarbon S.A. with Livingjumbo Industry S.A. (company in which Romcarbon S.A. owns 99.857% of the share capital), cumulatively exceeded 10% of the net turnover related to the last annual financial statements.

Details regarding the reported contracts can be found in Annex 1 to the current Report.

The mutual receivables on **31.08.2023** are:

Company name:	ROMCARBON S.A - supplier -	ROMCARBON S.A - client -
Livingjumbo Industry S.A.	30,485,162 lei	303,106 lei

With great respect,

President of the Board of Administration
and
General Manager
Huang Liang Neng

Annex 1 to the Current Report according to 234 paragraph 1 letter i) from Law 24/2017 with subsequent amendments and additions, regarding transactions carried out between **01.01.2023 – 31.08.2023** with the same related party

Contractula quality SC ROMCARBON SA	Contractual quality LIVINGJUMBO INDUSTRY SA	Contract object	Contract No.	Delay penalty	Payment terms and methods	Realized value 8 months 2023 [VAT excluded]	Contract duration
Seller	Buyer	Sale of PE products	3357/17.01.2019	0.15%/day	60 days from delivery	2,352,272 lei	31.12.2023
Seller	Buyer	Sale of polymer granules	899/04.02.2010	0.15%/ day	45 days from delivery	20,211,660 lei	initially 1 year, with automatic annual extension
Seller	Beneficiary	Utility supply of electricity	2586/1/12.07.2005	-	15 days from invoice issue	2,074,092 lei	automatic extension 1 year
Seller	Beneficiary	Utility supply of electricity	5648/24.11.2015	0.30%/ day	15 days from invoice issue	2,258,172 lei	automatic extension 1 year
Lessor	Tenant	Server rent	1138/29.01.2015	0.15%/ day	15 days from invoice issue	6,120 lei	automatic extension 4 years
Provider	Beneficiary	Waste processing	4999/29.09.2015	0.03%/ day	60 days from invoice issue	219,507 lei	automatic extension 1 year
Lessor	Tenant	Space rent	619/19.04.2010	0.15%/ day	Until the 30-th of the current month	551,733 lei	01.11.2023
Lessor	Tenant	Space rent	J/913/17.01.2017	0.15%/ day	Until the 30-th of the current month	205,593 lei	31.12.2026
Lessor	Tenant	Space rent	J/914/17.01.2017	0.15%/ day	Until the 30-th of the current month	103,858 lei	31.12.2026
Lessor	Tenant	Space rent	J/1722/01.08.2017	0.15%/ day	Until the 30-th of the current month	83,384 lei	01.08.2027
Lessor	Tenant	Space rent	J725/22.12.2020	0.0015	Until month`s end corresponding to invoice issue	115,984 lei	5 years stating 01.01.2021
Seller	Beneficiary	Weighing services	ctr. 613/11.10.2016	0.1%/ day	15 days from invoice issue	2,400 lei	automatic extension 1 year
Seller	Beneficiary	Sales of stocks of materials, goods and services based on the order	LJI client order	-	-	131,379 lei	
Supplier	Beneficiary	Execution of mechanical processing works	6564/10.07.2015	0.05%/ day	30 days from invoice issue	40,175 lei	initially 1 year, with automatic annual extension
TOTAL SALES						28,356,329 lei	

Contractual quality SC ROMCARBON SA	Contractual quality LIVINGJUMBO INDUSTRY SA	Contract object	Contract no.	Delay penalty	Payment terms and methods	Realized value 8 months 2023 [VAT excluded]	Contract duration
Buyer/Beneficiary	Seller/Provider	Waste purchase	J521/19.08.2016	-	15 days from invoice issue	147,619 lei	automatic extension 1 year
Buyer/Beneficiary	Seller/Provider	Products purchase [Big-bags]	J18/06.01.2021	0.15%	60 days from delivery	105,248 lei	31.12.2023
Buyer/Beneficiary	Seller/Provider	Purchases of stocks of materials, goods and services based on the order	LJI supplier order	-	30 days from invoice issue	829,612 lei	-
TOTAL PURCHASES						1,082,479 lei	

General Manager
Huang Liang Neng

Financial Manager
Zăinescu Viorica Ioana

CURRENT REPORT

according to art. 108 par.12 of Law 24/2017 with subsequent amendments and additions and art. 234 letter i) of A.S.F Regulation no. 5/2018

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: **20.12.2023**

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: J10/83/1991

Subscribed and paid up capital: 52.824.419,20 lei

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

Event to be reported: **Contract concluded with an affiliated party, the value of which exceeds 10% of the net turnover**

ROMCARBON S.A. informs shareholders and investors about the conclusion, on December 20-th, 2023, of Additional Act no. 16 to the Purchase and Sale Agreement no. 899/04.02.2010, concluded between Romcarbon S.A., as seller, and Livingjumbo Industry S.A., in as buyer, affiliated company (company in which Romcarbon S.A. owns 99.857% of the share capital), Contract whose value exceeds 10% of the net turnover related to the last annual financial statement, in accordance with the provisions of art. 108 paragraph 12 of Law 24/2017 with subsequent amendments and additions and art. 234 letter i) of ASF Regulation no. 5/2018.

The mutual receivables on **20.12.2023** are:

Company name:	ROMCARBON S.A - supplier -	ROMCARBON S.A - client -
Livingjumbo Industry S.A.	30,616,081 lei	659,444 lei

Yours sincerely,

Chairman of the Board of Directors

and

General Manager

Huang Liang Neng