

CARBOCHIM S.A.
Cluj-Napoca, B-dul Muncii, nr. 18
CUI RO 201535 / J1991000123123
C.S.S.V. 12.313.405 Lei
Nr. 77 /23.03.2026

CONVENING NOTICE

THE BOARD OF DIRECTORS OF CARBOCHIM S.A., headquartered in Cluj Napoca, Bulevardul Muncii, no. 18, Cluj County, registered in the Trade Register under no. J1991000123123, with CUI RO 201535, subscribed and paid-up share capital of 12,313,405 Lei,

Meeting on 21/03/2026, pursuant to Law 31/1990, Law 24/2017 on issuers of financial instruments and market operations, Regulation no. 5/2018 on issuers of financial instruments and market operations and the Articles of Association of the company, hereby convenes:

ORDINARY GENERAL MEETING OF SHAREHOLDERS and EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

The meetings will take place on **28.04.2026, at 10:00 for** the Ordinary General Meeting, and 11:00 for the Extraordinary General Meeting, respectively, at the company's headquarters in Cluj Napoca, Bulevardul Muncii, no. 18, Cluj County, for all shareholders registered in the Company's Shareholders' Register kept by Depozitarul Central S.A. Bucharest, at the end of the day on **15.04.2026** (reference date).

In case of failure to meet the statutory conditions or any other validity conditions, the second meeting of the two Assemblies will take place on 29.04.2026, at 10:00 and 11:00, respectively, at the same address, with the same Agenda and reference date.

AGENDA OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

1. Presentation and approval of the annual financial statements ended on 31.12.2025, prepared in accordance with the International Financial Reporting Standards adopted by the European Union and with OMFP no. 2844/2016 for the approval of the Accounting Regulations in accordance with the International Financial Reporting Standards, based on the reports presented by the Board of Directors and the Financial Auditor.
2. Presentation and approval of the Board of Directors Report for the year 2025 and the discharge of the Directors for the financial year 2025.
3. Approval of covering the net loss of the financial year 2025, in the amount of 1,666,475.89 Lei, from the net profits carried forward from previous years (retained earnings representing the surplus resulting from the revaluation after 01.05.2009-taxed).
4. Presentation and approval of the Income and Expenditure Budget for the year 2026.

5. Presentation and approval of the Investment Program for the year 2026.
6. Presentation and approval of the Remuneration Report of the Directors and Non-Executive Directors, for the financial year 2025.
7. In accordance with the provisions of art. 153¹⁸ of Law 31/1990, establishing the maximum monthly limit for the remuneration of Directors, at the amount of 300,000 Lei.
8. Approval of the date of **19.05.2026** as the date for identifying the shareholders on whom the effects of the Decision of the Ordinary General Meeting of Shareholders will be reflected, according to the provisions of art. 87 paragraph. (1) of Law 24/2017 on issuers of financial instruments and market operations, and approval of the date of **18.05.2026 as the ex-date.**
9. Empowerment of Mr. POPOVICIU VIOREL – DORIN to draft and sign the adopted Decision, to represent the company with full and unlimited powers in relation to public authorities and any other third party, to take the necessary steps to implement the provisions of the General Assembly Decision and to carry out all the necessary formalities to mention/register the Decision at the Trade Register Office and for its publication in the Official Gazette of Romania, with the possibility of subdelegation/substitution/mandate of other persons.

AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

1. Approval of the commercial strategy for 2026.
2. Approval of the extension of credit lines in a total amount of 5,150,000 lei or the commitment of new ones within a maximum ceiling of 10,000,000 lei and their guarantee with mortgages on the company's assets. Delegation of the Board of Directors to establish the concrete conditions under which the extension of credit lines or the commitment of new ones within the approved ceiling will be carried out.
3. Approval of the commitment of investment loans in a maximum amount of 5,000,000 lei or equivalent in EUR to achieve the objectives set out in the investment plan for 2026. Delegation of the Board of Directors to establish the concrete conditions under which investment loans will be committed within the approved ceiling.
4. Approval of the date of 19.05.2026, as the date for identifying the shareholders on whom the effects of the Decision of the Extraordinary General Meeting of Shareholders will be reflected, according to the provisions of art. 87 paragraph (1) of Law 24/2017 on issuers of financial instruments and market operations, and approval of the date of 18.05.2026 as the ex-date.
5. Empowerment of Mr. POPOVICIU VIOREL – DORIN to draft and sign the adopted Decision and to represent the company with full and unlimited powers in relation to public authorities and any other third party, to take the necessary steps to implement the provisions of the General Assembly Decision and to carry out all the necessary formalities to mention/register the Decision at the Trade Register Office and for

its publication in the Official Gazette of Romania, with the possibility of subdelegation/substitution/mandate of other persons.

Shareholders registered in the Shareholders' Register on the reference date set for the end of the day of 15.04.2026 have the right to participate and vote in the General Meetings.

Shareholders may participate directly, by representation or by correspondence.

In the case of direct participation, access to Shareholders entitled to participate in the General Meetings is permitted by simple proof of their identity, provided with an identity document, in the case of Shareholders who are natural persons or, in the case of Shareholders who are legal entities and Shareholders who are represented natural persons, with the Power of Attorney (special or general power of attorney) given to the natural person representing them, accompanied by their identity document.

The special power of attorney granted by a Shareholder to a credit institution that provides custody services to participate and vote in the OGMS and EGMS shall be signed by the respective Shareholder and shall be accompanied by a Declaration on its own responsibility, given by the credit institution that received the power of representation by special power of attorney, stating the following:

- a) The credit institution provides custody services for the respective Shareholder;
- b) The instructions in 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 Shareholder;
- c) The special power of attorney is signed by the Shareholder.

Shareholders may also be represented by persons other than the Shareholders, based on a special or general Power of Attorney, provided that the representative has full capacity to act.

Legal entities and shareholders who do not have full capacity to act may be represented by their legal representatives, who, in turn, may authorize other persons.

Documents required by Shareholders for:

I. Direct participation

- a) Natural persons: Identity document (original);
- b) Legal persons: Certificate of registration in the Trade Register of the legal person Shareholder (copy), Certificate of verification issued by the Trade Register attesting the capacity as legal representative of the company (original) and Identity document of the legal representative of the Shareholder (original);
- c) In the case of participation through a conventional representative, the documents provided for in letter a) or b), to which is added the Special or General Power of Attorney.

II. Participation by representation with special or general Power of Attorney or voting by correspondence ballot

- a) Shareholders' representatives who are natural persons: Special or general Power of Attorney, drawn up in 3 original copies, of which one will be submitted to the company, one will be presented by the designated representative who participates in the OGMS and EGMS, and one will remain with the Shareholder. The Power of Attorney will be accompanied by a copy of the identity document of the represented Shareholder

or, as the case may be, the original ballot by correspondence, accompanied by a copy of the identity document of the Shareholder;

b) Shareholders' representatives who are legal entities: Special or general Power of Attorney, drawn up in 3 original copies, of which one will be submitted to the company, one will be presented by the designated representative who participates in the OGMS and EGMS, and one will remain with the Shareholder. The power of attorney will be accompanied by a copy of the Certificate of Registration in the Trade Register of the legal entity Shareholder, the original copy of the Certificate of Determination issued by the Trade Register attesting the capacity of legal representative of the signatory of the power of attorney, a copy of the identity document of the legal representative of the legal entity Shareholder, as well as the identity document of the authorized person, which will be presented by the authorized person in original, upon entering the room or, as the case may be, the original postal ballot, accompanied by a copy of the Certificate of Registration in the Trade Register of the legal entity Shareholder, the original copy of the Certificate of Determination issued by the Trade Register attesting the capacity of legal representative of the signatory of the ballot and a copy of the identity document of the legal representative of the legal entity Shareholder.

Special Power of Attorney Forms and Postal Voting Ballots can be obtained by Shareholders from the registered office in Cluj-Napoca, Bulevardul Muncii, no. 18, Cluj County, every working day, starting with 03/27/2026, between 8:00 AM and 3:00 PM or from the website www.carbochim.ro, both in Romanian and in English.

Special or general powers of attorney and postal ballots shall be submitted in original, together with the attached documents, in Romanian or English, at the company's headquarters, and the notification of the appointment of the representative may be sent by e-mail to viorel.popoviciu@carbochim.ro, by 27/04/2026, 15:00.

Postal ballots shall only be taken into account if they are submitted to the company by the deadline of 27/04/2026, 15:00.

In accordance with ASF Regulation no. 5/2018, one or more Shareholders representing, individually or together, at least 5% of the share capital have the right to introduce new items on the agenda of the General Meetings, provided that each item is accompanied by a justification or a Draft Resolution proposed for adoption by the General Meeting and to present draft resolutions for the items included or proposed to be included on the agenda of the Meeting. These can be sent to the e-mail address viorel.popoviciu@carbochim.ro.

The rights provided may be exercised only in writing, within 15 days from the date of publication of the Convenor (sent by courier services or by electronic means), respectively until 08/04/2026.

Each Shareholder has the right to ask questions regarding the items on the agenda. Shareholders who make proposals for the completion of the Agenda or ask questions regarding the items on the Agenda must present documents certifying their identity, as well as the Account Statement issued by the Central Depository, which shows the quality of Shareholder and the number of shares held.

The materials regarding the issues included in the agenda, the Special Proxies form, the Voting by correspondence form and the Draft Resolutions related to the items on the Agenda can be consulted at the

registered office in Cluj – Napoca, Bulevardul Muncii, no. 18, Cluj County, starting with 27/03/2026, every working day, between 8:00 – 15:00 or can be accessed on the company's website www.carbochim.ro, starting with the same date.

Additional information can be obtained at the phone number 0264-437-005.

CHAIRMAN OF THE BOARD

GENERAL DIRECTOR

Ing. POPOVICIU VIOREL