

Nr.798/28.04.2022

CURRENT REPORT
According to 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: 28.04.2022

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 28.04.2021

ROMCARBON S.A. reports the following important event: On 28.04.2022, 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 65.6020 % of the total share capital/voting rights, respectively 173.269.597 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 **173.269.597** votes "for" (65,6020 % of the total voting rights), **0** votes "against" and **0** votes "abstention", the annual report of the Board of Directors for the fiscal year 2021.

2. Approved with a number of **173.269.597** votes "for" (65,6020 % of the total voting rights), **0** votes "against" and **0** votes "abstention", the individual financial statements for the financial year 2021 in accordance with International Financial Reporting Standards (IFRS) based on: Directors' Report and External Financial Auditor's Report for the financial year 2021.

3. Approved with a number of **173.269.597** votes "for" (65,6020 % of the total voting rights), **0** votes "against" and **0** votes "abstention", the external financial auditor - Deloitte Audit SRL, member of Deloitte Touche Tohmatsu - on the consolidated financial statements for the financial year 2021.

4. Approved with a number of **173.269.597** votes "for" (65,6020 % of the total voting rights), **0** votes "against" and **0** votes "abstention", the consolidated financial statements, for the financial year 2021 in

accordance with International Financial Reporting Standards (IFRS) based on: Directors' Report and External Financial Auditor's Report for the financial year 2021.

5. Approved with a number of **173.269.597** votes "for" (65,6020 % of the total voting rights), **0** votes "against" and **0** votes "abstention", 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 2021.

6. Approved with a number of **173.269.597** votes "for" (65,6020 % of the total voting rights), **0** votes "against" and **0** votes "abstention", the coverage of the net loss obtained in the financial year 2021 in the amount of 1.447.458,33 lei from the carried forward result of 2014 (net undistributed profit obtained in 2014).
* Note: Regarding the dividends, the Board of Directors was convened for the meeting of 28.04.2022, the decision adopted will be the subject of a current report that will be published on 29.04.2022.

7. Approved with a number of **173.269.597** votes "for" (65,6020 % of the total voting rights), **0** votes "against" and **0** votes "abstention", the Annual Report for 2021, 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.

8. Approved with a number of **140.969.587** Voturi "pentru" (53,3730 % din totalul drepturilor de vot), **0** votes "against" and **32.300.000** votes "abstention", to discharge the members of the Board of Directors for the work in fiscal year 2021.

9. Approved with a number of **173.269.597** votes "for" (65,6020 % of the total voting rights), **0** votes "against" and **0** votes "abstention" contracting the external financial audit of the company for the financial year 2022, for a term of 1 year, starting with 01.05.2022, and concluding in this sense a contract for the supply of external financial audit services for the financial year 2022 with SC DELOITTE AUDIT SRL.

The Board of Directors is empowered to negotiate and decide on the best technical and financial conditions regarding the conclusion of the contract and respectively the General Manager, Mr. Huang Liang Neng and Chief Financial Officer, Ms. Zainescu Viorica, to represent the company in relation to SC DELOITTE AUDIT SRL and to sign in the name and on behalf of the company the contract for external financial audit services with SC DELOITTE AUDIT SRL, as well as additional documents to contracts and any other necessary documents, in order the fulfillment of those approved within the present decision and for the execution of the contract.

10. Approved with a number of **173.269.597** votes "for" (65,6020 % of the total voting rights) **0** votes "against" and **0** votes "abstention" the income and expenses budget for the financial year 2022.

11. Approved with a number of **173.269.597** votes "for" (65,6020 % of the total voting rights), **0** votes "against" and **0** votes "abstention" Romcarbon Remuneration Report for the financial year 2021.

12. Approved with a number of **173.269.597** votes "for" (65,6020 % of the total voting rights), **0** votes "against" and **0** votes "abstention", **25.05.2022** as "registration date", according to Law 24/2017.

14. Approved with a number of **173.269.597** votes "for" (65,6020 % of the total voting rights), **0** votes "against" and **0** votes "abstention", **24.05.2022** as "ex-date", according to Law 24/2017.

And of

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

1. Approved with a number of **173.269.597** votes "for" (65,6020 % of the total voting rights), **0** votes "against" and **0** votes "abstention", the banking exposure of Romcarbon SA for the financial years 2022-2023, consisting of: credits in amount of 12,303,222 Euro and 1,293,458 Lei; Bank guarantee letters with a ceiling of RON 500,000 lei contracted with UniCredit Bank SA and a letter of bank guarantee issued by Eximbank SA in the amount of 16,040 lei; Guarantees granted to Livingjumbo Industry SA for the credit facilities contracted with UniCredit Bank (1,057,200 euro), with Eximbank SA (2,000,0000 euro) and CEC Bank SA (5,000,000 lei); Guarantees granted to RC Energo Install SRL for the credit facilities contracted with Eximbank SA in the amount of 5,500,000 lei, as detailed in the material no. 1816/18.03.2022.

1.1. Approved with a number of **173.269.597** votes "for" (65,6020 % of the total voting rights), **0** votes "against" and **0** votes "abstention":

- the possibility to contract a factoring ceiling in amount of 500,000 euro for a period of 36 months.
- the extension at maturity or, if necessary, before the maturity, of the bank letter ceiling contracted with UniCredit Bank SA in the amount of 500,000 lei with a period of 36 months and/or the modification of the guarantees with the establishment of a real movable mortgage on 4 machines having a market value according to the valuation from 06.01.2022 of 270,900 euro and a net book value on 28.02.2022 of 732,054 lei;
- the extension by a period of 12 months of the validity of the credit lines contracted with Exim Bank SA (in the amount of 2,550,000 euro) and with UniCredit Bank SA (in the amount of 5,450,000 euro) with the maintenance of the afferent existing guarantees.
- contracting a multicurrency loan to finance the investment plan for 2022 for the amount of 2,965,000 euro, for a period of 60 months.

1.2. Approved with a number of **173.269.597** votes "for" (65,6020 % of the total voting rights), **0** votes "against" and **0** votes "abstention", empowering the Board of Directors to negotiate and decide, as appropriate, on:

- modification of the credit conditions of the credits in progress and/or the extension with up to maximum 12 months of the short-term facilities - credit lines;
- modification and / or setting up new guarantees for existing loans and approving guarantees for new loans that will be contracted within the limits of the approved banking exposure;
- contracting new loans within the limits of bank exposure and under the conditions of the law, as well as, as the case may be, restructuring existing credits / guarantees / bank exposure, changing the currency or refinancing the existing credits.

1.3. Approved with a number of **173.269.597** votes "for" (65,6020 % of the total voting rights), **0** votes "against" and **0** votes "abstention", empowering 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.

2. Approved with a number of **173.269.597** votes "for" (65,6020 % of the total voting rights), **0** votes "against" and **0** votes "abstention", Romcarbon SA 2022 Investment Plan.

3. Approved with a number of **173.269.597** votes "for" (65,6020 % of the total voting rights), **0** votes "against" and **0** votes "abstention" the ratification, confirmation, and approval of the Board of Directors Decisions no.17/11.12.2019, no.5/3/10.05.2021 and no.12/14.12.2021 regarding approval for Romcarbon to sign as promissory seller with LIDL Romania SCS as promissory buyer a buying-selling pre-contract to sell the plot company property in area of 7407 sqm. cad.no.73138, and consequently approval for Romcarbon SA to conclude with LIDL Romania SCS the sale contract and to sell aforementioned plot in the conditions agreed in

the pre-contract as amended by Addendums no.1 and no.2. The empowerment of Romcarbon SA General Manager to sign either in person or by delegating via a power of attorney to a third party, the sale contract with LIDL Romania SCS and any/all documents regarding this operation as well any other contracts/agreements deriving from the buying selling pre-contract.

4. Approved with a number of **173.269.597** votes "for" (65,6020 % of the total voting rights), **0** votes "against" and **0** votes "abstention", **25.05.2022** as "registration date", according to Law 24/2017.

5. Approved with a number of **173.269.597** votes "for" (65,6020 % of the total voting rights), **0** votes "against" and **0** votes "abstention", **24.05.2022** as "ex-date", according to Law 24/2017.

With great esteem,

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