

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

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

We have been contracted by **ROMCARBON S.A.** herein after referred to as “**the Company**” 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 report (dated 28.12.2021) (“**Current Report**”), which was prepared by the Company in accordance with 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 June 01, 2021 – December 31, 2021, in the form of a limited assurance conclusion.

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 reports issued by the Company, individually or as a whole.

Management’s Responsibility

The Company’s management is responsible for the preparation of the Current Report 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 Report 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 Report 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 Report.

Our firm applies International Standard on Quality Control 1 (“**ISQC1**”) 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 report, 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 report, we have taken into consideration the process used by the Company for concluding the transactions and preparing and presenting the current report 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 report(s) and for preparing and presenting the Current report(s).

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 report(s).

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 report, in order to assess the justified and correct nature of the transactions reported in such reports, we have conducted the following procedures:

- 1) We have obtained from the Company the accompanying Current report(s) and details on the transactions included in such reports.
- 2) We have checked whether the persons approving such reports are the Company’s authorised representatives and requested the list of authorised signatures.
- 3) For the transactions analysed, sampled, presented in the Current report, 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 report(s) 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 report 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 Report, which related to the period June 01, 2021 - December 31, 2021. We have not conducted any procedures to check whether Current Report include all the transactions that the Company should report as per article 108 from Law 24.

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 report 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 report 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.

On behalf of:
Deloitte Audit SRL

Ana-Corina Dimitriu

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

Bucharest, Romania
January 27, 2022

Annex

1. *Current Report forming the subject matter of this limited assurance report*

No. 3181/28.12.2021

CURRENT REPORT

Current report according to art.108 of Law 24/2017 with subsequent amendments and completions and art. 234 letter i) of the A.S.F. Regulation no. 5/2018

According to the A.S.F. Regulation no.5 / 2018 regarding the issuers of financial instruments and market operations; Law no.24 / 2017 regarding the issuers of financial instruments and market operations, with modifications and completions; Law no.31/1990, of the companies, republished with subsequent amendments, the articles of association of the company SC ROMCARBON S.A.

Date of report: 28.12.2021

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: Reporting transactions with affiliated parties according to art.108 para. (12) and (13) of Law no. 24/2017, as amended and supplemented by Law no. 158/2020, republished

ROMCARBON S.A. informs the shareholders and investors on the conclusion, on December 27, 2021, of the Additional Act no.14 to the Sale and Buying – Selling Contract no. 899/04.02.2010, concluded by Romcarbon S.A. as Seller and Livingjumbo Industry S.A as buyer (company in which Romcarbon SA holds 99.857% of the share capital), Contract whose value thus exceeds 5% of the value of Romcarbon SA's net assets, according to the latest published individual financial reports.

We also specify the fact that by concluding Additional Act no.14, mentioned above, the Buying – Selling Contract no. 899/04.02.2010, concluded between Romcarbon SA, as seller and Livingjumbo Industry SA, as buyer, exceeds 10% of the net turnover related to the last annual financial statement, in accordance with the provisions of art. 234 letter i) of the ASF Regulation no. 5/2018.

Considering the provisions of art.108 paragraph (13) of Law no.24/2017, as amended and supplemented by Law no. 158/2020 and republished, Romcarbon S.A. informs the shareholders and investors that between 01.01.2021 - 30.11.2021 executed with the same affiliated party, Livingjumbo Industry S.A., within the same financial year, transactions that cumulatively exceed 5% of the net assets of Romcarbon S.A. according to the individual financial reporting for 2020.

Details regarding the reported events can be found in Annex 1 to the Current Report acc.to art.108 of Law no. 24/2017.

The reciprocal receivables on 27.12.2021 are:

Company	ROMCARBON S.A - supplier -	ROMCARBON S.A - client -
Livingjumbo Industry S.A.	33,321,002 lei	603,977 lei

With great esteem,

Chairman of the Board of Directors
 and
 General Manager
 Huang Liang Neng

Annex 1 to the Current Report according to art.108, paragraph 12 of Law 24/2017 with subsequent amendments and completions and art.234 letter i) of the A.S.F. Regulation no. 5/2018

Contractual quality SC ROMCARBON SA	Contractual quality LIVINGJUMBO INDUSTRY SA	Contract object	No. of the contract	Delay penalty	Terms and methods of payment	Value of additional act no.14 [2022]	Contract duration
Seller	Buyer	Sale of polymer granules	Additional act no.14 to Buying Selling Contract no. 899/04.02.2010	0.15%/day	maximum 90 days from delivery	77,403,150 lei	initially 1 year, with automatic extension every year

General Manager
Huang Liang Neng

Financial Manager
Zăinescu Viorica Ioana

Annex 1 to the Current Report according to art.108, paragraph 13 of Law 24/2017 with subsequent amendments and completions – transactions for the period 01.01.2021 – 30.11.2021

Contractual quality SC ROMCARBON SA	Contractual quality LIVINGJUMBO INDUSTRY SA	Contract object	No. of the contract	Delay penalty	Terms and methods of payment	Value achieved – 11 months 2021 [without VAT]	Contract duration
Seller	Buyer	Sale of PE products	3357/17.01.2019	0.15%/day	60 days from delivery	4,595,684 lei	31.12.2022
Seller	Buyer	Sale of polymer granules	899/04.02.2010	0.15%/day	45 days from delivery	51,559,590 lei	initially 1 year, with automatic extension every year
Seller	Beneficiary	Utility-electricity supply	2586/1/12.07.2005	-	15 days from the invoice date	1,936,735 lei	automatic extension 1 year
Seller	Beneficiary	Utility-electricity supply	5648/24.11.2015	0.30%/day	15 days from the invoice date	2,264,632 lei	automatic extension 1 year
Lessor	Tenant	Server rental	1138/29.01.2015	0.15%/day	15 days from the invoice date	8,415 lei	automatic extension 4 years
Supplier	Beneficiary	Waste processing	4999/29.09.2015	0.03%/day	60 days from the invoice date	264,789 lei	automatic extension 1 year
Lessor	Tenant	Space rental	619/19.04.2010	0.15%/day	Until 30th of the current month	754,695 lei	01.11.2022
Lessor	Tenant	Space rental	J/913/17.01.2017	0.15%/day	Until 30th of the current month	302,754 lei	31.12.2026
Lessor	Tenant	Space rental	J/914/17.01.2017	0.15%/day	Until 30th of the current month	142,063 lei	31.12.2026
Lessor	Tenant	Space rental	J/1722/01.08.2017	0.15%/day	Until 30th of the current month	114,056 lei	01.08.2027
Lessor	Tenant	Space rental	J725/22.12.2020	0.15%	Until the end of the month corresponding to the issuance of the invoice	158,654 lei	5 yrs starting with 01.01.2021
Seller	Beneficiary	Repairs of electric parts	J419/03.08.2020	-	10 days from delivery	1,353 lei	03.08.2021
Seller	Beneficiary	Weighing services	ctr. 613/11.10.2016	0.1%/day	15 days from the invoice date	4,392 lei	automatic extension 1 year
Seller	Beneficiary	Sales of stocks of materials, goods and services on an order basis	Client order LJI	-	-	116,242 lei	
Seller	Beneficiary	Execution of mechanical processing works	6564/10.07.2015	0.05%/day	30 days from the invoice date	52,848 lei	initially 1 year, with automatic

Contractual quality SC ROMCARBON SA	Contractual quality LIVINGJUMBO INDUSTRY SA	Contract object	No. of the contract	Delay penalty	Terms and methods of payment	Value achieved – 11 months 2021 [without VAT]	Contract duration
							extension every year
Seller	Beneficiary	HR management services	J3660/08.04.2019	-	30 days from the invoice date	62,649 lei	expired 09.04.2021
TOTAL SALES						62,339,551 lei	

Contractual quality SC ROMCARBON SA	Contractual quality LIVINGJUMBO INDUSTRY SA	Contract object	No. of the contract	Delay penalty	Terms and methods of payment	Value achieved – 11 months 2021 [without VAT]	Contract duration
Buyer/ Beneficiary	Seller/Supplier	Waste purchase	J521/19.08.2016	-	15 days from the invoice date	329,685 lei	automatic extension 1 year
Buyer/ Beneficiary	Seller/Supplier	Purchase of big-bags	J18/06.01.2021	0.15%/day	60 days from delivery	35,550 lei	31.12.2022
Buyer/ Beneficiary	Seller/Supplier	Purchases of stocks of materials, goods and services on an order basis	Supplier order~LJI	-	30 days from the invoice date	933,419 lei	-
TOTAL ACQUISITIONS						1,298,654 lei	

General Manager
Huang Liang Neng

Financial Manager
Zăinescu Viorica Ioana