Str. Transilvaniei, nr.132, Cod postal 120012, Buzau | Cod fiscal: RO1158050 | Nr.inregistrare la Registrul Comertului : J10/83/1991
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No.2164/31.10.2022

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:31.10.2022
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: Completion of the Convocation for the Ordinary General Meeting of Shareholders of 22.11.2022/23.11.2022;

Based on the provisions of art. 117^1 of the Law no.31/1990, republished with further modifications, **the Board of Directors of ROMCARBON S.A.** with headquarters in Buzău, no.132 Transilvaniei street, Buzau County, registered at the Buzau Trade Register Office under no. J10/83/1991, in its meeting of **October 31, 2022**, at the request of the shareholder TODERITA STEFAN ALEXANDRU, holding 32.600.000 shares representing 12.34% of the share capital of ROMCARBON S.A., **completes the agenda of the**

ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS), convoked for **22.11.2022/23.11.2022 at 12^{00}**, at the company's headquarters in 132 Transilvania Street, Buzau, Buzau County, with the following points:

I. After point 1, on the agenda of the Ordinary General Meeting of Shareholders, convened for 22.11.2022/23.11.2022, is introduced point 1.1 with the following content:

1.1. Approval, in addition to the amount of 2.641.220,96 lei, indicated in point 1 above, of the distribution as dividends of the amount of 21.129.767,68 lei, representing part of the net profit recorded in the 2014 financial year, which remained undistributed (according Resolutions of the Ordinary General Meeting of Shareholders of 29.04.2015, point 6 letter d).

II. After point 2, on the agenda of the Ordinary General Meeting of Shareholders, convened for 22.11.2022/23.11.2022, is introduced point 2.1 with the following content:

2.1. Approval, as an effect of the approval of point 1.1., of the distribution, from the amount of 21.129.767,68 lei, mentioned in point 1.1., of a gross dividend/share in the amount of 0.080 lei/share, related to the financial year 2021, for the number total of 264.122.096 shares, the distribution of dividends following to be made in compliance with the legal provisions in force, depending on the financial situation of the company and under the condition of obtaining the agreement in this sense from the creditor banks of the company.

The total gross dividend related to the 2021 financial year that will be distributed, as a result of the approval of points 1 and 1.1. from the agenda, from the total amount of 23.770.988,64 lei is 0.090 lei/share for the total number of shares of 264.122.096, with the maintenance of the payment date, on 21.12.2022, as it was submitted approval of O.G.M.S.

All other provisions of the **Ordinary General Meeting of the Shareholders Convocation**, convened for **22/23.11.2022**, **12^{00}** hours, and of the **Extraordinary General Meeting of Shareholders** Convocation, convened on **22/23.11.2022**, **12^{30}** hours, at the company headquarters in Buzău, no.132 Transilvaniei Street, initially published in the Official Gazette, Part IV, no.4392 from 19.10.2022, in the local newspaper Opinia, no.8817 of 19.10.2022 and on www.romcarbon.com , https://www.romcarbon.com/ordinary-extraordinary-shareholder-meeting-22-23-11-2022/ remain unchanged.

The duly completed invitation can be found in the link below.

Yours sincerely,
Chiarman of the Board of Directors
General Manager
Huang Liang Neng

CONVOCATION

The Board of Directors of ROMCARBON SA with headquarters in 132 Transilvania Street, Buzau, Buzau County, registered at the Buzau Trade Registry Office under no.J10/83/1991, gathered in meeting on 17.10.2022 and on 31.10.2022, CALLS FOR:

Ordinary General Meeting of Shareholders (OGMS), on **22.11.2022 at 12^{00}**, at the company's headquarters in 132 Transilvania Street, Buzau, Buzau County, with the following Agenda:

1. Approval for the distribution as dividends of the amount of **2.641.220,96 lei**, representing a part of the net profit registered in the financial year 2014, which remained undistributed (according to the Decision of the Ordinary General Meeting of Shareholders of 29.04.2015, point 6 letter d).

1.1. Approval, in addition to the amount of 2.641.220,96 lei, indicated in point **1** above, for the distribution as dividends of the amount of 21.129.767,68 lei, representing part of the net profit recorded in the 2014 financial year, which remained undistributed (according Resolutions of the Ordinary General Meeting of Shareholders of 29.04.2015, point 6 letter d).

2. Approval, as effect of point **1**, for the distribution, from the amount of **2.641.220,96** lei, mentioned in point 1, of a gross dividend/share in the amount of 0.010 lei/share, related to the financial year 2021, for the number total shares of 264.122.096, the distribution of dividends will be made in compliance with legal provisions, depending on the financial situation of the company and subject to obtaining agreement in this regard from the creditor banks of the company.

2.1. Approval, as an effect of the approval of point **1.1**., of the distribution, from the amount of 21.129.767,68 lei, mentioned in point 1.1., of a gross dividend/share in the amount of 0.080 lei/share, related to the financial year 2021, for the number total of 264.122.096 shares, the distribution of dividends following to be made in compliance with the legal provisions in force, depending on the financial situation of the company and under the condition of obtaining the agreement in this sense from the creditor banks of the company.

The total gross dividend related to the 2021 financial year that will be distributed, as a result of the approval of points **1 and 1.1.** from the agenda, from the total amount of 23.770.988,64 lei is 0.090 lei/share for the total number of shares of 264.122.096, with the maintenance of the payment date, on 21.12.2022, as it was submitted approval of O.G.M.S.

3. Approval of the date of **09.12.2022** as "registration date", according to the provisions of law no. 24/2017 and of art. 2 paragraph 2 letter f of the A.S.F. nr.5 / 2018.

4. Approval of the date of **08.12.2022** as "ex-date", according to art.2 paragraph 2 letter l of the A.S.F. nr.5 / 2018.

5. Approval of the date of **21.12.2022** as "payment date", according to art.2 paragraph 2 letter h and art.178 paragraph 1 of the A.S.F. nr.5 / 2018.

And

Extraordinary General Meeting of Shareholders (EGMS), on **22.11.2022 at 12^{30}**, at the company's headquarters in 132 Transilvania Street, Buzau, Buzau County, with the following Agenda:

1.Approval of the share sale operation and operations connexed with it, whereby Recyplat Limited (a company in which Romcarbon SA owns 100% of the share capital) sells its participation in the share capital of Romgreen Universal Limited, representing 17.58794% of the share capital of this company, for the price of 14,200,000 Euro.

2. Approval of the items to be included on the agenda of the General Meeting of Shareholders of Recyplat Limited, regarding the approval of the share sale operation and any other operations connexed with it, detailed in point 1 and the authorization of the President of the Board of Directors of Romcarbon SA, Mr. Huang Liang Neng, to represent Romcarbon S.A. in G.M.S. of Recyplat Limited, to vote "for" on all items on the agenda and to sign all/any documents/contracts/requests/etc. in order to fulfill the decisions.

3. Empowering the Board of Directors of Romcarbon SA to, after the completion of the share sale operation, detailed in point 1, decide on the operations, of any value, regarding the distribution of dividends, the reduction of the capital of Recyplat Limited, the dissolution and liquidation of the company or the granting of any loans to Romcarbon SA, and the empowerment of the Chairman of the Board of Directors of Romcarbon SA, Mr. Huang Liang Neng, to sign all/any documents/contracts/requests/etc necessary in this regard.

4. Empowering of the Chairman of the Board of Directors of Romcarbon SA, Mr. Huang Liang Neng, to represent Romcarbon SA for carrying out the operation from point 1 and any other operations connexed with it, to negotiate and sign on behalf of and for Romcarbon SA any/all documents/contracts /cereri/etc., for the completion of the sale of shares and the operations connexed with it.

5. Approval for the increase by 2,550,000 Euro of the ceiling of the credit line granted by UniCredit Bank SA to Romcarbon SA, based on contract no. BUZA/014/2012, from 5,450,000 Euro to 8,000,000 Euro and the approval of the increase, as a consequence, of the guarantee ceiling established by Romcarbon SA in favor of UniCredit Bank SA, as well as the approval of the guarantee for the credit line that will be contracted by Livingjumbo Industry SA from UniCredit Bank SA for a ceiling of 2,000,000 Euro, according to what is mentioned in material no. 6419/13.10.2022.

5.1. Empowering the Board of Directors to negotiate and decide on the conditions for contracting the increase in the credit line granted by UniCredit Bank SA to Romcarbon SA, as well as on the conditions for the additional guarantees related to this increase, as well as on the conditions for granting guarantees in favor of UniCredit Bank SA for guaranteeing the credit line that will be contracted by Livingjumbo Industry SA from UniCredit Bank SA for a ceiling of 2,000,000 Euro.

5.2. Empowering the General Director, Mr. Huang Liang Neng or, in his absence, regardless of the reason, of the General Deputy Administrative Director, Mrs. Manaila Carmen, and of the Financial Director, Mrs. Zainescu Viorica Ioana, to sign the credit contracts and all the addendums to them, the related guarantee contracts and all the addendums to them, as well as any other necessary documents in order to carry out what will be decided by the E.G.M.S.

6.Approval of the date of **09.12.2022** as "registration date", according to the provisions of law no. 24/2017 and of art. 2 paragraph 2 letter f of the A.S.F. nr.5 / 2018.

7. Approval of the date of **08.12.2022** as "ex-date", according to art.2 paragraph 2 letter l of the A.S.F. nr.5/2018.

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 **08.11.2022**. The shareholders can participate in person or by representative and by corespondence. 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 **21.10.2022** 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, 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 **18.11.2022**, at 16.30 am or by e-mail at 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 22/23.11.2022"*.
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 or in the case of the legal representative person copy of the act the identity 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 11.11.2022.

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 also 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 **21.10.2022**. 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 **18.11.2022**, 16.30. 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 22/23.11.2022"*.

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 trainer 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 11.11.2022 at the latest, 16.30 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 **in not more than 15 days from the date of publication of the notice** (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, 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 22/23.11.2022"*.

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 **12.11.2022** 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 DATED 22/23.11.2022 "*. 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 Meetings of Shareholders on **22.11.2022, at 12.00/12.30,** are not fullfild, the next meetings are convoked on **23.11.2022, at 12.00/12.30,** 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.

Chairman of the Board
Huang Liang - Neng