SPECIAL EMPOWERMENT

The subscribed ________________________________, with the headquarters at ____________________________str.________________no_____________, legally represented by ___________________, as ________________, owning a number of ____________**-**____ shares issued by S.C. ROMCARBON S.A, representing __________**%** from the social capital, which offers my the right to _______________ votes from the total number of votes in the General Shareholders Meeting, I empower throughout the present ______________as my representative in the **Extraordinary General Shareholders Meeting** of S.C. ROMCARBON Company which will take place on **27.04.2023**, **12.30 p.m.** at ROMCARBON headquarters, Transilvaniei Street, no. 132, or for the date established for the second meeting **– 28.04.2023**, **12.30 p.m.,** if the first will not fulfill the legal conditions regarding the quorum, to use the voting right for all my shares identified in the Shareholders Registry at **13.04.2023**, as it follows:

Extraordinary Shareholders Meeting Agenda	**For**	**Against**	**Abstain**
1. Approval for the banking exposure of Romcarbon SA for the financial years 2023-2024, consisting of: Bank credits in amount of 15,830,713 euro and 550,000 lei;Bank guarantee letters with a ceiling of RON 500,000 contracted with UniCredit Bank SA and and a limit of bank guarantee letters that can be guaranteed with cash collateral in the amount of 50,000 lei, according to Board decision no. 3/17.02.2023, Guarantees given to Livingjumbo Industry SA for the credits contracted with UniCredit Bank (EUR 2,450,000 euro) and with Eximbank SA (EUR 2,000,000 euro); Guarantees given to RC Energo Install SRL for the credit contracted with Eximbank SA in amount of RON 1,000,000 lei, according attached material.			
2. Approval for: - The possibility to contract if it is needed a factoring facility with the ceiling of EUR 500.000 for a period of 36 months; - Prolongation at maturity or, if necessary, before the maturity of the ceiling of bank letters contracted with UniCredit Bank SA in the amount of 500,000 lei for a period of 36 months and/or the modification of guarantees, as well as, if necessary, its increase to 600,000 lei; - contracting a ceiling of letters of bank guarantee in the amount of 50,000 lei with Exim Bank SA for a period of 36 months which will be guaranteed with guarantees consisting of cash collateral; - 12 months extension of the credit line contracted with Eximbank SA (in amount of EUR 2,550,000 euro) and adding to the existing guarantees a movable mortgage on the building identified with cadastral number 60631, having a total area of 929 m.p. - extension, from 1 April 2023 until 31 december 2024 of the credit line contracted with UniCredit Bank SA (in amount of EUR 8,000,000 euro) maintaining the afferent guarantees; - contracting a multicurrency loan to finance the investment plan for the year 2023 for the amount of 5,100,000 euros, for a period of 60 months; - contracting a bridging loan for the project with European funds from the PNRR program with a value of 5,010,000 euros;			

3. Empower the Board of Directors to negotiate and decide regarding: - changing the credit conditions of the existing contracts/ prolongation of the short term credit facilities with a period of maximum 12 months; -changing the guarantees and/or approving new quarantees for the existing credits and approving guarantees for the new investment credits which will be signed whitin the approved bank exposure; -contracting new credits whitin the approved bank exposure and establishing new guarantees under the conditions of the law, as well as, as the case may be, restructuring existing bank loans/exposures, currency change or refinancing of existing credits;			
4. Empowering for 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.			
5. Approval for Romcarbon SA 2023 Investment Plan.			
6. Approval for the update of the Company Incorporation Act as follows: - Article 8 paragraph 1 will be changed and have the following content: *„The share capital of the company can be increased by the decision of the Extraordinary General Meeting by all the means and procedures provided by the legal provisions and under the conditions provided by the law on issuers of financial instruments and market operations and this act."* - Article 11 last paragraph will be changed and have the following contents: *„The exercise of the EGMS powers mentioned in art.11 paragraph 3 letter b) and c) is delegated to the Board of Directors."*			
7. Approval of **25.05.2023** as **"registration date",** according to Law 24/2017 for points 1-6.			
8. Approval of **24.05.2023** as **"ex-date",** according to Law 24/2017 for points 1-6.			
9. Approval of **15.06.2023** as **„payment date"** according to art. 2 paragraph 2 letter h and art. 178 paragraph 1 of the A.S.F. Regulation. no. 5/2018 for points 1-6.			
10. Approval of the share capital increase with the amount of 26.412.209,60 lei, from the current value of the company share capital of 26.412.209,60 lei to the value of 52.824.419,20 lei, by issuing 264.122.096 new shares, with a nominal value of 0,10 lei/share. The capital increase will be executed by incorporating in the share capital of the company the amount of 26.412.209,60 lei, representing part of the net profit recorded in the financial year 2022, remained undistributed and will suport the current activity of the company. The newlly issued shares will be distributed as free shares to all shareholders of the company registered in the Shareholder Register held by Central Depositor at the registration date (27.09.2023). Each shareholder registered in the in the Shareholder Register held by Central Depositor at the registration date (27.09.2023) will be receiving for free 1 new share for each 1 existing share held, therefore the holding percentages in the share capital will not register any modifications.			

11. Approval for the update of the company Incorporation act as follows: -The preambul of the Incorporation act will be changed and have the following contents: *„Shareholders: List type shareholders, natural and legal persons, share of profit and loss 100% / 100%”* -Article 6 will be changed and have the following contents: *„The subscribed and fully paid-up capital is 52.824.419,20 lei, cash contribution, divided into 528.244.192 dematerialized registered shares, worth 0.1 lei each, with the following structure of the shareholding:* *List type shareholders, natural and legal persons, share of profit and loss 100% / 100% ”*			
12. Approval of 27.09.2023 as “registration date”, according to Law 24/2017, for points 10 - 11.			
13. Approval of 26.09.2023 as “ex-date”, according to Law 24/2017 for points 10 - 11.			
14. Approval of 28.09.2023 as „payment date” according to art. 2 paragraph 2 letter h and art. 178 paragraph 1 of the A.S.F. Regulation. no. 5/2018 for points 10 - 11.			
15. Empowerment of the company Board of Directors to take any/all measures and formalities for the fulfillment of resolutions adopted by the OGMS.			
16. Empowerment of the OGMS Chairman as apointed to sign with full powers in the name and on behalf of the shareholders, present, represented and who will vote by correspondence, the OGMS Resolutions.			
17. Empowerment of the Company legal counselor, Mrs. Mihaela Jurubita to fulfill all formalities regarding registration of the OGMS resolutions at the Trade Register and for the publication in the Official Monitor.			

Throughout the present, ____________________________ fully empowers the above mentioned representative, regarding all the problems identified and included on the Agenda until the date of the present empowerment’s sign.

Date___________

____

(the signature of the shareholder- physical person or representative of the judicial person)

____

(name, surname of the shareholder, with capital letters)

The present was concluded in 3 exemplary, one for shareholder, one for the empowered person and one for S.C. ROMCARBON S.A. The exemplary for ROMCARBON S.A. will be sent by post office or will be sent to the company’s headquarters from Buzau, str Transilvaniei no. 132, or e-mail address office@romcarbon.com (if electronic means are used, special mandate be extended forward by electronic signature)with the mention "POWER OF ATTORNEY FOR EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS of 27/28.04.2023". at the latest 25.04.2023, 11.00 a.m.