

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 me 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 **Ordinary General Shareholders Meeting** of S.C. ROMCARBON Company which will take place on **27.04.2023, 12.00 p.m.** at ROMCARBON headquarters, Transilvaniei Street, no. 132, or for the date established for the second meeting – **28.04.2023, 12.00 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:

Ordinary Shareholders Meeting Agenda	For	Against	Abstain
1.Presentation, discussion and approval of the annual report of the Board of Directors for the fiscal year 2022.			
2.Presentation and approval of the individual financial statements for the financial year 2022 in accordance with International Financial Reporting Standards (IFRS) based on: Directors' Report and External Financial Auditor's Report for the financial year 2022.			
3.Presentation of the report of the external financial auditor - Deloitte Audit SRL, member of Deloitte Touche Tohmatsu - on the consolidated financial statements for the financial year 2022.			
4.Presentation and approval of the consolidated financial statements, for the financial year 2022 in accordance with International Financial Reporting Standards (IFRS) based on: Directors' Report and External Financial Auditor's Report for the financial year 2022.			
5.Presentation of the report of 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 2022.			
6. Presentation and approval of the Annual Report for 2022, 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.			
7.Approval to discharge the members of the Board of Directors for the work in fiscal year 2022.			
8.Approval to contract services for the statutory audit of the company for the financial year 2023.			

9. Approval of the income and expenses budget for the financial year 2023.			
10. Approval of the Remuneration Report for the financial year 2022.			
<p>11. Approval to distribute the net profit registered in the financial year 2022 in the amount of 51.471.690,22 lei on the following destinations, according to the attached material:</p> <p>1) Legal reserves amounting to 1.105.471 lei;</p> <p>2) Other reserves amounting to 862.410 lei;</p> <p>3) Dividends corresponding to financial year 2022 amounting to 13.206.104,80 lei;</p> <p>4) Retained earnings amounting to 36.297.704,42 lei, following for the final destination of this undistributed profit to be decided by the General Meeting of Shareholders.</p>			
<p>12. Approval for the company to distribute as cash dividends the amount of 13.206.104,80 lei, representing part of the net profit recorded in the financial year 2022, and as consequence, approval to distribute a gross dividend/share of 0.050 lei/share for total number of 264.122.096 shares, distribution of the dividends following to be made according to the provisions of the law, article of incorporation and under the condition of obtaining consent from the company's creditor banks.</p>			
13. Approval of 25.05.2023 as “ registration date ”, according to Law 24/2017.			
14. Approval of 24.05.2023 as “ ex-date ”, according to Law 24/2017.			
15. Approval of the date of 15.06.2023 as “ payment date ” according to art. 2 para. 2 letter h and art. 178 paragraph 1 of the A.S.F. Regulation. no. 5/2018, for points 1-12.			
<p>16. Approval of the proposal to distribute the amount of 26.412.209,60 lei, representing part of the net profit recorded in the financial year 2022, which remained undistributed (in the total amount of 36.297.704,42 lei), for the increase of the company's share capital. Consequently, the Company's share capital will be increased from the current value 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 newly issued shares will be distributed free of charge to the company's shareholders registered in the Register of Shareholders on the date of registration (27.09.2023). The allocation rate of new free shares will be 1:1, respectively 1 new share will be allocated for every 1 existing share, held by the shareholders registered in the Register of Shareholders on the registration date mentioned below:</p> <p>27.09.2023 as "registration date", according to Law 24/2017.</p> <p>26.09.2023 as "ex-date", according to Law 24/2017.</p> <p>28.09.2023 as "payment date" according to art. 2 para. 2 letter h and art. 178 paragraph 1 of the A.S.F. Regulation. no. 5/2018.</p>			
17. Empowerment of the company Board of Directors to take any/all measures			

and make formalities for the fulfillment of resolutions adopted by the OGMS.			
18. Empowerment of the OGMS Chairman as appointed 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.			
19. 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 ORDINARY GENERAL MEETING OF SHAREHOLDERS of 27/28.04.2023" at the latest 25.04.2023, 11.00 a.m.