

**No.543/27.03.2023**

## 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: 27.04.2023

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 to be reported: Ordinary General Meeting of Shareholders and Extraordinary General Meeting of Shareholders of 27.04.2023

ROMCARBON S.A. reports the following important event: On 27.04.2023, 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 65,9428% of the total share capital/voting rights, respectively 174.169.597 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 **174.169.597** votes "for" (65.9428% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the annual report of the Board of Directors for the fiscal year 2022.
2. Approved with a number of **174.169.597** votes "for" (65.9428% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" 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. Approved with a number of **174.169.597** votes "for" (65.9428% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" 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. Approved with a number of **174.169.597** votes "for" (65.9428% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" 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. Approved with a number of **174.169.597** votes "for" (65.9428% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" 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. Approved with a number of **174.169.597** votes "for" (65.9428% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" 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. Approved with a number of **140.969.597** votes "for" (53,3728 % of the total voting rights), 0 votes "against" respectively 33.200.000 votes "abstain" to discharge the members of the Board of Directors for the work in fiscal year 2022.

**8.** Approved with a number of **174.169.597** votes "for" (65.9428% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the contracting of the company's external financial audit for the financial year 2023, for a 1-year mandate, starting on 01.05.2023, and the conclusion of an external financial audit services contract for the financial year 2023 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 Director, Mr. Huang Liang Neng and the Financial Director, Mrs. Zainescu Viorica, to represent the company in the relationship with SC DELOITTE AUDIT SRL and to sign in the name and on behalf of the company the contract for the provision of external financial audit services with SC DELOITTE AUDIT SRL, as well as additional acts to the contracts and any other necessary documents, in order to the fulfillment of those approved in this decision and for the execution of the contract.

**9.** Approved with a number of **174.169.597** votes "for" (65.9428% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the income and expenses budget for the financial year 2023.

**10.** Approved with a number of **174.169.597** votes "for" (65.9428% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the Remuneration Report for the financial year 2022.

**11.** Approved with a number of **174.169.597** votes "for" (65.9428% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" 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:

1) Legal reserves amounting to 1.105.471 lei;

2) Other reserves amounting to 862.410 lei;

3) Dividends corresponding to financial year 2022 amounting to 13.206.104,80 lei;

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.

**12.** Approved with a number of **174.169.597** votes "for" (65.9428% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" 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.

**13.** Approved with a number of **174.169.597** votes "for" (65.9428% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the date of **25.05.2023** as "**registration date**", according to Law 24/2017 for points 1-12.

**14.** Approved with a number of **174.169.597** votes "for" (65.9428% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the date of **24.05.2023** as "**ex-date**", according to Law 24/2017, for points 1-12.

**15.** Approved with a number of **174.169.597** votes "for" (65.9428% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" 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.

**16.** Approved with a number of **174.169.597** votes "for" (65.9428% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" 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:

-**27.09.2023** as "registration date", according to Law 24/2017.

-**26.09.2023** as "ex-date", according to Law 24/2017.

-**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.

**17.** Approved with a number of **174.169.597** votes "for" (65.9428% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the empowerment of the company Board of Directors to take any/all measures and make formalities for the fulfillment of resolutions adopted by the Ordinary General Meeting of Shareholders held on 27.04.2023.

**18.** Approved with a number of **174.169.597** votes "for" (65.9428% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the 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 Ordinary General Meeting of Shareholders held on 27.04.2023.

**19.** Approved with a number of **174.169.597** votes "for" (65.9428% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the empowerment of the Company legal counselor, Mrs. Mihaela Jurubita to fulfill all formalities regarding registration of the Ordinary General Meeting of Shareholders resolutions held on 27.04.2023 at the Trade Register and for the publication in the Official Monitor.

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

**1.** Approved with a number of **174.169.597** votes "for" (65.9428% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" 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 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.** Approved with a number of **174.169.597** votes "for" (65.9428% of the total voting rights), 0 votes "against" respectively 0 votes "abstain":

- 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.** Approved with a number of **174.169.597** votes "for" (65.9428% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the empowerment 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 guarantees for the existing credits and approving guarantees for the new investment credits which will be signed within the approved bank exposure; contracting new credits within 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.** Approved with a number of **174.169.597** votes "for" (65.9428% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the empowerment 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.** Approved with a number of **174.169.597** votes "for" (65.9428% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" for Romcarbon SA 2023 Investment Plan.

**6.** Approved with a number of **174.169.597** votes "for" (65.9428% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" 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.** Approved with a number of **174.169.597** votes "for" (65.9428% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the date of **25.05.2023** as **„registration date“**, according to Law 24/2017 for points 1-6.

**8.** Approved with a number of **174.169.597** votes "for" (65.9428% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the date of **24.05.2023** as **„ex-date“**, according to Law 24/2017 for points 1-6.

**9.** Approved with a number of **174.169.597** votes "for" (65.9428% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the date 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.** Approved with a number of **174.169.597** votes "for" (65.9428% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" 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 support the current activity of the company. The newly 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.** Approved with a number of **174.169.597** votes "for" (65.9428% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" 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.** Approved with a number of **174.169.597** votes "for" (65.9428% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the date of 27.09.2023 as "registration date", according to Law 24/2017, for points 10 - 11.

**13.** Approved with a number of **174.169.597** votes "for" (65.9428% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the date 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.** Approved with a number of **174.169.597** votes "for" (65.9428% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the empowerment of the company Board of Directors to take any/all measures and formalities for the fulfillment of resolutions adopted by the Extraordinary General Meeting of Shareholders held on 27.04.2023.

**16.** Approved with a number of **174.169.597** votes "for" (65.9428% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the empowerment of the EGMS 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 Extraordinary General Meeting of Shareholders Resolutions held on 27.04.2023.

**17.** Approved with a number of **174.169.597** votes "for" (65.9428% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the empowerment of the Company legal counselor, Mrs. Mihaela Jurubita to fulfill all formalities regarding registration of the Extraordinary General Meeting of Shareholders resolutions held on 27.04.2023 at the Trade Register and for the publication in the Official Monitor.

Yours sincerely,

**Chairman of the Board of Directors**

**and**

**General Manager**

**Huang Liang Neng**