

No.1078/28.09.2023

CURRENT REPORT

Considering: the 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, with amendments and additions; Law no.31/1990, on companies, republished with amendments later; the Articles of Association of the S.C. company ROMCARBON S.A.

Report date: **28.09.2023**

Name of the issuing entity: ROMCARBON S.A

Registered office: Buzau, str. Transilvaniei no. 132, Buzau county

Telephone number: 0238/723.115/ Fax number: 0238/710.697

Unique registration code: RO 1158050

Order number in the Trade Register: J10/83/1991

Subscribed and paid-up capital: 52.824.419,20 lei

The regulated market on which the issued securities are traded: BVB Standard Category

Events to report: Informing document for shareholders regarding the allocation of free shares

ROMCARBON S.A. is making available to its shareholders and investors, in accordance with the provisions of Regulation (EU) no. 2017/1129 regarding the prospectus that must be published in the case of a public offer of securities or the admission of securities to trading on a regulated market, and repealing Directive 2003/71/EC, the Document informing shareholders regarding the offer or awarding shares without a monetary consideration.

The information document can be found in the link below.

With great respect,

President of the Board of Directors

and

CEO

Huang Liang Neng

No. 1076/28.09.2023

**Document informing the shareholders about the offer
or the assignment of shares without a monetary consideration**

Prepared in accordance with the provisions of Regulation no. 1129/2017 regarding the prospectus that must be published in the case of a public offer of securities or the admission of securities to trading on a regulated market, and repealing Directive 2003/71/EC

1. Responsible persons

1.1. Name and position of natural persons or name and headquarters of legal persons responsible for the information included in the presentation document:

ROMCARBON S.A. company - based in the Municipality of Buzău, Transilvaniei street no. 132, Buzău County, postal code 120012, Romania, tel. +40238711155, fax. +40238710697, registered at the Trade Registry Office next to the Buzău County Court under no. J10/83/1991, having CUÎ 1158050, represented by Mr. HUANG LIANG NENG – General Manager;

1.2. Statements of the responsible persons mentioned in point 1.1. from which it results that the information included in the presentation document is, to the best of his knowledge, in accordance with reality:

Following the verification of the content of the information document, ROMCARBON S.A., represented by Mr. Huang Liang Neng – General Manager, accepts responsibility for its content and confirms that the information provided is in accordance with reality and that it does not contain omissions or inappropriate statements likely to significantly affect the content of the information document.

2. Information about the issuer

2.1. Name, registered office, unique registration code and order number in the trade registry office.

Name of the issuer: ROMCARBON S.A.;

Address of the issuer: Buzau Municipality, Transilvaniei street no. 132, Buzău County, postal code 120012, Romania;

Company registration: registered at the Office of the Trade Register next to the Buzău Court under no. J10/83/1991, having CUÎ 1158050;

2.2. Share capital, before the increase:

- the value of the subscribed and paid capital: 26,412,209.60 lei;
- number of shares issued: 264,122,096 shares;
- nominal value of a share: 0.10 lei;

3. Information regarding the shares offered to the company's shareholders without a monetary consideration

3.1. The decision-making acts that decide the increase of the social capital, which involve offering the shares issued without a monetary consideration to the existing shareholders:

By the Decision of the A.G.E.A. of ROMCARBON S.A. Company no. 3 of April 27, 2023, the increase of the share capital by the amount of 26,412,209.60 lei, from the current value of 26,412,209.60 lei, to the value of 52,824,419.20 lei, through the issuance of 264,122 .096 new shares, with a nominal value of 0.10 lei/share.

The increase of the share capital will be achieved by incorporating into the share capital the amount of 26,412,209.60 lei, representing part of the profit related to the financial year ended on 31.12.2022.

The newly issued shares will not change the ownership shares of the shareholders and will be distributed free of charge to all the shareholders of the Company registered in the Register of Shareholders of the Company held by Depozitarul Central S.A. on the date of registration.

The capital increase will be carried out to support the Company's current activity. Each shareholder registered in the Company's Shareholder Register on the date of registration will be allocated 1 (one) free share for 1 (one) share held.

3.2. The registration date established by the AGEA Decision for the identification of the shareholders who benefit from the rights consisting in the allocation of shares without a monetary consideration:

Registration date approved by the Extraordinary General Meeting of Romcarbon S.A. Shareholders. from 27.04.2023 for the identification of shareholders who benefit from the rights conferred by this corporate event is **September 27, 2023 (registration date)**.

Ex-date: September 26, 2023

Payment date: September 28, 2023

3.3. Description of the share capital increase:

- the reason for increasing the share capital:

The capital increase will be carried out to support the company's current activity

- the amount and source of increase of the social capital:

The increase of the share capital will be achieved by incorporating in the share capital of the company the amount of 26,412,209.60 lei from the profit obtained in the financial year ended on 31.12.2022.

- the number of shares issued through the share capital increase:

264,122,096 new shares will be issued, with a nominal value of 0.10 lei/share.

3.4. Description of the type and class of securities offered or assigned

The number of shares awarded without a cash consideration for a share held

The securities offered are dematerialized registered shares, traded in the Standard category of the Bucharest Stock Exchange.

Each shareholder registered in the Register of Shareholders on the registration date of September 27, 2023 will be allocated a number of 1 free share for every 1 share held.

3.5. The value of the increased share capital:

The value of the increased social capital is: 52,824,419.20 lei.

3.6. The intermediary who helped the issuer to draw up the presentation document – Not applicable.

3.7. Any other information considered important by the issuer or by A.S.F.

Considering the provisions of Regulation (EU) 2017/1.129, art. 1 paragraph 5 letter g), the obligation to draw up and publish a prospectus does not apply in the case of admission to trading on a regulated market of the following securities: shares offered, assigned or to be assigned free of charge to existing shareholders and dividends paid in the form of shares from the same class with the shares for which the dividends are paid, provided that the respective shares are of the same class as the shares already admitted to trading on the same regulated market and a document is made available with information about the number and nature of the shares, as well as about the reasons and details of the offer or award.

Issuer

ROMCARBON S.A.

CHAIRMAN OF THE BOARD OF DIRECTORS

CEO

HUANG LIANG NENG



For additional information you can contact us by e-mail investor.relations@romcarbon.com

or tel. +40 756 158 978 – contact person: Mihaela Jurubiță