

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 **Extraordinary General Shareholders Meeting** of S.C. ROMCARBON Company which will take place on **29.04.2024, 12.30 p.m.** at ROMCARBON headquarters, Transilvaniei Street, no. 132, or for the date established for the second meeting – **30.04.2024, 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 **15.04.2024**, as it follows:

Extraordinary Shareholders Meeting Agenda	For	Against	Abstain
<p>1. Approval for the banking exposure of Romcarbon SA for the financial years 2024-2025, consisting of: Bank credits in amount of in a limit of EUR 14,161,781 and RON 550,000 as well as increasing this exposure with a maximum ceiling of EUR 2,000,000 or equivalent in lei for unforeseen financing needs, 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 2,000,000 lei, according to material no.960/21.03.2024.</p>			
<p>2. Approval for:</p> <ul style="list-style-type: none"> - The possibility to contract if it is needed a factoring facility with the ceiling of EUR 500.000 for a period of 36 months; - The extension at maturity or, if necessary, before the maturity of the ceiling of bank letters contracted with UniCredit Bank SA in the amount of RON 500,000 for a period of 36 months and/or the modification of guarantees, as well as, if necessary, to increase it to RON 600,000 - Contracting a ceiling of bank guarantee letters in the amount of 100,000 lei with Exim Bank SA for a period of 36 months which will be guaranteed with guarantees consisting of cash collateral; - Prolongation for a period of 12 months the validity of the credit lines contracted with Exim Bank SA (in the amount of 2,550,000 euros) and UniCredit Bank SA (in the amount of 8,000,000 euros) with the maintenance of the related guarantees; - contracting a multicurrency loan to finance the investment plan for the year 2024 in the amount of 7,400,000 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 5,040,000 euros; 			

<p>3. Empower the Board of Directors to negotiate and decide regarding:</p> <ul style="list-style-type: none"> - modification of the crediting conditions of existing loans/ prolongation of short-term facilities/credit lines by up to a maximum of 12 months; - modification and/or approving new guarantees for existing loans and the approval of guarantees for new loans that will be contracted within the limit of the approved exposure; - contracting new loans within the limits of bank exposure and establishing new guarantees under the conditions of the law, as well as, as the case may be, restructuring existing bank loans/existing guarantees/exposure, currency change or refinancing of existing credits; - contracting new loans by increasing the current exposure, within the limit of a maximum ceiling of 2,000,000 euros or equivalent in lei mentioned.; 			
<p>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.</p>			
<p>5. Approval for Romcarbon SA 2024 Investment Plan.</p>			
<p>6. Approval of 09.08.2024 as "registration date", according to Law 24/2017.</p>			
<p>7. Approval of 08.08.2024 as "ex-date", according to Law 24/2017.</p>			
<p>8. Empowerment of the company Board of Directors to take any/all measures and formalities for the fulfillment of resolutions adopted by the EGMS.</p>			
<p>9. 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 OGMS Resolutions.</p>			
<p>10. Empowerment of the Company legal counselor, Mrs. Mihaela Jurubita to fulfill all formalities regarding registration of the EGMS resolutions at the Trade Register and for the publication in the Official Monitor.</p>			

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 29/30.04.2024". at the latest 26.04.2024, 11.00 a.m.