ANNUAL REPORT

Regarding the remuneration and other benefits granted to the Directors and the CEO of the company during the financial year 2024

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Capital social subscris si varsat : 52.824.419,20 lei | Actiuni emise : 528.244.192 | Actiunile societatii sunt listate pe Bursa de Valori Bucuresti, simbol ROCE | Tel: +40(0)238711155 | Fax: +40(0)238710697 | E-mail: office@romcarbon.com | Website: www.romcarbon.com

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I. Introduction

1. Presentation of Romcarbon S.A.

Romcarbon SA (Romcarbon), founded on October 27, 1952, under the name «FABRICA CHIMICA NR. 12, is one of the leading plastic packaging manufacturers in Romania, and among the first companies listed on the Bucharest Stock Exchange (BVB).

With a history of 72 years, of which 27 as a company listed on the BVB, under the symbol ROCE, Romcarbon is a benchmark of resilience and adaptation to the constantly changing global requirements and trends in the plastic processing industry. Romcarbon is a company with a significant impact on the industry in which it operates, in a responsible and involved manner, by taking sustainable measures and decisions.

72 years after its establishment, Romcarbon is a recognized brand on both the Romanian and European markets. This longevity and privileged position is primarily due to the fact that, over time, the company has been consistent with the principles of business ethics and internal policies aimed at ensuring a solid and efficient management of both risks and opportunities.

Romcarbon has continuously developed, innovated and diversified its product range, persistently pursuing the objectives it has set. We aim for Romcarbon's activity to become increasingly sustainable and aligned with global trends, which is why, in the medium and long term, we aim to develop the recycling and production of polymers from recycled materials as well as the implementation of photovoltaic power plant projects for the production of electricity from the conversion of solar energy.

Romcarbon is, de facto, one of the pioneers of the circular economy in Romania, thus, since the 1980s, the company has applied the circular use of some of the materials in its own production activity, having integrated a polyethylene recovery sector, in which it treats post-consumer waste, from polyethylene foils and films, mainly from agriculture, and a workshop for recycling used oil filters, collected from major consumers of such equipment in the transport industry.

Therefore, although it represents a relatively new trend in global economic practices, for Romcarbon circular economy practices are not new. In 2012, Romcarbon opened a new direction of development in the field of plastic recycling, the production of virgin and recycled raw materials and compounds, and will thus continue on the path of the circular economy that it began a long time ago.

Moreover, Romcarbon has always been associated with the idea of circular economy and recycling, being, since 2005, one of the founders of Green-Group, a group of companies that in recent years has become the largest integrated recycler in Southeastern Europe. In 2022, Romcarbon decided to sell its stake in Green-Group, determined to focus its financial and management efforts on developing its own recycling activity. In this sense, the direction of sustainable development is continued with the objective that by 2025, 35% of its turnover will be achieved from the sale of regenerated polymers.

Romcarbon is a company with entirely private capital, with a share capital of 52,824,419.20 lei, divided into 528,244,192 dematerialized registered shares, worth 0.1 lei each, following the capital increase carried out on 30.06.2023.

The main activities carried out by Romcarbon consist of the production of various plastic products, the company's production activities being organized in seven profit centers (PC), each with a different activity profile, as follows:

S.C. Romcarbon S.A. Buzau's activity profile is the production of polymer products, filters and filter elements, individual protective equipment, activated carbon necessary in the food, chemical and pharmaceutical industries, recovery of plastic waste, regranulation and manufacture of compounds.

In anul 2024, activitatea de productie s-a desfasurat in 7 Centre de profit dupa cum urmeaza :

- Profit Center No. 1 with the Filters Section where air, oil, fuel filters for cars, trucks and tractors, railway equipment and industrial installations are produced;
- Profit Center No. 2 with two workshops:
  - Individual Respiratory Protection Equipment Workshop which produces individual respiratory protection equipment - masks and cartridges - for the chemical industry, mining industry, for M.Ap.N, civil defense and collective protection equipment.
  - Activated Charcoal Workshop which produces charcoal - a semi-finished product necessary for protective equipment, as well as charcoal used in the oil, food, chemical and pharmaceutical industries.
- Profit Center No. 3 with the Polyethylene workshop where polyethylene packaging of various sizes is made (bags, sacks, covers, by extrusion, printing, welding), general purpose foil, solarium foil, heat-shrinkable foil photopolymer clichés.Centrul de Profit nr.4 cu doua sectoare:
  - Sector Tevi PVC care are ca activitate productia de tevi – semifabricate pentru consum intern;
  - Sector Suporti PVC in care se realizeaza suporti presati din PVC cu utilizare in domeniul indicatoarelor rutiere.
- Profit Center no. 5 with the Extruded Polystyrene Workshop consisting of the extrusion and thermoforming sectors, where packaging for the food industry is made - casseroles and construction products in the form of ribbed, perforated XPS boards and rolls.
- Profit Center no. 6 has 2 Polypropylene workshops where polypropylene products are made: laminated or non-laminated woven bags, in various types and sizes for packaging products from agriculture, the food industry and the chemical industry.
- Profit Center no. 7 - has as its object of activity:
  - Treatment of plastic waste from WEEE recycling and the automotive industry, by separating recyclable polymer fractions, grinding, extrusion, filtering the separated fractions. The finished products of this center are plastic materials in the form of grinding or granules, compounds and composite materials.
  - Treatment of post-industrial and post-consumer waste of polypropylene fabric as well as post consumer waste of polyethylene foil by densitometric sorting, extrusion and filtering. The finished products of this center are regranulates / compounds of polyethylene and polypropylene.

Romcarbon S.A. also holds a series of financial investments, in the form of significant participations in Romanian and foreign legal entities, affiliated with the Company. At the date of this report, the situation of financial investments is as detailed in the table below.:

Table 1: *Romcarbon Group Components*

Company	Total number of shares	No. of shares held	Percentage of ownership (%)
RECYPLAT LTD CIPRU	16.000	16.000	100,00%
RC ENERGO INSTALL SRL	200	200	100,00%
INFO TECH SOLUTIONS SRL	200	199	99,50%
LIVINGJUMBO INDUSTRY SA	1.400	1.398	99,86%
GRINFILD LLC UCRAINA			62,62%
YENKI SRL	32.800	10.934	33,34%
ECO PACK MANAGEMENT SA	144.600	36.670	25,36%

1. Statement of the Chairman of the Board of Directors of Romcarbon S.A. regarding the application of the remuneration policy

Huang Liang Neng, Chairman of the Board of Directors and General Manager

"We are committed to protecting the health and well-being of our employees and the local community, implementing digitalization projects for support functions, developing flexible work schedules, and other measures to provide IT equipment and solutions.

To these efforts, we have also added efforts to maintain jobs, in a context marked by increased volatility in the labor market. Despite the financial impact, we have managed to protect ourselves and maintain our activities, while providing employees, customers, business partners, local and central authorities with stability and continuous support.

The remuneration policy is a key element in supporting the above-mentioned efforts and is an element without which all other company strategies could not function and could not bring the desired results."

1. Applicable remuneration policy

This Report on the remuneration and other benefits granted to the Administrators and the General Manager of the company during the financial year 2024 (hereinafter referred to together as "Managers") is based on the Remuneration Policy within Romcarbon S.A., approved by Decision no. 1 of 28.04.2021 of the Ordinary General Meeting of Shareholders and is prepared in compliance with the provisions of Law no. 24/2017 on issuers of financial instruments, as amended by Law no. 158/2020 for the amendment, completion and repeal of certain normative acts, of Regulation no. 5/2018 of the Financial Supervisory Authority, on issuers of financial instruments and market operations, of Law no. 31/1990, on commercial companies, of the Articles of Association of ROMCARBON S.A., of Decision no. 1 of 25.01.2024 of the Ordinary General Meeting of Shareholders, regarding the appointment of the members of the Board of Directors of ROMCARBON for a 4-year term and of Decisions no. 19 of 24.12.2019, no. 1 of 20.01.2020 and no. 4 of 09.02.2024 of the Board of Directors of Romcarbon regarding the appointment of the General Manager, regarding the approval of the Romcarbon Organization Chart and respectively regarding the extension of the mandate of the General Manager of the company from 17.02.2024 to 17.02.2028.

Romcarbon's remuneration policy was built to meet certain objectives, aligned with the company's major objectives, namely those of contributing to the company's long-term sustainability, maintaining the company's competitiveness on the labor market, ensuring adequate conditions for attracting managers/employees with necessary and useful skills to achieve the company's purpose, creating a satisfactory level of retention of managers/employees, supporting/facilitating the successful implementation/development of the company's strategy in the short, medium and long term and providing tools to reward exceptional performance/achievements.

The annual report on the Remuneration Policy and other benefits granted to the Company's Administrators and General Manager during the 2024 financial year will be submitted for approval to the company's shareholders who will meet at the Ordinary General Meeting of Shareholders convened for 29.04.2025 (30.04.2025 - second convocation) and presents:

II. Remuneration for the financial year 2024

Section 1: The remuneration structure of the company's managers

Section 2: Variable remuneration in the form of shares and the right to recover the variable remuneration (component) in the form of adjustment (malus) and claw-back

Section 3: Company performance in the 2024 financial year

Section 4: The degree of compliance of the remuneration with the approved remuneration policy and the performance criteria applied

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Section 6: Annual evolution of remuneration, company performance and average remuneration based on full-time equivalent of the issuer's non-executive employees over the last 5 financial years

Section 1: The remuneration structure of the company's managers

A. Board of Directors

Romcarbon S.A. is managed by a Board of Directors composed of 3 members, elected by the Ordinary General Meeting of Shareholders, in accordance with the legal provisions, by secret ballot, for a period of 4 years, with the possibility of re-election.

The election of directors is made from among the candidates for the positions of director, nominated by the incumbent members of the Board of Directors or by the shareholders.

The Board of Directors is responsible for taking all necessary measures for the conduct of the company's activity and for the supervision of its activity, the Board's attributions being those detailed in the Company's Articles of Association as well as those established by Decisions of the General Meeting of Shareholders.

By Decision of the Ordinary General Meeting no. 1 of 25.11.2021, the mandate of member of the Board of Directors of Mr. Wang Yi -Hao, by the same decision being appointed as a member of the Board of Directors Mr. Wey, Jiann - Shyang, for a term equal to the remaining term of his predecessor, respectively for a term valid during the period **29.11.2021-04.02.2024**.

Thus, from **29.11.2021 until 04.02.2024**, the composition of the Board of Directors of Romcarbon SA is as follows:

► Chairman - HUANG, LIANG - NENG

►Deputy Chairman – WEY, JIANN - SHYANG

►Member – TODERITA STEFAN ALEXANDRU

By the Decision of the Ordinary General Meeting no. 1 of 25.01.2024, the appointment of Messrs. Huang, Liang Neng, Wey Jiann - Shyang and Toderiță Ștefan – Alexandru as Directors of ROMCARBON S.A. was approved, for a new term of 4 years, starting with 04.02.2024, with the consequent maintenance of the unitary management system of the company. According to the decisions of the General Meeting of Shareholders, the 3 appointed members of the Board of Directors will exercise the mandate of director during the period 04.02.2024 – 04.02.2028, free of charge, under the effect of those previously approved by the Decision of the Ordinary General Meeting of Shareholders no. 1 of 23.01.2020.

Thus, during the 2024 financial year, the composition of the Board of Directors of Romcarbon S.A. was the following:

Table 2: *Composition of the Board of Directors of Romcarbon SA in the financial year 2024*

Nr. crt.	Name and surname	Quality in Board	Term start date	Termination date
1	Huang Liang Neng	executive member and President of the Board of Directors	04.02.2020 04.02.2024	04.02.2024 04.02.2028

Nr. crt.	Name and surname	Quality in Board	Term start date	Termination date
2	Wey Jiann Shyang	independent, non-executive member and Deputy Chairman of the Board of Directors	29.11.2021 04.02.2024	04.02.2024 04.02.2028
3	Toderita Stefan – Alexandru	non-executive member of the Board of Directors	04.02.2020 04.02.2024	04.02.2024 04.02.2028

Remuneration and other benefits granted to Administrators in the financial year 2024

Regarding the remuneration of the members of the Board of Directors, they exercise their mandate without being remunerated and without receiving other benefits, according to those decided by the Ordinary General Meeting of Shareholders of 23.01.2021, taking into account the principle of aligning the interests of the persons with decision-making power in the company with the interests of the shareholders and other parties involved.

Regarding any remuneration received by the Company's Directors from any entity belonging to the same group, respectively from entities affiliated with Romcarbon S.A., during 2024, we specify that among the Administrators of Romcarbon S.A., the only one who received remuneration from an entity affiliated with Romcarbon S.A. during the financial year 2024 is Mr. Huang Liang Neng, Chairman of the Board of Directors and CEO of Romcarbon S.A., who also holds the position of Financial Advisor within the company Livingjumbo Industry SA (a company in which Romcarbon S.A. holds 99.8571% of the share capital).

The remuneration received by Mr. Huang Liang Neng, who also holds the position of CEO of Romcarbon SA, from entities affiliated with Romcarbon S.A., according to the aforementioned, will be detailed below in point B. dedicated to the remuneration of the CEO.

B. Executive Management – The CEO

According to the Articles of Association of Romcarbon S.A. and the provisions of Law no. 31/1990 on commercial companies, art. 143 paragraph 4, in the case of Romcarbon S.A., being a company subject to the legal obligation to audit the financial statements, the management of the company is delegated by the Board of Directors to the CEO, who is responsible for carrying out all measures appropriate to the management of the Company, within the limits of the Company's object of activity and in compliance with the exclusive powers reserved by the Law or the Articles of Association, the Board of Directors or the General Meeting of Shareholders.

In this regard, in relations with third parties, the Company is represented by the CEO, pursuant to the provisions of art. 143 paragraph 4 in conjunction with art. 143^2 paragraph 4 of Law 31/1990 on commercial companies.

The CEO is appointed and may be dismissed from office by the Board of Directors, which establishes the duties, responsibilities and powers of the CEO as well as his remuneration.

The position of CEO of Romcarbon S.A. is held by Mr. Huang Liang Neng, who was appointed to the position of CEO by the Board of Directors of Romcarbon S.A. based on Decision no. 19 of 24.12.2019, for a 4-year term starting with 17.02.2020 and until 17.02.2024. The mandate of the CEO was extended by Decision of the Board of Directors of Romcarbon no. 4 of 09.02.2024, for a period of 4 years, respectively from 17.02.2024 to 17.02.2028, with the maintenance of all conditions and the already approved compensation, according to Decision of the Board of Directors of Romcarbon SA no. 1/2020.

The CEO of Romcarbon S.A. fulfilled his duties during the 2024 financial year according to the Mandate Contract concluded with the Company, represented by the Board of Directors, and according to those established by Decisions of the Board of Directors and by Resolutions of the General Meetings of Shareholders.

Table 3: *Executive management during the 2024 financial year*

Nr. crt.	Name and surname	Position	Term start date	Termination date
1	Huang Liang Neng	CEO	17.02.2020 17.02.2024	17.02.2024 17.02.2028

Remuneration and other benefits granted to the General Manager in the financial year 2024

The amount of the remuneration of the CEO was also established by the Decision of the Board of Directors, being included, together with the other benefits, in the Mandate Contract concluded with the Company.

The remuneration of the CEO in 2024 is composed of:

- Fixed monthly remuneration in the gross amount of 15,000 lei/month (180,000 lei/year);
- Variable remuneration - not granted;
- Other benefits in the total amount of 133,969 lei.

Details regarding the remuneration of the CEO during the 2024 financial year can be found in the table below:

Table 4*: Information on the remuneration of the CEO in the 2024 financial year*

Period of activity	Fixed remuneration			Variable remuneration		Special benefits	Pensions	Total annual remuneration Gross annual fixed remuneration	Relative proportion of variable remuneration (Variable remuneration/fixed remuneration Compensation for advisory committees	Share of fixed remuneration in total remuneration (Fixed remuneration / Total remuneration) Other benefits
	Gross annual fixed remuneration	Compensation for advisory committees	Other benefits	Gross variable remuneration	Long-term variable remuneration (gross multiannual)					
01.01.2024 - 31.12.2024	180000	nu	133969	nu	nu	nu	nu	313969	n/a	100%

** n/a – non-applicable*

The remuneration and other advantages/benefits granted to the General Manager in 2024 comply with the applicable statutory approvals as well as the approved Remuneration Policy.

The table below presents the elements included in the category "Other benefits" granted to the General Manager, such as travel expenses, medical insurance, company car, professional training, company housing, telephone, laptop, tablet, other benefits.

Table 5: *Items included in the "other benefits" category in the 2024 financial year*

Name and surname, Position	Period of activity	Non-financial benefits						
Huang Liang Neng CEO	2024	Car	Travelling expenses	Accommodation	Professional Training / Training	Health insurance	Laptop	Telephone
		Yes	Yes	Yes	No	No	Yes	Yes

In the 2024 financial year, the General Manager had to fulfill the objectives and attributions mentioned in the Mandate Contract concluded with the company and in the company's medium and long-term strategies, as well as manage multiple situations that arose during this financial year, which, correctly managed, had a lesser impact on the results.

Thus, part of the General Manager's management strategy also consisted of taking all measures to ensure the company's activities are carried out safely for all stakeholders, in the context of difficult markets involved, of which the market for raw materials from recycled materials stands out, where there has been a decrease in customer interest in this type of raw materials due to the decrease in the price of virgin raw materials, the utilities market with high prices at a level difficult to imagine a few years ago, in the context of the geopolitical climate created by the war in Ukraine, and last but not least the labor market, which is showing a continuously increasing volatility.

A successfully achieved objective was the completion by Romcarbon, at the end of June 2024, of the implementation of the investment for the installation of a photovoltaic system with an installed capacity of 998 kWp, fully financed from PNRR funds, based on the Financing Contract concluded with the Ministry of Energy for the financing of the project "Implementation of a capacity for the production of electricity from renewable solar energy sources within the company ROMCARBON SA".

In fact, one of the pillars of the company's development strategy designed by the General Manager for the coming period is precisely the reduction of the company's dependence on electricity supplied from the national system, and the replacement, to the greatest extent possible, of this type of energy with energy from renewable, photovoltaic sources. In this sense, investments in systems for the production of electricity from photovoltaic sources continued during 2024, by the end of the year another capacity of 339 kWp being installed, in addition to the 998 kWp mentioned above.

In 2024, there were no increases in the fixed remuneration of the General Manager of Romcarbon, nor were any other non-financial benefits granted except for those presented in the table above.

Regarding any remuneration received by the General Manager of the company from any entity belonging to the same group, respectively from entities affiliated with Romcarbon S.A. during 2024, we specify that the General Manager of Romcarbon holds, as stated above, also the position of Financial Advisor within the company Livingjumbo Industry SA (a company in which Romcarbon S.A. holds 99.8571% of the share capital).

The situation of remuneration received by the General Manager during 2023 from companies affiliated with Romcarbon S.A., in which it has significant holdings, of over 25% of the share capital, is presented in the following table:

Table 6: *Situation of remuneration received by executive management from other entities in the Romcarbon Group in 2024*

Period of activity	Affiliated company	Fix Remuneration			Variable Remuneration		Special Benefits	Pensions	Total annual remuneration	Relative proportion of variable remuneration (Variable remuneration / fixed remuneration	Share of fixed remuneration in total remuneration (Fixed remuneration / Total remuneration)
		The gross annual fixed remuneration	Advisory committee compensation	Other benefits	Gross variable remuneration	Long-term variable remuneration (gross multi-year)					The gross annual fixed remuneration
01.01.2024 -31.12.2024	LivingJumbo Industry SA	100800	no	4540	no	no	no	no	105340	n/a	100%

** n/a – not - applicable*

Section 2: Variable remuneration in the form of shares and the right to recover the variable remuneration (component) in the form of adjustment (malus) and claw-back

The Company did not grant variable remuneration in the form of shares during the 2024 financial year.

To the extent that, in the future, the decision to grant a variable remuneration component in the form of shares will be taken, the Board of Directors will proceed, at the optimal time, to re-evaluate the remuneration policy, its revision and/or adequacy, so as to clearly establish, within the policy, the procedure regarding the recovery of variable remuneration, including that granted in the form of shares, the period affected by the event determining the recovery and/or the type of restitution, etc.

Section 3: Company performance in the 2024 financial year

- In 2024, Romcarbon S.A. achieved the following financial indicators:
- Cumulative sales reached 225,633,8534 lei, 5.25% more than in 2023. Net sales from the core activity, respectively from the sale of products obtained, increased by 5,604,655 lei (3.66%) compared to 2023.
- Operational EBIDTA in 2024 was 579,594 lei, registering a decrease of -4,293,682 (-88%), compared to 2023.
- The result from operational activities in 2024 was a loss of 7,201,258 lei, i.e. a decrease of 9,334,455 lei compared to the previous year.
- The net loss recorded in 2024 is -5,992,980 lei, in 2023 a net profit of 3,313,809 lei was recorded.

In terms of operational activity, the biggest challenges in 2024 were represented by the decrease in market demand, under the effect of increased inflation, which led end consumers to reconsider their consumption behavior, but also by the continuous increase in energy prices and the minimum gross salary guaranteed in payment, which put additional pressure on the business.

The current international economic context in which there are global geopolitical tensions arising from the military interventions of the Russian Federation in Ukraine, respectively of Israel in the Gaza Strip, have generated and are generating economic uncertainties on the energy and capital markets, with global prices expected to be very volatile in the foreseeable future.

The **Recycled Polymers & Compounds** sector recorded losses of approximately 7 million lei, due to reduced capacity caused by the failure of a production line.

During this period, the management team, on the one hand, acted to adjust the selling prices of the products, so that they reflect the increases we faced in terms of utilities, minimum wage and logistics costs, continuing to pursue the increase in quantities sold, and on the other hand, great efforts were made to procure raw materials at the most advantageous prices, in order to ensure uninterrupted production activity..

Section 4: The degree of compliance of the remuneration with the approved remuneration policy and the remuneration principles/performance criteria applied

During the 2024 financial year, remuneration was made in accordance with the principles applied in the administration/management of the company's activities, namely prudence, diligence, solid/sustainable development and effective risk management, without encouraging the assumption of risks incompatible with the activity profile, with the internal rules or with the company's articles of association.

Also, remuneration in 2024 respected the remuneration principles established by the applicable legal regulations on work remuneration, the remuneration policy adopted by the company and was appropriate to the size of the company, its internal organization, as well as the nature and complexity of the company's activities.

Section 5: Derogations from the application of the remuneration policy and/or from the procedure for its application

The remuneration during the financial year 2024 did not record any deviations from the application of the remuneration policy adopted by the company, as approved by the Decision of the Ordinary General Meeting of Shareholders no. 1 of 28.04.2021, regarding the Administrators, respectively the Decision of the Board of Directors of Romcarbon SA no. 1/2020, regarding the General Manager. Also, there were no deviations from the procedure for applying the remuneration policy.

Section 6: Annual evolution of remuneration, company performance and average remuneration based on full-time equivalent of the issuer's non-manager employees over the last 5 financial years

The remuneration granted to the company's employees during each year from 2018 to 2024 reflects the conditions negotiated according to the Collective Labor Agreement, signed at company level for the years 2017 - 2019, 2019 - 2021, 2021 - 2023 and 2023-2025 respectively, as well as the application of the applicable legal regulations regarding the establishment of the minimum gross salary per country guaranteed in payment.

Table 7: *Evolution of the average annual gross salary of Romcarbon SA employees based on full-time equivalent during 5 financial years prior to 2024*

Average annual gross salary based on the full-time equivalent of the Company's employees	Evolution 2024-2023	Evolution 2023- 2022	Evolution 2022- 2021	Evolution 2021- 2020	Evolution 2020- 2019	Evolution 2019-2018
Increase in the relative value of the average annual gross salary (%)	4.61%	16.54%	10.44%	7.63%	8.56%	10.61%
Annual average gross salary increase value per company (RON)	236	726	415	282	291	326

The evolution of the main financial indicators of Romcarbon SA for the period 2018-2024 can be found in the table below:

Table 8: *Evolution of the main financial indicators during the 5 financial years prior to 2024*

The main financial indicators	**Financial year 2024 compared to financial year 2023**	**Financial year 2023 compared to financial year 2022**	**Financial year 2022 compared to financial year 2021**	**Financial year 2021 compared to financial year 2020**	**Financial year 2020 compared to financial year 2019**	**Financial year 2019 compared to financial year 2018**
Operating EBITDA	(4.293.682)	(10,152,024)	1,038,251	1,612,296	55,977	934,534
	-88.11%	-67.57%	7.42%	13.03%	0.45%	8.21%
Operational profit	(9,334,455)	(4,488,031)	(939,203)	4,364,788	(240,880)	(1,651,600)
	-437.58%	-67.78%	-12.75%	136.59%	-7.01%	-32.46%
Net profit	(9,306,789)	(48,157,881)	52,919,148	(2,316,562)	499,007	(4,430,257)
	-280.85%	-93.56%	3656.01%	-266.55%	134.83%	-92.29%

**Operational EBITDA - only the core activity is taken into account, excluding financial activity, asset sales, depreciation and other non-recurring items.*

A. Evolution of the gross annual fixed remuneration and its annual variation during the period 2019-2024, for the Directors of Romcarbon S.A. in office

The gross annual fixed remuneration granted to administrators during the period 2019 - 2024 had the evolution shown in the following table:

***Table 9**: Evolution of the annual fixed remuneration of the Board members during the 5 financial years prior to 2024*

Name and surname	Position	Period of activity	The gross annual fixed remuneration					
			2024	2023	2022	2021	2020	2019
Huang Liang Neng	Chairman CA	26.04.2018 31.12.2024	0	0	0	0	15770	93501
Wang Yi Hao	Member CA	01.11.2010 29.11.2021	0	0	0	0	13408	79500
Toderita Stefan Alexandru	Member CA	04.02.2020 31.12.2024	0	0	0	0	0	NA
Wey Jiann Shyang	Member CA	29.11.2021 31.12.2024	0	0	0	0	0	NA

The variation in the gross annual fixed remuneration granted to the company's Administrators compared to the previous year, for 5 financial years prior to the reporting year, respectively 2019 - 2024, is presented in the table below:

***Table 10:** Evolution of the variation of the annual fixed remuneration of the Board members during the 5 financial years preceding 2024*

Name and surname	Position	Period of activity	The variation of the gross annual fixed remuneration					
			Fixed remuneration 2024/ Fixed remuneration 2023	Fixed remuneration 2023/ Fixed remuneration 2022	Fixed remuneration 2022/ Fixed remuneration 2021	Fixed remuneration 2021/ Fixed remuneration 2020	Fixed remuneration 2020/ Fixed remuneration 2019	Fixed remuneration 2019/ Fixed remuneration 2018
Huang Liang Neng	Chairman CA	26.04.2018 31.12.2024	NA	NA	NA	NA	1.01	1.02
Wang Yi Hao	Member CA	01.11.2010 29.11.2021	NA	NA	NA	NA	1.01	1.02
Toderita Stefan Alexandru	Member CA	04.02.2020 31.12.2024	NA	NA	NA	NA	NA	NA
Wey Jiann Shyan	Member CA	29.11.2021 31.12.2024	NA	NA	NA	NA	NA	NA

** n/a – not applicable*

The ratio between the gross annual fixed remuneration granted to the company's Directors in office during the 2024 financial year and the average gross salary per company based on the full-time equivalent granted to the issuer's employees, who are not managers, during the last 5 financial years is presented in the table below:

***Table 11**: Evolution of the variation of the annual fixed remuneration of the members of the Board of Directors compared to the average annual gross salary per company during the 5 financial years prior to 2024*

Name and surname	Position	Period of activity	The variation in gross annual fixed remuneration/Gross average annual salary in the company					
			2024	2023	2022	2021	2020	2019
Huang Liang Neng	Chairman CA	26.04.2018 31.12.2024	NA	NA	NA	NA	2.13	2.29
Wang Yi Hao	Member CA	01.11.2010 29.11.2021	NA	NA	NA	NA	1.81	1.95
Toderita Stefan Alexandru	Member CA	04.02.2020 31.12.2024	NA	NA	NA	NA	NA	NA
Wey Jiann Shyang	Member CA	29.11.2021 31.12.2024	NA	NA	NA	NA	NA	NA

** n/a – not applicable*

A. Evolution of the gross annual fixed remuneration and its annual variation during the period 2019-2024, for the General Manager of Romcarbon S.A. in office

The gross annual fixed remuneration granted to the General Manager during 2019 – 2024 had the evolution shown in the following table:

Table 12: *Annual fixed evolution of the General Manager during the 5 financial years prior to 2024*

Name and surname	Position	Period of activity	The gross annual fixed remuneration					
			2024	2023	2022	2021	2020	2019
Huang Liang Neng	CEO	17.02.2020 31.12.2024	180000	180000	180000	180000	142500	NA

** n/a – not applicable*

The variation in the gross annual fixed remuneration granted to the General Manager of the Company compared to the previous year, for 5 financial years prior to the reporting year, respectively 2019 - 2024, is presented in the table below:

Table 13*: Evolution of the variation of the annual fixed remuneration of the General Manager during the 5 financial years prior to 2024*

Name and surname	Position	Period of activity	The variation in gross annual fixed remuneration					
			2024/2023	2023/2022	2022/2021	2021/2020	2020/2019	2019/2018
Huang Liang Neng	CEO	17.02.2020 31.12.2024	1.00	1.00	1.00	1.00	NA	NA

** n/a – not applicable*

The ratio between the gross annual fixed remuneration granted to the General Manager of the Company, in office during the financial year 2024, and the average gross salary per company based on the full-time equivalent granted to the issuer's employees, who are not managers, during the last 5 financial years is presented in the table below:

***Table 14**: Evolution of the variation of the annual fixed remuneration of the General Manager compared to the average annual gross salary per company during the 5 financial years prior to 2024*

Name and surname	Position	Period of activity	The variation in gross annual fixed remuneration/Gross average annual salary in the company					
			2024	2023	2022	2021	2020	2019
Huang Liang Neng	CEO	17.02.2020 31.12.2024	2.80	2.93	3.42	3.77	4.06	NA

** n/a – not applicable*

III. Conclusions

This report on the remuneration and other benefits granted to the Administrators and the General Manager of the company during the financial year 2024 presents the complete summary of the remuneration and other benefits granted by the company to its managers, including by comparison with the average gross salary per company based on the full-time equivalent granted to the issuer's employees, who are not managers, during the last 5 financial years and was prepared in compliance with the provisions of art. 107 of Law no. 24/2017 on issuers of financial instruments, as amended by Law no. 158/2020 for the amendment, completion and repeal of certain normative acts, of Regulation no. 5/2018 of the Financial Supervisory Authority, on issuers of financial instruments and market operations, of Law no. 31/1990, on commercial companies, of the Articles of Association of ROMCARBON S.A. and of the Remuneration Policy approved according to the Decision of the Ordinary General Meeting of Shareholders of Romcarbon S.A. no. 1 of 28.04.2021.

The remuneration report for the financial year 2024 will be submitted to the approval of the company's shareholders at the Ordinary General Meeting of Shareholders to be convened on 29.04.2025 (30.04.2025 – second convocation), according to the financial calendar published by the company.

Chairman of the Board of Directors
Huang Liang Neng

Financial Manager
Zainescu Viorica Ioana

Deputy General Manager for Administration
Manaila Carmen

For signature please refer to the Romanian version