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 my 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 **29.04.2025**, **12.30 p.m.** at ROMCARBON headquarters, Transilvaniei Street, no. 132, or for the date established for the second meeting **– 30.04.2025**, **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 **15.04.2025**, as it follows:

Extraordinary Shareholders Meeting Agenda	**For**	**Against**	**Abstain**
1. Approval for the banking exposure of Romcarbon SA for the financial years 2025-2026, consisting of: Bank credits in amount of in a limit of EUR 15,906,106 and RON 500,000 and a limit of bank letters of guarantee that can be guaranteed with cash collateral in the amount of 50,000 lei, as well as increasing this exposure by a maximum ceiling of 2,000,000 euros or equivalent in lei, for unforeseen financing needs; guarantees granted to Livingjumbo Industry S.A. for the loans contracted by it with UniCredit Bank S.A. (2,000,000 euros and non-committal credit - Treasury Line - in the amount of 450,000 Eur); guarantees granted to RC Energo Install SRL for the credit facilities contracted with Eximbank SA in the amount of 2,000,000 lei, as detailed in material no. 764/25.03.2025.			
2. Approval for: - 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; - Extension by a period of 12 months of the validity of the credit lines contracted with Exim Banca Romaneasca SA (in the amount of 2,550,000 euros and 2,000,000 euros respectively) and UniCredit Bank SA (in the amount of 8,000,000 euros) with the maintenance of the related guarantees; - Contracting a multicurrency investment loan in the amount of 5,090,000 euros, for a period of 60 months for the financing of the Project with European funds from the PNRR program approved in 2024 (in the total amount of 12,155,000 euros excluding VAT); - Contracting a bridge loan with a value of 7,065,000 euros for the investment project with European funds from the PNRR program approved in 2024 (in the total amount of 12,155,000 euros excluding VAT);			

3. Empower the Board of Directors to negotiate and decide regarding: - 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/eixting 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.			
4. Empowering for the General Director, and in his absence for any reason, of the Deputy General Administrative 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 EGMS 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. Approval for Romcarbon SA 2025 Investment Plan according to material no. 259/25.03.2025.			
6. Approval of **27.05.2025** as "registration date", according to Law 24/2017.			
7. Approval of **26.05.2025** as "ex-date", according to Law 24/2017.			
8.Empowerment of the company Board of Directors to take any/all measures and formalities for the fulfillment of resolutions adopted by the EGMS.			
9. Empowerment of the EGMS Chairman as apointed 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.			
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.			

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 29/30.04.2025". at the latest 25.04.2025, 11.00 a.m.