

REGULATIONS ON THE ORGANIZATION AND OPERATION OF THE BOARD OF DIRECTORS OF “ROMCARBON” S.A.

Preamble

This Regulation establishes the Profile of the Board of Directors of Romcarbon SA, and includes a complete description of the structure, powers, roles and responsibilities of the Board of Directors, in order to fulfill the purpose and objectives of this body, to ensure effective supervision, a strategic decision-making framework and sound corporate governance for the company.

- (1) S.C. ROMCARBON S.A. is a private company managed by a Board of Directors composed of 3 members, elected or appointed by the 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.
- (2) The election of directors is made from among the candidates for the positions of director nominated by the current members of the Board of Directors or by the shareholders.
- (3) Persons who, according to the law, are incapacitated or have been convicted of fraudulent management, breach of trust, forgery, deception, embezzlement, perjury, giving or taking bribes, as well as for other offenses provided for by the law on commercial companies are incompatible with the quality of member of the Board of Directors.
- (4) The Board of Directors is headed by a president elected by the members of the Board of Directors. The members of the Board of Directors shall also appoint a substitute for the Chairman of the Board of Directors, who shall hold the position of Vice-Chairman.
- (5) The Chairman of the Board of Directors may also act as the General Manager of the company.
- (6) The Board of Directors shall meet at the company's headquarters or in other places, monthly and whenever necessary, upon convocation by the Chairman, upon the reasoned request of at least 2 of its members, or of the General Manager, the Chairman being obliged to comply with such a request. The Board of Directors shall be chaired by the Chairman, and in his absence, by the Vice-Chairman.
- (7) The notices for the meetings of the Board of Directors shall be sent, at least 5 days before the date of the meeting, by any means of distance communication (post, e-mail, fax) that ensures confirmation of

receipt, in writing, by the recipient/member of the Board of Directors summoned. These convocations will include the date, respectively the location where the Board of Directors meeting will be held as well as the agenda, no decision can be taken on other issues, except in case of emergency and subject to ratification in the next meeting by the absent members. In exceptional cases, justified by the urgency of the situation and the interest of the company, the decisions of the Board of Directors may be taken by unanimous vote expressed in writing by the members, including by e-mail, without the need for a meeting of the respective body.

(8) For the validity of the decisions taken, the presence of at least half of the members of the Board of Directors is required and the decisions are taken by a simple majority of the members present. In case of parity of votes, the Chairman of the Board of Directors (who is not at the same time a director of the company) will have the casting vote. If the acting chairman of the Board of Directors cannot or is prohibited from participating in the vote, the other members of the Board of Directors will be able to elect a chairman of the meeting, having the same rights as the acting chairman. In case of parity of votes and if the chairman does not have the casting vote, the proposal submitted to the vote is considered rejected.

(9) The meetings of the Board of Directors will take place in the presence of the administrators or by correspondence (mail, e-mail, etc.). The meetings may also be held by any means of telecommunications such as videoconference or teleconference.

(10) The members of the Board of Directors may express their vote on the issues included on the agenda during the meeting, as well as through any means of distance communication (post, e-mail, fax) that ensures confirmation of receipt of the vote expressed in writing, by the secretary of the Board of Directors, at the latest by the end of the meeting for which they were convened.

(11) The debates of the Board of Directors that take place are recorded in the minutes of the meeting, which are recorded in a register. The meetings of the Board of Directors may be audio-video recorded.

(12) The minutes of the meeting are signed by the chairman of the meeting and by at least one other director.

(13) In the event of a vacancy in one or more director positions, unless otherwise provided for in the articles of association, the board of directors shall proceed to appoint provisional directors until the ordinary general meeting of shareholders is convened.

If the vacancy provided for above determines the decrease in the number of directors below the legal minimum, the remaining directors shall immediately convene the ordinary general meeting of shareholders, in order to complete the number of members of the board of directors.

If the directors fail to fulfill their obligation to convene the general meeting, any interested party may apply to the court to designate the person responsible for convening the ordinary general meeting of shareholders, who shall make the necessary appointments.

(14) At the level of the Board of Directors, consultative committees may be established, consisting of at least 2 members, one of whom shall act as president of the respective committee with powers to represent

the committee. The advisory committees meet whenever necessary, upon convocation by the president, and the proposals/recommendations formulated to the Board of Directors (to substantiate the decisions taken by it) are adopted by the majority of the votes cast. The powers and responsibilities of the advisory committees are established by the Board of Directors. At least one member of each advisory committee must be an independent non-executive director, the audit committee may only be formed by non-executive directors, and at least one member of the audit committee must have experience in applying accounting principles or in statutory financial auditing.

(15) The management of the company is delegated by the Board of Directors to one or more Directors, one of whom will be the General Director, who will be 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 Law or the Articles of Association, to the Board of Directors or the General Meeting of Shareholders.

(16) In relations with third parties, pursuant to the provisions of art. 143 paragraph 4 in conjunction with art. 143² paragraph 4 of Law 31/1990 on commercial companies, the company is represented by the General Manager, who acts independently within the limits of the mandate received.

(17) The President, members of the Board of Directors, and Directors of the Company are individually or jointly liable, as the case may be, to the company for damages resulting from offenses or violations of legal provisions, for violations of the articles of association, as well as for errors in the administration and management of the company.

(18) In such situations, they may be revoked by decision of the General Meeting of Shareholders/Board of Directors.

(19) The following advisory committees are established at the Board of Directors level:

- The Audit Committee, which will be composed of two non-executive directors and an independent member with competences in the field of accounting and statutory audit, appointed by the General Meeting of Shareholders, according to the provisions of art. 65 of Law no. 162/2017.

(20) The Board of Directors may, by decision, establish other advisory committees in various fields of activity, depending on the needs and management strategy of the company. The advisory committees shall be composed of at least 2 members, one of whom shall act as chairman of the respective committee. The advisory committees shall meet whenever necessary, upon the convocation of the chairman, and the proposals/recommendations formulated to the Board of Directors (to substantiate the decisions taken by it) shall be adopted by the majority of the votes cast. The powers and responsibilities of the advisory committees shall be established by the Board of Directors.

(21) At least one member of each advisory committee shall be an independent non-executive director. The audit committee shall be formed only of non-executive directors. At least one member of the audit committee shall have experience in applying accounting principles or in financial auditing.

(22) Duties of the Board of Directors:

- a) approves the Organization and Operation Regulations and the Internal Regulations of the company;
- b) establishes the strategy regarding the remuneration of the company's employees based on their studies and the work actually performed, in compliance with the minimum salary limit provided by law and other rights and obligations;
- c) decides on the conclusion of legal acts for consideration or free of charge, through which the company transfers or acquires a property right, a real right or a right of claim, exchanges, constitutes as collateral, rents, transfers and acquires the use, leases goods, under the conditions of the law and approves, within the limits of the law, the granting by the Company of any guarantee or compensation as well as any advance or loan, other than that of a commercial credit granted in the ordinary course of business;
- d) approves the contracting of loans or the incurring of debt or the establishment of an obligation in the nature of a loan on behalf of the Company other than commercial debts, contracted in the ordinary course of business;
- e) decides on the establishment or dissolution of branches, subsidiaries, agencies, work points and similar;
- f) establishes the company's personnel tactics and strategy, mandating the Company's Directors to hire or dismiss personnel;
- g) approves the company's organizational structure, the number of positions, as well as the regulations for establishing functional and production departments;
- h) establishes the marketing tactics and strategy, as well as the main directions of activity and development of the Company and supervises the activity of the Company's directors;
- i) applies and monitors compliance with the principles of Corporate Governance and ethical principles at the Company level;
- j) submits for approval to the General Meeting of Shareholders, within a maximum of 5 months from the end of the financial year, the financial statements for the previous year, the investment plan, as well as the draft activity program and the draft income and expenditure budget of the company for the current year and proceeds to update them, as appropriate;
- k) resolves other issues established by the General Meeting;
- l) appoints and dismisses the company's Directors, establishes their remuneration, duties, responsibilities and powers, supervises the performance of the executive management and ensures succession planning for the executive management;
- m) negotiates the collective labor agreement with the company's employee representatives and approves collective dismissals, as well as any other organizational restructuring plan of the Company;
- n) carries out any activity related to the company's administration, which is in its interest and within the limits of the rights conferred by law and the articles of association;
- o) appoints and dismisses the chairman of the Board of Directors;
- p) appoints the internal financial auditor, monitors his/her performance, discharges and dismisses him/her, and ensures that there is a solid framework for internal control and risk management.
- q) decides on the participation of ROMCARBON S.A. in the share capital of any commercial company, within the limit of the approved investment ceiling.

(23) Any of the administrators may delegate, partially or totally, the exercise of the duties held under the articles of association to the Directors of the Company or to a third party, based on a power of attorney under private signature or an authentic power of attorney, as the case may be.

(24) The following provisions apply to administrators throughout the duration of their mandate:

a) Administrators may not conclude an employment contract with the company. In the event that administrators have been appointed from among the company's employees, the individual employment contract shall be suspended for the period of the administrator's mandate;

b) Administrators shall exercise their mandate with loyalty and shall act with prudence and diligence, in the interest of the company and its shareholders, in compliance with Law no. 31/1990, the Decisions of the General Meeting of Shareholders and all other documents that complete the corporate governance framework of the company, solely in the interest of the company;

c) The administrator does not breach the obligation under point b) if, at the time of making a business decision, he is reasonably entitled to consider that he is acting in the interest of the company based on adequate information. A business decision is any decision to take or not to take certain measures regarding the administration of the company.

d) Administrators are not allowed to disclose the data and information to which they have access regarding the company and its activity. This obligation also applies after the termination of their mandate for a period of 5 years.

e) Administrators must comply with the inside information regime provided for by Regulation (EU) No. 596/2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC (Text with relevance for the EEA), Law No. 24/2017 on issuers of financial instruments and market operations and Regulation A.S.F. No. 5/2018 on issuers of financial instruments and market operations. Inside information within the meaning of the law means information of a precise nature, which has not been made public, which refers directly or indirectly to ROMCARBON SA, as an issuer of financial instruments (shares), or to the financial instruments issued by it and which, if made public, could significantly influence the price of the financial instruments in question or of the related derivative financial instruments; Information is considered to be of a precise nature if it indicates a set of circumstances that exist or that can be reasonably estimated to exist or an event that has occurred or can be reasonably estimated to occur, if the information is sufficiently specific to allow a conclusion to be drawn regarding the possible effect of that set of circumstances or that event on the prices of the financial instruments or related derivative financial instruments, of the related spot commodity contracts or of the products auctioned based on emission allowances. In this context, in the case of a prolonged process intended to produce or result in certain circumstances or a certain event, these future circumstances or that future event, as well as the intermediate stages of that process intended to produce or result in the future circumstances or event in question, may be regarded as precise information. An intermediate stage of a prolonged process is considered inside information if, in itself, it satisfies the criteria for inside information referred to in this article.

f) In order to comply with legal regulations, administrators must have effective security measures in place to block access to such information by those persons who, in the exercise of their function within the company, do not have authorized access to such information, and must take all necessary measures to

ensure that all persons who have access to inside information are aware of the applicable legal obligations and the internal rules of the issuer, as well as the sanctions applicable in the event of improper use or inappropriate circulation of such information;

g) The administrators are jointly and severally liable to the company for:

- 1) the reality of the payments made by the shareholders;
- 2) the real existence of the dividends paid;
- 3) the existence of the registers required by law and their correct maintenance;
- 4) the exact fulfillment of the decisions of the General Meeting of Shareholders;
- 5) the strict fulfillment of the duties that the law and the company's articles of association impose.

h) The directors are liable to the company for damages caused to it by acts performed by the executive management or by the employed personnel when the damage would not have occurred if they had exercised the supervision imposed by the duties of the position held.

i) The Board of Directors shall ensure that it has implemented adequate procedures based on which the executive management is responsible for notifying the Board of all irregularities found during the performance of executive duties.

j) The directors are jointly liable with their immediate predecessors if, having knowledge of the irregularities committed by them, they do not bring them to the attention of the internal auditor and the financial auditor;

k) The liability for the acts committed or for omissions does not extend to the directors who have had their objection recorded in the register of minutes of the Board of Directors and have notified the internal auditor and the financial auditor of this in writing;

l) Administrators who, in a certain operation in which the company is involved, have, directly or indirectly, interests contrary to the interests of the company must notify the other administrators and the internal auditor about this and not take part in any deliberation regarding this operation. The administrator or general manager has the same obligation if he knows that his spouse, relatives or in-laws up to the fourth degree inclusive are interested in a certain operation;

m) The prohibitions set out in letter l) are not applicable if the object of the vote is:

i) offering for subscription to a director or the persons mentioned in letter l) shares or bonds of the company;

ii) granting by the director or by the persons mentioned in letter l) a loan or providing a guarantee in favor of the company.

n) It is prohibited for the company to lend to administrators through operations such as:

- 1) granting loans;
- 2) granting financial advantages on the occasion of or subsequent to the conclusion by the company with them of operations for the delivery of goods, provision of services, or execution of works;
- 3) direct or indirect guarantee, in whole or in part, of any loans granted, concurrent with or subsequent to the granting of the loan;
- 4) direct or indirect guarantee, in whole or in part, of the execution by the administrators of any of their personal obligations towards third parties;
- 5) acquisition for consideration or payment in whole or in part of a receivable having as its object a loan granted by a third party to the administrators or another personal performance by them;

o) The provisions of letter n) are also applicable to operations in which the spouse, relatives or in-laws up to the 4th degree inclusive of the administrators are interested; also if the operation concerns a civil or other type of company in which one of the aforementioned persons is an administrator or holds, alone or together with one of the aforementioned persons, a share of at least 20% of the value of the subscribed share capital;

p) The provisions of letter l) do not apply:

1) in the case of operations whose cumulative payable value is lower than the equivalent in lei of the amount of 50,000 euros;

2) in the case where the operation is concluded by the company under the conditions of the current exercise of its activity and the terms of the operation are not more favorable to the persons provided for in letters m) and n) than those that the company usually practices towards third parties.

q) Under penalty of nullity, administrators will be able, in their own name, to alienate, respectively acquire assets to or from the company with a value exceeding 10% of the value of the company's net assets only after obtaining the approval of the Extraordinary General Meeting of Shareholders under the conditions provided for by Law no. 31/1990 on commercial companies;

r) Members of the Board of Directors are obliged to declare their interests. The declaration of interests is submitted to the Legal Office within the company within 15 days from the date of appointment or election to office or from the date of commencement of activity and is updated no later than June 15, for the previous fiscal year.

s) By accepting the mandate of administrator, the members of the Board of Directors firmly, unilaterally and unconditionally undertake to respect the obligations of fidelity and confidentiality as well as the privileged information regime provided by law with regard to any information, data, documents and/or facts concerning the activity carried out by "ROMCARBON" SA of which they became aware in the exercise of their duties as administrator.

t) The members of the Board of Directors will have professional liability insurance, the equivalent of which is borne by the company, under the terms of the law.

(25) The Board of Directors shall be concerned with the achievement of gender balance indicators, both at the board and executive management level.

(26) The Board of Directors shall annually self-assess its composition, dynamics, activity and performance and evaluate the working relationship with the executive management.

(27) The Board of Directors shall annually develop, before the end of the year, an internal work plan as a guidance tool to identify the topics to be addressed during the following year.

(28) The Chairman of the Board of Directors has powers and rights specific to the management of the company. The main powers are the following:

a) Convenes and chairs the meetings of the Board of Directors, establishing their agenda;

- b) Chairs the meetings of the General Meeting of Shareholders. The Chairman of the Board of Directors may delegate this attribution under the terms of Law No. 31/1990 and the company's articles of association;
- c) Coordinates the activity of the Board of Directors and reports thereon to the General Meeting of Shareholders;
- d) Orders and controls the execution of the decisions of the Board of Directors;
- e) Oversees the proper functioning of the company's bodies and ensures adequate information to the members of the Board of Directors regarding the items on the agenda of the meetings of the Board of Directors.
- f) Exercises the attributions assigned to him by the Decisions of the General Meeting of Shareholders and by the legislation in force.

(29) Within the Board of Directors, there is a Board Secretariat that ensures logistical support for the organization and conduct of the board meetings. The following provisions constitute the operating regulations of the Board Secretary:

(1) The Secretary of the Board of Directors is provided by the company's employees within the Legal Office and carries out its activity in compliance with the legal provisions and the decisions of the Board of Directors and has the following main responsibilities:

- a) Prepares the agenda of the Board of Directors meetings based on the projects communicated by the Chairman of the Board of Directors;
- b) Prepares the meeting folder with the materials on the agenda of the Board of Directors meeting and sends the materials to the administrators by e-mail or on paper;
- c) Drafts the Board of Directors decisions based on the debates and deliberations of the Board of Directors meetings;
- d) Ensures a viable system for transmitting extracts from the Board of Directors decisions to the persons responsible for their implementation;
- e) Prepares and signs the meeting minutes, when debates take place, this being signed by the Chairman of the Board of Directors and by at least one other administrator;
- f) Monitors the level of implementation of the Board of Directors decisions by the due date, periodically reporting to the Chairman and members of the Board of Directors the status of implementation of the measures ordered by the Board of Directors.

2) After the Chairman of the Board of Directors has established the agenda and the details regarding the holding of the meetings, the Secretariat of the Board of Directors is obliged to send to all members of the Board of Directors by e-mail or on paper, at least 5 days before the date on which the meeting is to take place, the convocation of the meeting. In special cases, the meeting may be convened on an emergency basis. The convocation shall include the date, time, place where the meeting will be held and shall have attached the agenda and materials relating to the items on the agenda. The Chairman of the Board of Directors may order the rescheduling of the meeting date or the completion/supplementation/modification of its agenda.

3) The materials presented during the meetings of the Board of Directors may be analyzed in advance by the executive management, amendments may be made to them and will be approved by the General Manager. The materials shall be registered with the Secretariat of the Board of Directors. with the mention

“for the Board of Directors meeting dated”. The documents prepared to be analyzed in the meetings of the Board of Directors and to substantiate its decisions will reflect the analyzed field and will necessarily bear the signature of the executive director/departmental manager, respectively the head of the service/office subordinated to the general director. The materials must be clear and concise, have a synthetic character and contain concrete information and proposals, so that the administrators can adopt decisions with knowledge of the facts. All materials analyzed in the meetings of the Board of Directors will be annexed to the minutes of the meeting and to the decision drawn up following the deliberations within it. If, following the debates and deliberations within the meeting, the Board of Directors considers that modifications or additions are necessary regarding some materials, these will be subject to revision and the discussions on the items on the agenda to which they refer will be postponed to the next meeting of the Board of Directors.

The materials reviewed by the issuing departments/services/offices will be sent in a timely manner to the Board of Directors Secretariat to be included on the agenda of the next meeting of the Board of Directors.

4) The Secretariat of the Board of Directors will not accept materials, reports, papers, notes and annexes related to them or any other documents that do not comply with the requirements for inclusion on the agenda of the Board of Directors meeting. The Secretariat of the Board of Directors will return incomplete or unsigned/unapproved documents to the issuers for review.

5) The Secretariat of the Board of Directors will ensure the archiving of the Board of Directors decisions, the meeting minutes and the materials that formed the basis of the deliberations during the Board of Directors meetings.

6) The Board of Directors decisions are structured by articles and are signed by the Chairman of the Board of Directors or by the Vice Chairman designated to take his place. The Secretariat of the Board of Directors will distribute, upon signature, through the company's secretariat to the executive directors/departmental managers as well as to the services/offices concerned or in connection with the implementation of the respective decision, extracts containing the articles by which tasks, responsibilities, deadlines were established.

7) The Board of Directors Secretariat will respect the full confidentiality of the content of the debates and of all materials and data related to the meetings of the Board of Directors and will not disseminate any information without authorization.

8) The documents of the meetings of the Board of Directors requested by the Departments/services/offices, etc. other than the issuing/signing ones, may be consulted/multiplied only with the written consent of the general manager.

9) The minutes of the meeting will include the names of the participants, the order of deliberations, the decisions taken, the number of votes cast, the separate opinions, the items on the agenda regarding which the discussions are postponed to the next meeting. It will be signed by the Chairman of the Board of Directors, by at least one other director and by the Secretariat of the Board of Directors.

(30) These Regulations for the Organization and Functioning of the Board of Directors of “ROMCARBON” SA are binding on all members of the Board of Directors, regardless of the moment in which they were appointed to office and regardless of the situation, nature and quality of the shareholders who proposed them for this position. None of the members of the Board of Directors of “ROMCARBON” SA may oppose to the company, its shareholders or third parties the ignorance of its provisions and

obligations arising directly or indirectly from these Regulations, from legal provisions in force and from the Articles of Association, for the purpose of justifying or exonerating from liability, of any nature, for acts that contravene the norms in force.

(31) These Regulations are supplemented by the provisions in force contained in Law no. 31/1990, Law 24/2017, the regulations issued in their application and in the Articles of Association of the company, as well as any other incidental legal provision.

Board of Directors of ROMCARBON SA

By the President

Huang, Liang - Neng