

**No.403/29.04.2024**

## CURRENT REPORT

*According to: 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; Law No.31/1990, companies, republished with subsequent amendments; Articles of Association of ROMCARBON S.A.*

Date of report: 29.04.2024

Name of Issuer: ROMCARBON S.A.

Headquarters: no.132, Transilvaniei street, Buzau, Buzau County

Phone number: 0238/711 155

Fax number: 0238/710 697

Single registration code: RO 1158050

Number of Trade Registry: J 10/83/1991

Subscribed and paid up capital: 52.824.419,20 lei

Regulated market where the issued securities are traded: BVB Standard Category

Event to be reported: Ordinary General Meeting of Shareholders and Extraordinary General Meeting of Shareholders of 29.04.2024

ROMCARBON S.A. reports the following important event: On 29.04.2024, at 12.00, respectively 12.30, at the company's headquarters in Buzău, Transilvaniei Street no. 132, in accordance with the provisions of the law and the Articles of Association, the following took place:

### **The Ordinary General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders (first convocation).**

At the meetings were present/represented and voted by mail shareholders representing 66,9462% of the total share capital/voting rights, respectively 353.639.194 shares/votes

Following the debates and deliberations on the issues on the agenda, the following were adopted:

#### **A. Ordinary General Meeting of Shareholders (first convocation):**

1. Approved with a number of **353.639.194** votes "for" (66,9462% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the annual report of the Board of Directors for the fiscal year 2023.
2. Approved with a number of **353.639.194** votes "for" (66,9462% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the individual financial statements for the financial year 2023 in accordance with International Financial Reporting Standards (IFRS) based on: Directors' Report and External Financial Auditor's Report for the financial year 2023.
3. Approved with a number of **353.639.194** votes "for" (66,9462% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the report of the external financial auditor - Deloitte Audit SRL, member of Deloitte Touche Tohmatsu - on the consolidated financial statements for the financial year 2023.
4. Approved with a number of **353.639.194** votes "for" (66,9462% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the consolidated financial statements, for the financial year 2023 in accordance with International Financial Reporting Standards (IFRS) based on: Directors' Report and External Financial Auditor's Report for the financial year 2023.
5. Approved with a number of **353.639.194** votes "for" (66,9462% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the report of the external financial auditor - Deloitte Audit SRL, member of Deloitte Touche Tohmatsu - changing situations on the consolidated financial statements prepared in accordance with International Financial Reporting Standards (IFRS) for the fiscal year 2023.
6. Approved with a number of **353.639.194** votes "for" (66,9462% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the Annual Report for 2023, prepared in accordance with ASF Regulation No.5/2018 on issuers and operations with securities and the Corporate Governance Code of the Bucharest Stock Exchange.
7. Approved with a number of **281.939.194** votes "for" (53,3729 % of the total voting rights), 0 votes "against" respectively 71.700.000 votes "abstain" to discharge the members of the Board of Directors for the work in fiscal year 2023.

**8.** Approved with a number of **353.639.194** votes "for" (66,9462% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the contracting of the company's external financial audit for the financial year 2024, for a 1-year mandate, starting on 01.05.2024, and the conclusion of an external financial audit services contract for the financial year 2024 with SC BDO AUDIT SRL.

The Board of Directors is empowered to negotiate and decide on the best technical and financial conditions regarding the conclusion of the contract and respectively the General Director, Mr. Huang Liang Neng and the Financial Director, Mrs. Zainescu Viorica, to represent the company in the relationship with SC BDO AUDIT SRL and to sign in the name and on behalf of the company the contract for the provision of external financial audit services with SC BDO AUDIT SRL, as well as additional acts to the contracts and any other necessary documents, in order to the fulfillment of those approved in this decision and for the execution of the contract.

**9.** Approved with a number of **353.639.194** votes "for" (66,9462% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" to appoint Mr.Stefanoiu Vasile, financial auditor of „Stefanoiu Vasile Individual Audit Cabinet” as independent member of the Audit Committee for a 1 year mandate starting the appointment date, in accordance with the provisions of art.65, Title I, chapter IX of Law 162/2017, granting to the Audit Committee independent member a gross annual remuneration in amount of 2000 Euro and the empowerment of the company General Manager, Mr. Huang Liang Neng to sign any documents and fulfill all necessary diligence to carry on the OGMS Resolution.

**10.** Approved with a number of **353.639.194** votes "for" (66,9462% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the income and expenses budget for the financial year 2024.

**11.** Approved with a number of **353.639.194** votes "for" (66,9462% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the Remuneration Report for the financial year 2023.

**12.** Approved with a number of **353.639.194** votes "for" (66,9462% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" to distribute the net profit registered in the financial year 2023 in the amount of 3.313.808,58 lei on the following destinations, according to the attached material:

1) Legal reserves amounting to 165.690 lei;

2) Other reserves amounting to 3.148.118,58 lei;

**13.** Approved with a number of **353.639.194** votes "for" (66,9462% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" for the company to distribute as cash dividends the amount of 2,641,220.96 lei, representing part of the net profit recorded in the financial year 2022, remained undistributed (according to the Ordinary General Meeting of Shareholders Decision no.1 of 27.04.2023, pt.11 item 4), and as consequence approval to distribute a gross dividend/share of 0.005 lei/share for total number of 528.244.192 shares, distribution of the dividends following to be made according to the provisions of the law, article of incorporation and under the condition of obtaining consent from the company's creditor banks.

**14.** Approved with a number of **353.639.194** votes "for" (66,9462% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the date of **09.08.2024 as "registration date"**, according to Law 24/2017 for points 1-12.

**15.** Approved with a number of **353.639.194** votes "for" (66,9462% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the date of **08.08.2024 as "ex-date"**, according to Law 24/2017.

**16.** Approved with a number of **353.639.194** votes "for" (66,9462% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the date of **30.08.2024 as "payment date"** according to art. 2 para. 2 letter h and art. 178 paragraph 1 of the A.S.F. Regulation. no. 5/2018.

**17.** Approved with a number of **353.639.194** votes "for" (66,9462% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the empowerment of the company Board of Directors to take any/all measures and make formalities for the fulfillment of resolutions adopted by the Ordinary General Meeting of Shareholders held on 29.04.2024.

**18.** Approved with a number of **353.639.194** votes "for" (66,9462% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the empowerment of the OGMS 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 Ordinary General Meeting of Shareholders held on 29.04.2024.

**19.** Approved with a number of **353.639.194** votes "for" (66,9462% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the empowerment of the Company legal counselor, Mrs. Mihaela Jurubita to fulfill all formalities regarding registration of the Ordinary General Meeting of Shareholders resolutions held on 29.04.2024 at the Trade Register and for the publication in the Official Monitor.

## **B. Extraordinary General Meeting of Shareholders (first convocation):**

**1.** Approved with a number of **353.639.194** votes "for" (66,9462% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" 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.

**2.** Approved with a number of **353.639.194** votes "for" (66,9462% of the total voting rights), 0 votes "against" respectively 0 votes "abstain":

- 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;
- 3.** Approved with a number of **353.639.194** votes "for" (66,9462% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the empowerment of 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/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;
- 4.** Approved with a number of **353.639.194** votes "for" (66,9462% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the empowerment 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 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.** Approved with a number of **353.639.194** votes "for" (66,9462% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" for Romcarbon SA 2024 Investment Plan.
- 6.** Approved with a number of **353.639.194** votes "for" (66,9462% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the date of **09.08.2024** as "**registration date**", according to Law 24/2017.
- 7.** Approved with a number of **353.639.194** votes "for" (66,9462% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the date of **08.08.2024** as "**ex-date**", according to Law 24/2017 for points 1-6.
- 8.** Approved with a number of **353.639.194** votes "for" (66,9462% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the empowerment of the company Board of Directors to take any/all measures and formalities for the fulfillment of resolutions adopted by the Extraordinary General Meeting of Shareholders held on 29.04.2024.
- 9.** Approved with a number of **353.639.194** votes "for" (66,9462% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the 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 Extraordinary General Meeting of Shareholders Resolutions held on 29.04.2024.
- 10.** Approved with a number of **353.639.194** votes "for" (66,9462% of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the empowerment of the Company legal counselor, Mrs. Mihaela Jurubita to fulfill all formalities regarding registration of the Extraordinary General Meeting of Shareholders resolutions held on 29.04.2024 at the Trade Register and for the publication in the Official Monitor.

Yours sincerely,

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