

**Nr.1607/28.04.2021**

## **CURRENT REPORT**

### **According to A.S.F. Regulation no.5/2018**

*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: 28.04.2021

Name of Issuer: ROMCARBON S.A.

Headquarters: 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: 26.412.209,60 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 28.04.2021

ROMCARBON S.A. reports the following important event: On 28.04.2021, 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 63.4478% of the total share capital/voting rights, respectively 167.579.597 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 **167.579.597** votes "for" (63.4478% of the total voting rights), **0** votes "against" and **0** votes "abstention", the annual report of the Board of Directors for the fiscal year 2020.

**2.** Approved with a number of **167.579.597** votes "for" (63.4478% of the total voting rights), **0** votes "against" and **0** votes "abstention", the individual financial statements for the financial year 2020 in accordance with International Financial Reporting Standards (IFRS) based on: Directors' Report and External Financial Auditor's Report for the financial year 2020.

**3.** Approved with a number of **167.579.597** votes "for" (63.4478% of the total voting rights), **0** votes "against" and **0** votes "abstention", the external financial auditor - Deloitte Audit SRL, member of Deloitte Touche Tohmatsu - on the consolidated financial statements for the financial year 2020.

**4.** Approved with a number of **167.579.597** votes "for" (63.4478% of the total voting rights), **0** votes "against" and **0** votes "abstention", the consolidated financial statements, for the financial year 2020 in accordance with International Financial Reporting Standards (IFRS) based on: Directors' Report and External Financial Auditor's Report for the financial year 2020.

**5.** Approved with a number of **167.579.597** votes "for" (63.4478% of the total voting rights), **0** votes "against" and **0** votes "abstention", 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 2020.

**6.** Approved with a number of **167.579.597** votes "for" (63.4478% of the total voting rights), **0** votes "against" and **0** votes "abstention", the distribution of the net profit recorded in the fiscal year 2020 in the amount of 869.104,44 lei on the following destinations:

a) Legal reserves amounting to 43.455 lei;

b) Other reserves amounting to 825.649,44 lei, representing fiscal facility regarding the profit tax exemption for the profit reinvested in 2020;

**7.** Approved with a number of **167.579.597** votes "for" (63.4478% of the total voting rights), **0** votes "against" and **0** votes "abstention", to distribute as dividends the amount of 2.641.220,96 lei, representing part of the net profit recorded in the financial year 2014, remained undistributed (according to the Ordinary General Meeting of Shareholders Decision of 29.04.2015, pt.6 let.d), and as consequence approved with a number of **167.579.597** votes "for" (63.4478% of the total voting rights), **0** votes "against" and **0** votes "abstention", to distribute a gross dividend/share of 0.010 lei/share for total number of 264 122 096 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.

**8.** Approved with a number of **167.579.597** votes "for" (63.4478% of the total voting rights), **0** votes "against" and **0** votes "abstention", the Annual Report for 2020, 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.

**9.** Approved with a number of **140.969.970** votes "for" (53,3730 % of the total voting rights), **0** votes "against" and **0** votes "abstention", to discharge the members of the Board of Directors for the work in fiscal year 2020.

**10.** Approved with a number of **167.579.597** votes "for" (63.4478% of the total voting rights), **0** votes "against" and **0** votes "abstention" contracting the external financial audit of the company for the financial year 2021 for a 1 year mandate, starting with 01.05.2021, and concluding in this respect a contract for the supply of statutory audit services for the financial year 2021 with SC DELOITTE AUDIT SRL, contract which will have as object the following operations:

- auditing the individual and consolidated financial statements in accordance with the International Financial Reporting Standards adopted by the European Union (hereinafter referred to as "IFRS").

The Board of Directors is empowered to negotiate and decide on the best conditions for concluding the contract and the General Manager, Mr. Huang Liang Neng and Chief Financial Officer, Ms. Zainescu Viorica, to represent the company in the relationship with SC DELOITTE AUDIT SRL and to sign in the name and on behalf of the company the contract for external financial audit services with SC DELOITTE AUDIT SRL, as well as any documents necessary to fulfill those approved in within the framework of this decision and for the execution of the contract.contract services for the statutory audit of the company for the financial year 2021.

**11.** Approved with a number of **167.579.597** votes "for" (63.4478% of the total voting rights), **0** votes "against" and **0** votes "abstention" the income and expenses budget for the financial year 2021.

**12.** Approved with a number of **167.579.597** votes "for" (63.4478% of the total voting rights), **0** votes "against" and **0** votes "abstention" Romcarbon Remuneration Policy.

**13.** Approved with a number of **167.579.597** votes "for" (63.4478% of the total voting rights), **0** votes "against" and **0** votes "abstention", **25.05.2021** as "registration date", according to Law 24/2017.

**14.** Approved with a number of **167.579.597** votes "for" (63.4478% of the total voting rights), **0** votes "against" and **0** votes "abstention", **24.05.2021** as "ex-date", according to Law 24/2017.

**15.** Approved with a number of **167.579.597** votes "for" (63.4478% of the total voting rights), **0** votes "against" and **0** votes "abstention", **10.06.2021** as "payment date", according to art.2 paragraph 2 letter h and art.178 paragraph 1 of the A.S.F. nr.5/2018.

**And of**

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

**1.** Approved with a number of **167.579.597** votes "for" (63.4478% of the total voting rights), **0** votes "against" and **0** votes "abstention", the banking exposure of Romcarbon SA for the financial years 2021-2022, consisting of: Bank credits in amount of 10.073.720 Euro and 3.415.350 Lei; Bank guarantee letters with a ceiling of RON 500.000 contracted with UniCredit Bank SA and a bank guarantee letter issued by Eximbank SA in amount of RON 15.600; Guarantees given to Livingjumbo Industry SA for the credits contracted with UniCredit Bank (EUR 1.057.200), with Eximbank SA (EUR 2.000.0000 ) and CEC Bank SA (RON 5.000,000); Guarantees given to RC Energo Install SRL for the credit contracted with Eximbank Romania S.A in amount of RON 1.000.000, accroding material no.2193/18.03.2021.

**1.1.** Approved with a number of **167.579.597** votes "for" (63.4478% of the total voting rights), **0** votes "against" and **0** votes "abstention":

- the possibility to contract if it is needed a factoring facility with the ceiling of EUR 500,000 for a period of 36 months;

- prolongation at maturity or, if it is necessary, before maturity, the bank guarantees letter ceiling of RON 500,000 with a period of 36 months

- 12 months extension of the credit line contracted with Eximbank România SA ( in amount of EUR 2,550,000) and 13 months extension of the credit line contracted with UniCredit Bank S.A (in amount of EUR 5,450,000) maintaining the afferent guarantees;
- contracting a multicurrency credit for investment in amount of EUR 1,000,000 euro for a period of 60 months;
- contracting a multicurrency credit line in amount of EUR 500,000 for financing raw materials acquisitions for a period of maximum 12 months.

**1.2.** Approved with a number of **167.579.597** votes "for" (63.4478% of the total voting rights), **0** votes "against" and **0** votes "abstention", empowering the Board of Directors to negotiate and decide, as appropriate, on:

- modification of the credit conditions of the credits in progress and/or the extension with up to maximum 12 months of the short-term facilities - credit lines;
- modification and / or setting up new guarantees for existing loans and approving guarantees for new loans that will be contracted within the limits of the approved banking exposure;
- contracting new loans within the limits of bank exposure and under the conditions of the law, as well as, as the case may be, restructuring existing credits / guarantees / bank exposure, changing the currency or refinancing the existing credits.

**1.3.** Approved with a number of **167.579.597** votes "for" (63.4478% of the total voting rights), **0** votes "against" and **0** votes "abstention", empowering 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.

**2.** Approved with a number of **167.579.597** votes "for" (63.4478% of the total voting rights), **0** votes "against" and **0** votes "abstention", Romcarbon SA 2021 Investment Plan.

**3.** Approved with a number of **167.579.597** votes "for" (63.4478% of the total voting rights), **0** votes "against" and **0** votes "abstention", **25.05.2021** as "registration date", according to Law 24/2017.

**4.** Approved with a number of **167.579.597** votes "for" (63.4478% of the total voting rights), **0** votes "against" and **0** votes "abstention", **24.05.2021** as "ex-date", according to Law 24/2017.

**With great esteem,**

**Chairman of the Board of Directors**  
**And**  
**General Director**  
**Huang Liang Neng**