

**Nr.434 / 20.05.2026**

## 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: 20.05.2026

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: J1991000083106

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 20.05.2026

ROMCARBON S.A. reports the following important event: On 20.05.2026, 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 **67,3815%** of the total share capital/voting rights, respectively **355.939.194** shares/votes.

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

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

**1.** Approved with a number of **355.939.194** votes "for" (**67,3815%** of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the annual report of the Board of Directors for the fiscal year 2025.

**2.** Approved with a number of **355.939.194** votes "for" (**67,3815%** of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the individual financial statements for the financial year 2025 in accordance with International Financial Reporting Standards (IFRS) based on: Directors' Report and External Financial Auditor's Report for the financial year 2025.

**3.** Approved with a number of **355.939.194** votes "for" (**67,3815%** of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the report of the external financial auditor - BDO Audit SRL, on the consolidated financial statements for the financial year 2025.

**4.** Approved with a number of **355.939.194** votes "for" (**67,3815%** of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the consolidated financial statements, for the financial year 2025 in accordance with International Financial Reporting Standards (IFRS) based on: Directors' Report and External Financial Auditor's Report for the financial year 2025.

**5.** Approved with a number of **355.939.194** votes "for" (**67,3815%** of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the report of the external financial auditor - BDO Audit SRL, on the consolidated financial statements prepared in accordance with International Financial Reporting Standards (IFRS) for the fiscal year 2025.

6. Approved with a number of **355.939.194** votes "for" (**67,3815%** of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the Annual Report for 2025, 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 0 votes "abstain" to discharge the members of the Board of Directors for the work in fiscal year 2025.

8. Approved with a number of **355.939.194** votes "for" (**67,3815%** of the total voting rights), 0 votes "against" respectively 0 votes "abstain" contracting the external financial audit of the company for the financial year 2025, for a 1-year mandate, starting on 21.05.2026, and concluding in this regard a contract for the provision of external financial audit services for the financial year 2026 with SC BDO AUDIT SRL.

The Board of Directors is hereby authorized to negotiate and decide on the best technical and financial conditions for concluding the contract and respectively the General Manager, Mr. Huang Liang Neng and the Financial Manager, Ms. Zainescu Viorica, to represent the company in relation to 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 addenda to the contracts and any other necessary documents, in order to fulfill those approved within the framework of this decision and for the execution of the contract.

9. Approved with a number of **355.939.194** votes "for" (**67,3815%** of the total voting rights), 0 votes "against" respectively 0 votes "abstain" extension by 1 year of the mandate of the independent member of the Audit Committee, Mr. Stefanoiu Vasile, financial auditor within the "Stefanoiu Vasile Individual Audit Office", appointed in accordance with the provisions of art.65, Title I, Chapter IX of Law no. 162/2017, by the Decision of the Ordinary General Meeting dated 29.04.2024 and for maintaining his remuneration, as well as the authorization of the general manager of the company, Mr. Huang Liang Neng, to sign any documents and perform all necessary diligences to carry out the OGMS Decision.

10. Approved with a number of **355.939.194** votes "for" (**67,3815%** of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the income and expenses budget for the financial year 2026.

11. Approved with a number of **355.939.194** votes "for" (**67,3815%** of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the Remuneration Report for the financial year 2025.

12. Approved with a number of **355.939.194** votes "for" (**67,3815%** of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the proposal to distribute the net profit recorded in the financial year 2025, in the amount of 1,903,619.19 lei to the following destinations, according to the attached material:

- 1) Legal reserves in the amount of 98,638 lei;
- 2) Other reserves in the amount of 38,107 lei;
- 3) Retained earnings (undistributed profit) in the amount of 1,766,874.19 lei, with the final destination of this undistributed profit to be decided by the Ordinary General Meeting of Shareholders.

13. Approved with a number of **355.939.194** votes "for" (**67,3815%** of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the date of **23.06.2026 as "registration date"**, according to Law 24/2017.

14. Approved with a number of **355.939.194** votes "for" (**67,3815%** of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the date of **22.06.2026 as „ex-date"**, according to Law 24/2017.

15. Approved with a number of **355.939.194** votes "for" (**67,3815%** 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 OGMS.

16. Approved with a number of **355.939.194** votes "for" (**67,3815%** of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the empowerment of the 20.05.2026 OGMS Chairman as appointed to sign with full powers in the name and on behalf of the shareholders, present, represented and who voted by correspondence, the 20.05.2026 OGMS Resolutions.

17. Approved with a number of **355.939.194** votes "for" (**67,3815%** 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 20.05.2026 OGMS resolutions at the Trade Register and for the publication in the Official Monitor.

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

1. Approved with a number of **355.939.194** votes "for" (**67,3815%** of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the banking exposure of Romcarbon SA for the financial year 2026-2027, consisting of: Bank loans in the amount of 20,164,317 euros and 6,650,375 lei; Bank guarantee letter ceiling in the amount of 500,000 lei contracted with UniCredit Bank SA and a limit of bank guarantee letters that can be guaranteed with cash collateral in the amount of 50,000 lei; Guarantees granted to Livingjumbo Industry SA for the credit facilities contracted with UniCredit Bank SA in the amount of 1,500,000 euros; Guarantees granted to Livingjumbo Industry SA for -Non-committal credit - Treasury line - in the amount of 450,000 euros; Guarantees granted to RC Energo Install SRL for the credit facilities contracted with Exim Banca Romaneasca SA 2,000,000 lei, as well as the increase of this exposure by a maximum ceiling of 2,000,000 euros or equivalent in lei, for unforeseen financing needs, as detailed in material no. 896/14.04.2026.

2. Approved with a number of **355.939.194** votes "for" (**67,3815%** of the total voting rights), 0 votes "against" respectively 0 votes "abstain":

- the possibility of contracting a factoring ceiling in the amount of 500,000 euros for a period of 36 months;

- contracting a ceiling of bank guarantee letters in the amount of 100,000 lei with Exim Banca Romaneasca SA for a period of 36 months, which will be guaranteed with guarantees consisting of cash collateral;

- extension by a maximum period of up to 18 months of the validity of the credit lines contracted with Exim Banca Romaneasca SA, as follows:

- in the amount of 2,550,000 euros, borrowed by Romcarbon SA
- in the amount of 1,750,000 euros, borrowed and guarantor Romcarbon SA, co-guarantor Livingjumbo Industry SA

- extension by a period of 12 months of the validity of the credit line contracted with UniCredit Bank SA (in the amount of 8,000,000 euros) with the maintenance of the related guarantees.

3. Approved with a number of **355.939.194** votes "for" (**67,3815%** 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 lending conditions of ongoing loans/extension, as the case may be, by up to a maximum of 18 months, of short-term facilities - credit lines;

- modification and/or establishment of new guarantees for existing loans and approval of guarantees for new loans that will be contracted within the limits of the approved exposure;

- contracting new loans within the limits of the banking exposure and under the conditions of the law;

- contracting loans outside the current exposure, within a maximum ceiling of 2,000,000 euros or equivalent in lei.

4. Approved with a number of **355.939.194** votes "for" (**67,3815%** of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the empowerment for the General Manager, and in his absence for any reason, of the Deputy General Administrative Manager and Financial Manager, 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.

5. Approved with a number of **355.939.194** votes "for" (**67,3815%** of the total voting rights), 0 votes "against" respectively 0 votes "abstain" Romcarbon SA 2025 Investment Plan, according to material no.895/14.04.2026.

6. Approved with a number of **355.939.194** votes "for" (**67,3815%** of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the date of **23.06.2026 as "registration date"**, according to Law 24/2017.

7. Approved with a number of **355.939.194** votes "for" (**67,3815%** of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the date of **22.06.2026 as „ex-date"**, according to Law 24/2017.

8. Approved with a number of **355.939.194** votes "for" (**67,3815%** 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 OGMS.

**9.** Approved with a number of **355.939.194** votes "for" (**67,3815%** of the total voting rights), 0 votes "against" respectively 0 votes "abstain" the empowerment of the 20.05.2026 OGMS Chairman as appointed to sign with full powers in the name and on behalf of the shareholders, present, represented and who voted by correspondence, the 20.05.2026 OGMS Resolutions.

**10.** Approved with a number of **355.939.194** votes "for" (**67,3815%** 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 20.05.2026 OGMS resolutions at the Trade Register and for the publication in the Official Monitor.

Cu deosebita stima,

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