

To the attention of: FINANCIAL SUPERVISION AUTHORITY  
Department of Financial Instruments and Investments  
Fax: 021 - 6596051

BUCHAREST STOCK EXCHANGE  
Fax: 021 2569276

## **CURRENT REPORT**

According to Law 24/2017 regarding the issuers and the capital market and Commission Regulation no. 5/2018 on issuers of and market operations

Report Date: **March 22<sup>nd</sup>, 2021**

**Name of the Issuing Company: The Company CARBOCHIM S.A. – JOINT STOCK COMPANY**

**Registered Office:** P-ta. 1 Mai nr. 3, CLUJ-NAPOCA

**Phone** 0264 437 005; **Fax:** 0264 437 026

**Taxpayer Identification Number:** 201535, **Tax attribute** RO

**Registration Number with Cluj Trade Register:** J12/123/1991;

Subscribed and paid-up share capital: **RON 12,325,437.5**

Regulated market where the issued securities are traded: **Bucharest Stock Exchange**

Stock (Market Symbol: **CBC**)

**Important events to report:**

## **CONVENING NOTICE**

The company **Carbochim S.A.**, registered with the Trade Register Office Cluj under number J12/123/1991, VAT No. RO201535, having the registered office in the City of Cluj – Napoca, P-ta. 1 Mai nr. 3, CLUJ-NAPOCA, subscribed and paid – up share capital

amounting to 12,325,437.5, the Board of Directors of the company Carbochim S.A., convened in the session of March 20<sup>th</sup>, 2021

pursuant to the Law 31 / 1990 of the Trading Companies, Law 24 / 2017 regarding the regarding the issuers and the capital market Commission Regulation no. 5/2018 on issuers of and market operations and the company's Articles of Incorporation

## **CONVENE**

Hereby convenes the **Ordinary General Meeting of the Shareholders (AGOA)** on **April 28<sup>th</sup>, 2021 at 10:00 a.m.**, at the Company's headquarters in Cluj-Napoca, Piata 1 Mai nr. 3, for all the shareholders registered in the Stock Ledger held by the Central Ledger S.A. Bucharest at the end of **April 9<sup>th</sup>, 2021**, this date being deemed the **Reference Date**. Should there be failure to meet the statutory conditions or any other conditions of validity, the **Ordinary General Meeting of Shareholders** shall be held on **April 29<sup>th</sup>, 2021**, same place, **at 10:00 a.m.**, with the same agenda and Reference Date.

And hereby convenes the **Extraordinary General Meeting of Shareholders (AGEA)**, on **April 28<sup>th</sup>, 2021 at 11:00 a.m.**, at the Company's headquarters in Cluj-Napoca, Piata 1 Mai nr. 3, for all the shareholders registered in the Stock Ledger held by the Central Ledger S.A. Bucharest at the end of **April 9<sup>th</sup>, 2021**. Should there be failure to meet the statutory conditions or any other conditions of validity, the **Extraordinary General Meeting of Shareholders** shall be held on **April 29<sup>th</sup>, 2021**, same place, **at 11:00 a.m.**, with the same agenda and Reference Date.

## **AGENDA**

### **I. For the Ordinary General Meeting of Shareholders:**

1. To present and approve the annual financial statements concluded on **December 31<sup>st</sup>, 2020**, prepared according to the International Financial Reporting Standards, adopted by the European Union and the Order of the Ministry of Public Finance no. 2844 / 2016 for the approval of Financial Regulations pursuant to the reports put forward by the Board of Directors and the financial auditor.

2. To present and approve the Report of the Board of Directors for the 2020 financial year and to discharge the directors for the 2020 financial year.

3. To approve the allotment of the net proceeds for the 2020 financial year, amounting to RON **1,371,441.48**, as it follows:

- legal spare funds: RON **79,169.77**;
- reported result (undistributed proceeds): **1,292,271.71** RON;

4. To present and approve the Revenues and Expenditures Budget for 2021.

5. To present and approve the investments program for 2021.

6. To elect three members of the Board of Directors for the left period the current Board of Directors of the Company Carbochim S.A. is mandated for, given the resignations of Mr. Popa Gheorghe Titus Dan, Ionescu Mircea Pietro, Crisan Viorel Vasile as of **April 1<sup>st</sup>, 2021**.

7. To set out the monthly net remuneration for the company's directors to the amount of **4,000.00 lei** and of the daily allowance to the amount of 100 RON / day in the country and 100 Euro / 100 American dollars abroad.

8. To approve the remuneration policy of the people appointed In the company's management (directors and managers), in compliance with the provisions of article 92, index 1 of Law 24 / 2017 regarding the issuers and market operations.

9. To set the maximum monthly margin for the managers' remuneration, in compliance with article 153<sup>18</sup> of Law 31 / 1990, amounting to **300,000 lei**.

10. To elect as financial auditor the company G2 EXPERT S.R.L. (Ltd.) for a period of 3 years and to mandate the General Manager to negotiate and sign the contract with the auditing company.

11. To approve **May 26<sup>th</sup>, 2021** as the identification date of the shareholders upon whom shall be incumbent the effects of the Resolution of the Ordinary General Meeting of Shareholders, according to Art. 86 paragraph 1 of the Law 24/2017 regarding the issuers of financial instruments and market operations and the approval of the date of **May 25<sup>th</sup>, 2021** as ex-date.

12. To mandate a certain person to draft and sign all the adopted decisions and perform the required formalities to mention / record the decisions with the Trade Register and to publish them in the Official Gazette of Romania.

## **II. Agenda of The Extraordinary General Meeting of Shareholders aims:**

1. To approve the 2021 commercial strategy.
2. To approve the extension of the lines of credit amounting to an aggregate of RON 8,150,000 or to contract new ones within the maximum margin of 10,000,000 lei and to secure these credit lines by mortgages on the company's assets.

To mandate the Board of Directors in order to set the actual conditions subject to which the lines of credit are to be extended or newly contracted, within the approved margin.

3. To approve the contracting of an investment loan amounting to maximum RON 5,000,000 RON or the equivalent value in EURO, in order to make the investments provisioned by the 2021 investments plan.

To mandate the Board of Directors to set the conditions for contracting the investment loan in compliance with the approved margin.

4. To cancel 4.813 own shares acquired through direct transfer , transfer approved by the Surveillance Authority following certain disputes and the decrease of the share capital from 12,235,437.50 RON to 12,313,405 lei at the par value of cancelled shares, namely 12,032.50 RON, according to article 207, paragraph (1), letter c) of Law 31 / 1990.
5. To approve the amendment of the provisions of article 7 of the Articles of Incorporation regarding the share capital, the new text reading;

### **“Article 7. Share Capital**

**The company's share capital is of lei 12,313,405 lei as 4,925,362 shares had been allotted at the par value of 2.5 each.**

**The participation quota in benefits and losses: 100%”.**

6. To approve **May 26<sup>th</sup>, 2021** as the identification date of the shareholders upon whom shall be incumbent the effects of the Resolution of the Ordinary General Meeting of Shareholders, according to Art. 86 paragraph 1 of the Law 24/2017 regarding the issuers of financial instruments and market operations and the approval of the date of **May 25<sup>th</sup>, 2021** as ex-date.
7. To mandate a person to draft and sign all the adopted decisions and perform the required formalities to mention / record the decisions with the Trade Register and to publish them in the Official Gazette of Romania.

The Ordinary and Extraordinary General Meeting of Shareholders may be attended with the right to vote by the shareholders registered in the Stock Ledger on the reference date set for the end of **April 9<sup>th</sup>, 2021.**

Shareholders may participate directly, through representation or by correspondence.

In case of direct attendance, the access of shareholders entitled to attend the Ordinary and Extraordinary General Meeting of Shareholders is permitted by the simple proof of their identity, made, in the case of shareholders natural persons, by identity document or, in the case of legal persons and shareholders natural persons represented, by power of attorney (special or general power of attorney) granted to the natural person representing them and the identity document of the representative.

**The special power of attorney** granted by a shareholder to a credit institution that provides custody services to participate and vote at the Ordinary General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders shall be signed by the respective shareholder and shall be accompanied by a statement given by the credit institution that received the representation power of attorney through a special power of attorney, from which it will result:

- a) the credit institution provides the custody services for the specific shareholder;
- b) the instructions under the special power of attorney are identical to the instructions in the SWIFT message received by the credit institution to vote on behalf of the specific shareholder;
- c) the special power of attorney is signed by the shareholder.

The representation of shareholders may also be exercised by persons other than shareholders, based on the special or general power of attorney and provided that the representative enjoys legal competence.

Incapacitated shareholders as well as legal entities may be represented by their legal representatives, who, at their turn, may grant special power of attorney to other persons.

**Documents required to shareholders for:**

**- Direct participation**

- a) natural persons: the identity document in original
- b) legal entities: copy of the Incorporation Certificate with the Trade Register Office (CUI) of the legal entity shareholder, certified by the Trade Register Office certifying the

capacity of legal representative of the company, in original, and the identity-document in original of the legal representative of the shareholder.

c) in case of participation by a conventional representative, the documents referred to at sections a) or b) plus the special or general power of attorney.

- **Participation by representation with the Special or General Power of Attorney or vote on Ballot Paper by Correspondence:**
- **natural persons who represent the shareholders:** special or general power of attorney (drawn up in 3 original copies of which one shall be submitted to the company, one shall be submitted by the appointed representative attending the Ordinary General Meeting of Shareholders and Extraordinary General Meeting of Shareholders and one which stays with the shareholder) accompanied by the copy of the identity document of the shareholder who gives the power of attorney; or, as applicable, the ballot paper by correspondence, in original, accompanied by the copy of the shareholder's identity document;
- **legal entities who represent the shareholders: \_special or general power of attorney** (drawn up in 3 original counterparts, one of which shall be submitted to the company, one shall be submitted by the appointed representative attending the Ordinary General Meeting of Shareholders and Extraordinary General Meeting of Shareholders and one shall stay with the shareholder), accompanied by the copy of the Incorporation Certificate with the Trade Register Office (CUI) of the shareholder legal person, the Confirmation of Company details issued by the Trade Register Office, certifying the capacity of legal representative of the person signing the power of attorney, the original copy of the identity document of the legal representative of the shareholder legal person, as well as the identity document in original to be presented by the agent when entering the room; or, as the case may be, **the ballot paper by correspondence in original**, accompanied by the copy of the Incorporation Certificate with the Trade Register Office (CUI) of the shareholder legal person, the Confirmation of Company details issued by the Trade Register Office, certifying the capacity of legal representative of the person signing the ballot paper, in original, and copy of the identity document of the legal representative of the shareholder legal entity.

**The forms** for the Special Power of Attorney and Ballot Papers by Correspondence can be obtained by shareholders from the Company's registered office, every business day starting with

**March 26<sup>th</sup>, 2020** between 08:00 a.m. - 04:00 p.m. or from the Company's website [www.carbochim.ro](http://www.carbochim.ro) , both in Romanian and in English.

The special or general powers of attorney and ballot papers by correspondence shall be submitted in original, with the required documents enclosed, in Romanian or in English, at the Company's headquarters, and the notification of the appointment of the representative can be sent by email to the address [viorel.popoviciu@carbochim.ro](mailto:viorel.popoviciu@carbochim.ro) until **April 27<sup>th</sup>, 2021, 04.00 p.m.** Ballot papers by correspondence will only be taken into consideration if they are submitted with the Company until the deadline term, i.e. **April 27<sup>th</sup>, 2021, 04.00 p.m.**

One or more shareholders representing, individually or jointly, at least 5% of the share capital, have the right to introduce new items on the agenda of the Ordinary and Extraordinary General Meeting of Shareholders (provided that each item is accompanied by a justification or by a draft resolution proposed for adoption by the Ordinary and Extraordinary General Meeting of Shareholders), and to propose draft decisions for the items included or proposed to be included on the agenda within the legal term of 15 days from the date of its publication in the Official Gazette, until **04:00 p.m.** of the 15<sup>th</sup> day.

Each shareholder has the right to ask questions about the items on the agenda.

Shareholders who make proposals for supplementing the agenda (Art. 92 paragraph (3) section a) of the Law 24 / 2017) or ask questions on the items on the agenda, must present the documents certifying their identity, as well as the account statement issued by the central depository, certifying on the capacity of shareholder and the number of shares owned.

The list comprised of information on the name, hometown and the professional qualification of the persons suggested to be appointed as directors has been provided to the shareholders, and it may be viewed and supplemented at the company's headquarters, company's website. The deadline until which propositions may be submitted for director candidates is **April 2<sup>nd</sup>, 2021.**

Materials on the issues included in the agenda are at the disposal of the shareholders and can be consulted and supplemented by them. The form of special powers of attorney, the ballot paper by correspondence and the draft decisions related to the items on the agenda can be consulted at the Company headquarters starting with **March 26<sup>th</sup>, 2021**, every business day between 08:00 a.m. -

04:00 p.m. or can be accessed on the Company's website [www.carbochim.ro](http://www.carbochim.ro) starting the same date.

In case of failure to meet the conditions stipulated by law and by the Articles of Incorporation for the development of the Ordinary and Extraordinary General Meeting of Shareholders on **April 28<sup>th</sup>, 2021** at 10:00 a.m., a second convening of the Ordinary General Meeting of Shareholders is made for **April 29<sup>th</sup>, 2021** 10:00 a.m. and 11:00 a.m. respectively, same place, same agenda and for the shareholders registered at the same reference date.

Additional information can be obtained by phone at 0264-437005.

**CHAIRMAN OF THE BOARD OF DIRECTORS**  
**CHIEF EXECUTIVE OFFICER**  
**POPOVICIU VIOREL, ENGINEER**