

RESOLUTION DRAFT
ORDINARY GENERAL MEETING OF THE SHAREHOLDERS
OF CARBOCHIM SA of 25/26 .04.2024

The Ordinary General Meeting of the Shareholders of CARBOCHIM SA

Convened in a legal and statutory meeting of **25/26.04.2024**, in the presence of the company shareholders who ownshares bearing right to vote, representing% of the company share capital,

RESOLVED:

1.To present and approve the annual financial statements concluded **on December 31th, 2023**, 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. Presentation and approval of the Report of the Board of Directors for the year 2023 and the Discharge of the administrators for the financial exercise of the year 2023.

3. . Approval of the distribution of the net profit of the financial year 2023, in the amount of **121,303,335.51 lei**, as follows:

- Allocation of the amount of **884,221.92 lei** for the legal reserve;
- Allocation of the amount of **4,787,963.65 lei** to other reserves, representing fiscal facilities (tax exemption for reinvested profit);
- Payment of dividends in the amount of **111,000,000 Lei**, representing the regularization of interim dividends distributed from the profit made on 03/31/2023, according to AGOA Decision no. 1 of 20/06/2023;
- The carried forward result **4,631,149.94 Lei**.

4. Invocation of the statute of limitations on the dividends related to the 2015, 2017 and 2018 financial exercises of the Allies, established by AGOA Decisions no. 2 of 26/04/2018 (for the years 2015 and 2017) and AGOA no. 1 of 04/24/2019 (for the year 2018), not collected until 03/19/2024 and the approval of the registration of their value in the company's income account.

5. Presentation and approval of the 2024 revenue and expenditure budget.

6. Presentation and approval of the Investment Program for 2024.

7. Presentation and approval of the Directors' and non-executive Directors' remuneration report, related to the 2023 financial year.

8. In accordance with the provisions of Art. 15318 of Law 31/1990, establishing the maximum monthly limit for Directors' remuneration, at the amount of **300,000 Lei**.

9. Appointment as Financial Auditor of the company **G2 EXPERT SRL**, having CUI 24725081, for a period of 3 years, starting with the date of adoption of the General Assembly Decision and the mandate of the General Director to negotiate and sign the contract with the audit firm.

10. Approval of the date **of 22/05/2024** as the identification date of the shareholders on whom the effects of the Decision of the Ordinary General Meeting of Shareholders will be applied, according to the provisions of Art. 87 para. (1) from Law 24/2017 regarding issuers of financial instruments and market operations and the approval **of 21/05/2024 as ex-date**.

11. The empowerment of the Mr. POPOVICIU VIOREL - DORIN to draft and sign the adopted Decision, to represent the company with full and unlimited powers in the relationship with the public authorities and any other third party, to undertake the necessary steps in order to fulfill the provisions of the General Assembly Decision and to carry out all the necessary formalities to mention/register the Decision at the Trade Registry Office and for its publication in the Official Monitor of Romania, with the possibility of subdelegating/substituting/mandating other persons.

PRESIDENT OF THE BOARD OF DIRECTORS
GENERAL MANAGER
VIOREL POPOVICIU, ENGINEER

RESOLUTION DRAFT
EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS
OF CARBOCHIM SA of 25/26.04.2024

The Extraordinary General Meeting of the Shareholders of CARBOCHIM SA

Convened in a legal and statutory meeting of **25/26.04.2024** , in the presence of the company shareholders who own shares bearing right to vote, representing% of the company share capital,

RESOLVED:

- 1.Approval of the commercial strategy for the year 2024.
- 2.Approving the extension of credit lines in a total amount of **8,150,000 lei** or the hiring of new ones within a maximum ceiling of **10,000,000 lei** and guaranteeing them with mortgages on the company's assets. Delegation to the Board of Directors in order to establish the concrete conditions under which they will be made extending credit lines or hiring new ones within the approved ceiling.
3. Approving the employment of investment loans in the amount of a maximum of **4,000,000 lei** or equivalent in EUR, for the achievement of the objectives provided in the investment plan for the year **2024**. Delegation of the Board of Directors in order to establish the concrete conditions under which investment loans will be employed within the ceiling approved.
4. Approval of the date of **22/05/2024**, as the identification date of the shareholders, on whom the effects of the decision of the Extraordinary General Meeting of Shareholders will be applied, according to art. 86 paragraph 1 of Law 24/2017 regarding issuers of financial instruments and market operations and the approval of **21/05/2024 as ex-date**.
5. The empowerment of the Mr. POPOVICIU VIOREL - DORIN to draft and sign the adopted Decision, to represent the company with full and unlimited powers in relation to the public authorities and any other third party, to undertake the necessary steps in order to fulfill the provisions of the General Assembly Decision and to carry out all the necessary formalities to mention/register the Decision at the Trade Registry Office and for its publication in the Official Monitor of Romania, with the possibility of subdelegating/substituting/mandating other persons.

PRESIDENT OF THE BOARD OF DIRECTORS
GENERAL MANAGER
VIOREL POPOVICIU, ENGINEER