

CARBOCHIM SA
Cluj-Napoca B-dul Muncii no.18
CUI RO 201535
J12/123/1991
C.S.S.V. 12.313.405 lei
No.116/20.03.2024

CONVENING NOTICE

THE BOARD OF DIRECTORS OF CARBOCHIM S.A., based in Cluj-Napoca, Bld. Muncii , no. 18, Cluj County, registered in the Trade Register under no. J12/123/1991, having CUI RO 201535, subscribed and paid-up capital in the amount of **12,313,405 Lei**,
Convened in the meeting of **March 19th , 2024**, pursuant to the Companies Law no. 31/1990, Law no. 24/2017 regarding issuers of financial instruments and market operations, Regulation no. 5/2018 regarding the issuers of financial instruments and market operations and the Articles of Association of the company, convenes

ORDINARY GENERAL MEETING OF SHAREHOLDERS & EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

The meetings will take place on **25/04/2024, at 10:00 a.m.** for the ordinary general meeting, respectively at 11:00 a.m. for the extraordinary general meeting, at the company headquarters in Cluj-Napoca, Muncii Boulevard, no. 18, Cluj county, for all shareholders registered in the Register of shareholders of the company kept by Depozitarul Central S.A. Bucharest, at the end of **10/04/2024 (reference date)**.

In the event of non-fulfillment of the statutory conditions or any other validity conditions, the second meeting of the two Assemblies will take place on 26/04/2024, at 10:00 a.m., respectively at 11:00 a.m., at the same address, with the same Order day and reference date.

AGENDA OF THE ORDINARY GENERAL MEETING SHAREHOLDERS

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.

AGENDA OF THE EXTRAORDINARY GENERAL MEETING SHAREHOLDERS'

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.

In the framework of the General Meetings, the Shareholders registered in the Register of Shareholders on the reference date established for the end of **10/04/2024** have the right to participate and vote.

Shareholders can participate directly, by representation or by correspondence.

In the case of direct participation, the access of the Shareholders entitled to participate in the General Meetings is allowed by simple proof of their identity, carried out with the identity document, in the case of natural person Shareholders or, in the case of legal person Shareholders and represented natural person Shareholders, with the Power of Attorney (special or general power of attorney) given to the natural person who represents them, accompanied by their identity document.

The special power of attorney granted by a Shareholder to a credit institution that provides custody services to participate and vote in AGOA and AGEA will be signed by the respective Shareholder and will be accompanied by a Declaration on his own responsibility, issued by the credit institution that received the power of attorney through a special power of attorney, from which the following can be found:

- a) The credit institution provides custody services for the respective Shareholder;
- b) The instructions in 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 Shareholder;

c) The special power of attorney is signed by the Shareholder.

Representation of the Shareholders may also be carried out by persons other than the Shareholders, on the basis of a special or general Power of Attorney, provided that the representative has full exercise capacity.

Legal entities and shareholders who do not have full exercise capacity can be represented by their legal representatives, who, in turn, can authorize other persons.

The necessary documents for Shareholders for:

I. Direct participation

a) Natural persons: Identity document (original);

b) Legal entities: Certificate of registration in the Trade Register of the legal entity Shareholder (copy), Certificate issued by the Trade Register attesting to the capacity of the legal representative of the company (original) and the Identity Document of the legal representative of the Shareholder (original);

c) In the case of participation through a conventional representative, the documents provided for in letter a) or b), to which the special or general Power of Attorney is added.

II Participation by representation with the special or general Prosecutor's Office or voting on the postal ballot

a) Shareholders' representatives natural persons: special or general power of attorney, drawn up in 3 original copies, one of which will be submitted to the company, one will be presented by the appointed representative who participates in AGOA and AGEA, and one remains with the Shareholder. The power of attorney will be accompanied by a copy of the identity document of the represented Shareholder or, as the case may be, the original postal ballot, accompanied by a copy of the Shareholder's identity document;

b) Shareholders' representatives, legal entities: special or general power of attorney, drawn up in 3 original copies, one of which will be submitted to the company, one will be presented by the appointed representative participating in AGOA and AGEA, and one will remain with the Shareholder. The power of attorney will be accompanied by the copy of the Certificate of registration in the Trade Register of the Shareholder, the legal entity, the original copy of the Certificate issued by the Trade Register attesting the legal representative capacity of the signatory of the power of attorney, the copy of the identity document of the legal representative of the Shareholder, the legal entity, as well as the document of the authorized person's identity, which will be presented by the authorized person in the original, upon entering the hall or, as the case may be, the original postal ballot, accompanied by a copy of the Certificate of Registration in the Trade Register of the Legal Entity Shareholder, the original copy of the Certificate certificate issued by the Trade Registry attesting to the legal representative capacity of the signatory of the ballot and the copy of the identity document of the legal representative of the legal person Shareholder.

Special Power of Attorney forms and postal ballots can be obtained by Shareholders from the registered office in Cluj-Napoca, **Bulevardul Muncii, no. 18, Cluj** county, every working day, starting on **25/03/2024**, between **8:00 a.m. and 3:30 p.m.** or on the website www.carbochim.ro, both in Romanian and in English.

Special or general proxies and postal ballots will be submitted in original, together with the attached documents, in Romanian or English, at the company's headquarters, and the notification of the

appointment of the representative can be sent by e-mail, to the address **viorel.popoviciu@carbochim.ro, until 24/04/2024, at 15:30.**

Mail ballots will only be considered if they are submitted to the company by the deadline of **24/04/2024, 3:30 p.m.**

In accordance with ASF Regulation no. 5/2018, one or more Shareholders representing, individually or together, at least 5% of the share capital have the right to introduce new items on the agenda of the General Meetings, provided that each item is accompanied by a justification or a draft decision proposed for adoption by the General Assembly and to present draft decisions for the items included or proposed to be included on the agenda of the Assembly. They can be sent to the e-mail address **viorel.popoviciu@carbochim.ro.**

The stipulated rights can only be exercised in writing, within no more than 15 days from the date of publication to the Convenor (sent by courier services or by electronic means), respectively until **05/04/2024.**

Each Shareholder has the right to ask questions regarding the items on the agenda. Shareholders who make proposals to complete the Agenda or ask questions regarding the points on the Agenda must present the documents certifying their identity, as well as the Account Statement issued by the Central Depository, which shows the status of Shareholder and the number of shares held.

The materials regarding the issues included in the agenda are available to the Shareholders, and can be consulted and completed by them.

The form for special proxies, the form for Voting by correspondence and the draft decisions related to the items on the Agenda can be consulted at the registered office in Cluj-Napoca, Bulevardul Muncii, no. 18, Cluj county, starting on **25/03/2024**, every working day, between **8:00 a.m. and 3:30 p.m.** or they can be accessed on the company's website www.carbochim.ro, starting on the same date.

Additional information can be obtained at phone number **0264-437-005.**

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