

RESOLUTION DRAFT
ORDINARY GENERAL MEETING OF THE SHAREHOLDERS
OF CARBOCHIM SA of 28/29.04.2021

The Ordinary General Meeting of the Shareholders of CARBOCHIM SA

Convened in a legal and statutory meeting of **28/29.04.2021**, in the presence of the company shareholders who ownshares bearing right to vote, representing% of the company share capital,

RESOLVED:

- 1.** Presentation and approval of the annual Financial Statements of December 31st, 2020 drawn up in accordance with the International Financial Reporting Standards adopted by the European Union and with the Order of the Minister of Public Finance no. 2844/2016 for the approval of the Accounting Regulations compliant with the International Financial Reporting Standards on the basis of the reports submitted by the Board of Directors and the Financial Auditor.
- 2.** Presentation and approval of the Report of the Board of Directors for 2020. The administrators' discharge from administration for the financial year 2020.
- 3.** Approval of the distribution of the net proceeds of the financial year 2020 amounting to **1.371.441,48 lei**, thus: allocation of the amount of **79.169,77 lei** for the statutory reserve and result carried over (not-distributed proceeds), the amount of **1.292.271,71 lei**
- 4.** Presentation and approval of the Revenues and Expenditure Budget for 2021.
- 5.** Presentation and approval of the investment program for 2021.
- 6.** The election of three members in the Board of Directors for the remaining term of office to be performed by the current Board of Directors of Carbochim SA, following the resignations of Popa Gheorghe Titus Dan, Ionescu Mircea Pietro, Crisan Viorel Vasile, starting with **01.04.2021**
- 7.** Establishing the net monthly remuneration for the company's administrators in the amount of 4,000 lei and the daily allowance in the amount of 100 lei / day in the country, respectively 100 eur / 100 \$ abroad.
- 8.** Approval of the remuneration policy of the company's managers (administrators and directors) in accordance with the provisions of art. 92, ind. 1 of Law no. 24/2017 regarding the issuers of financial instruments and market operations.
- 9.** Establishing the maximum monthly limit for the remuneration of the directors, in accordance with art. 153 ^ 18 of Law 31/1990, in the amount of 300,000 lei.
- 10.** Election of G2 EXPERT SRL as financial auditor for a period of 3 years and the general manager's appointment to negotiate and sign the contract with the audit company.
- 11.** Approval of the date of **26.05.2021**, as the date of identification of the shareholders, on whom the effects of the decision of the Ordinary General Meeting of Shareholders are to be reflected, according to art. 86 paragraph 1 of Law 24/2017 regarding the issuers of financial instruments and market operations and the approval of the date of 25.05.2021 as ex-date.
- 12.** To empower a certain person to draw up and sign all the adopted resolutions, to carry out the required formalities to mention/record the decisions with the Trade Register and to publish them in the Romanian Official Gazette.

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

RESOLUTION DRAFT
EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS
OF CARBOCHIM SA of 28/29.04.2021

The Extraordinary General Meeting of the Shareholders of CARBOCHIM SA

Convened in a legal and statutory meeting of **28/29.04.2021**, in the presence of the company shareholders who own shares bearing right to vote, representing% of the company share capital,

RESOLVED:

1. To approve the 2021 commercial strategy.
2. To approve the extension of the credit lines amounting to a total of RON 8,150,000 or undertaking new ones within the maximum ceiling of RON 10,000,000 and securing them with mortgages on the Company assets.
To mandate the Board of Directors in order to set the substantiated conditions for the extensions of credit lines or the undertaking of new ones within the approved ceiling.
3. To approve an investment loan amounting to a maximum of RON 5,000,000 or the equivalent value in Euro, in order to make the investments provisioned in the 2021 investment plan.
To mandate the Board of Directors in order to determine the actual conditions in which the investment loan within the approved ceiling shall be undertaken.
4. To cancel the 4.813 own shares acquired through direct transfer that has been approved by the A.S.F. (Financial Supervisory Authority) following certain disputes and decrease the share capital from 12,325,437.50 lei to 12,313,405 lei, with the related par value of the cancelled shares, which is 12,032.50 lei 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 concerning the share capital, the new text being as follows:
“Article 7. Share Capital.
The company’s share capital is of 12,313,405 lei and it is divided into 4,925,362 shares with the par value of 2.5 lei each. The participation in benefits and losses: 100%”
6. To approve **May 26th, 2021** as the identification date of the shareholders who might be affected by the effects of the resolution of the Extraordinary General Meeting of Shareholders according to Art. 86 paragraph 1 of Law 24/2017 on issuers of financial instruments and market operations and to approve **May 25th, 2021** as ex-date
7. To mandate a certain person to draw up and sign all the adopted resolutions and to carry out the required formalities to mention/record the resolutions with the Trade Register and to publish them in the Romanian Official Gazette.

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