

**SPECIAL POWER OF ATTORNEY**  
**Required by the Board of Directors of CARBOCHIM SA**  
**For the Ordinary General Meeting of the Shareholders of 25/26.04.2024**

The undersigned.....,with headquarters in/ resident of in....., taxpayer code/personal number....., Trade Register entry no....., legally represented by.....as ....., holder of a number of..... shares issued by CARBOCHIM SA., representing.....% of the share capital, which confer on us/me the right to .....votes in the general meeting of the shareholders, hereby appoint ..... owner of the identity card/passport series.....nr..... personal number....., as my representative in the Ordinary General Meeting of the Shareholder which will be held on **25/26.04.2024 , 10.00 hrs** at the company headquarters of Cluj-Napoca, B- dul Muncii , no.18, to exercise the right to vote afferent to the shares I own as entered in the Shareholders' Register on the reference date set up as **10.04.2024**, thus:

<b>ORDINARY GENERAL MEETING OF THE SHAREHOLDERS</b>			
AGENDA	Vote (tick the vote option in the corresponding column)		
	For	Against	Abstention
<b>1.</b> Presentation and approval of the annual financial statements concluded on <b>31.12.2023</b> drawn up in accordance with the International Financial Reporting Standards adopted by the European Union and with OMFP no. 2844/2016 for the approval of the Accounting Regulations in accordance with the International Financial Reporting Standards, based on the reports presented by the Board of Directors and the financial auditor.			
<b>2.</b> Presentation and approval of the Report of the Board of Directors for the year <b>2023</b> the Discharge of the administrators for the financial exercise of the year 2023.			
<b>3.</b> Approval of the distribution of the net profit of the financial year <b>2023</b> , in the amount of <b>121,303,335.51 lei</b> , as follows: • Allocation of the amount of <b>884,221.92 lei</b> for the legal reserve; • Allocation of the amount of <b>4,787,963.65 lei</b> to other reserves, representing fiscal facilities (tax exemption for reinvested profit); • Payment of dividends in the amount of <b>111,000,000 Lei</b> , 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 <b>4,631,149.94 Lei</b> .			
<b>4.</b> 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.			
<b>5.</b> Presentation and approval of the 2024 revenue and expenditure budget.			
<b>6.</b> Presentation and approval of the Investment Program for 2024.			
<b>7.</b> Presentation and approval of the Directors' and non-executive Directors' remuneration report, related to the 2023 financial year.			

<b>8.</b> In accordance with the provisions of Art. 15318 of Law 31/1990, establishing the maximum monthly limit for Directors' remuneration, at the amount of <b>300,000 Lei</b> .			
<b>9.</b> Appointment as Financial Auditor of the company <b>G2 EXPERT SRL</b> , 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.			
<b>10.</b> Approval of the date of <b>22/05/2024</b> 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 <b>21/05/2024 as ex-date</b> .			
<b>11.</b> The empowerment of the soul. POPOVICIU VIOREL - DORIN to draft and sign the adopted Resolution, 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 Resolution 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.			

**Date** \_\_\_\_\_

**Name and first name/Denomination of the shareholder legal person**

.....  
*(Name and first name/Denomination of the shareholder in capital letters)*

**Signature of the shareholder natural person/Signature of the legal representative of the shareholder legal person**

.....  
**Seal**  
**(shareholder legal person)**

A copy of the special or general power of attorney including the specification of its conformity with the original under the signature of the representative will be filled in with capital letters and will be drawn up in three original copies, one for the principal (shareholder), one for the agent and one for CARBOCHIM SA. The copy for CARBOCHIM SA will be sent or taken to the company headquarters in Cluj-Napoca, B-dul Muncii no.18, Cluj-Napoca, so that it may be filed as entered at the latest until **24.04.2024, 15.30 hrs.**

The elected option shall be marked in the places reserved for votes. If one item on the Agenda is marked by two or three X or all three voting options are marked, that vote shall be deemed null and void. If one item on the Agenda is not marked by for any voting options, the vote shall be deemed blank vote for that item. Documents which accompany the special power of attorney: **- natural persons:** special or general power of attorney, copy of the identity document of the shareholder who gives the power of attorney; upon entering the room, the authorized agent will show his / her identity document in original.

**- legal persons:** special or general power of attorney, copy of the Certificate of Incorporation issued by the Trade Register Office (CUI) of the shareholder legal person, Confirmation of the Company Details issued by the Trade Register Office certifying the capacity as legal representative of the person signing the power of attorney, copy of the Identity Document of the legal representative of the shareholder legal entity; upon entering the room, the authorized agent will show his / her identity document in original.