

CARBOCHIM S.A.
Cluj-Napoca, B-dul Muncii, no. 18
CUI RO 201535 / J12/123/1991
C.S.S.V. 12.313.405 Lei
No.81/20.03.2025

CONVENING NOTICE

THE BOARD OF DIRECTORS OF THE COMPANY CARBOCHIM S.A., headquartered in Cluj Napoca, Boulevard Muncii, nr. 18, the city of Cluj, registered in the Commercial Register under no. J12/123/1991, with CUI RO 201535, share capital subscribed and paid in the value of 12,313,405 Lei,

Entered into force on 19/03/2025, pursuant to Law 31/1990, Law 24/2017 concerning issuance of financial instruments and market operations, Regulation no. 5/2018 concerning the issuance of financial instruments and market operations and the Articles of Association of the Company, summons:

ORDINARY GENERAL MEETING OF SHAREHOLDERS **is** **EXTRAORDINARY GENERAL MEETING OF STOCKHOLDERS**

The meetings will take place on **28.04.2025, at 10:00** for the **Ordinary General Meeting**, respectively **11:00** for the Extraordinary General Meeting, at the company's headquarters in Cluj Napoca, Bulevardul Muncii, no. 18, Cluj County, for all shareholders registered in the Company's Shareholders' Register kept by Depozitarul Central S.A. Bucharest, at the end of the day on **14.04.2025 (reference date)**.

In case of failure to meet the statutory conditions or any other validity conditions, the second meeting of the two Assemblies will take place on **29.04.2025, at 10:00 and 11:00**, respectively, at the same address, with the same Agenda and reference date.

AGENDA OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

1. Presentation and approval of the annual financial statements concluded on **31.12.2024**, prepared 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.
2. Presentation and approval of the Board of Directors Report for the year 2024 and the discharge of the Directors for the financial **year 2024**.
3. Approval of the coverage of the net loss of the financial year **2024**, in the amount of **1,222,697.45 Lei**, from the net profits carried forward from previous years.

4. Approval of the distribution of the amount of **5,565,659.06 Lei** as **dividends** from the net profits carried forward from previous years, representing a gross dividend per share of **1.13 Lei**.
5. Presentation and approval of the Income and Expenditure Budget **for 2025**.
6. Presentation and approval of the Investment **Program for 2025**.
7. Presentation and approval of the Remuneration Report of Directors and Non-Executive Administrators, for the **financial year 2024**.
8. In accordance with the provisions of art. 153[^]18 of Law 31/1990, establishing the maximum monthly limit for the remuneration of Directors, at the amount of **300,000 Lei**.
9. Approval of the date of **16.05.2025** as the date for identifying the shareholders on whom the effects of the Decision of the Ordinary General Meeting of Shareholders will be reflected, according to the provisions of art. 87 paragraph (1) of Law 24/2017 on issuers of financial instruments and market operations, and approval of the date of **15.05.2025 as the ex-date and approval of the payment of dividends starting with 04.06. 2025**.
10. Empowerment of Mr. POPOVICIU VIOREL – DORIN to draft and sign the adopted Decision, to represent the company with full and unlimited powers in relation to public authorities and any other third party, to take the necessary steps to implement the provisions of the General Assembly Decision and to carry out all the necessary formalities to mention/register the Decision at the Trade Register Office and for its publication in the Official Gazette of Romania, with the possibility of subdelegation/substitution/mandate of other persons.

AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

1. Approval of the commercial strategy for **2025**.
2. Approval of the extension of credit lines in a total amount of **8,150,000 Lei** or the commitment of new ones within a maximum ceiling of **10,000,000 Lei** and their guarantee with mortgages on the company's assets. Delegation to the Board of Directors to establish the specific conditions under which the extension of credit lines or the commitment of new ones within the approved ceiling will be carried out.
3. **Approval of the date of 16.05.2025**, as the date for identifying the shareholders on whom the effects of the Decision of the Extraordinary General Meeting of Shareholders will be reflected, according to the provisions of art. 87 paragraph (1) of Law 24/2017 on issuers of financial instruments and market operations, and approval of the date of **15.05.2025 as the ex-date**.
4. Deletion of the main activity object, regulated according to CAEN Rev. 2. The new main activity object, regulated according to CAEN Rev. 3 is 2391 - Manufacture of abrasive products.
5. Deletion of the secondary activity object, regulated according to CAEN Rev. 2. The new secondary object, regulated according to CAEN Rev. 3, includes the following activities:
2331 -Manufacture of ceramic tiles and slabs

2399 -Manufacture of other non-metallic mineral products (manufacture of natural or artificial abrasive products on a support, including products applied to a soft support, e.g. abrasive paper)
2511 -Manufacture of metal structures and parts of metal structures
2553 - General mechanical operations
3511 - Production of electricity from non-renewable resources
3512 - Production of electricity from renewable resources
3513 - Transmission of electricity
3514 - Distribution of electricity
3515 -Electricity trading
3811 - Non-hazardous waste collection
3812 - Hazardous waste collection
3821 - Recovery of recyclable materials
4321 - Electrical installation work
4322 - Plumbing, heating and air-conditioning installation work
4324 - Other construction installation work
4619 - Agents involved in the sale of various products
4685 - Wholesale of chemicals
4690 - Non-specialized wholesale trade
4712 - Non-specialized retail trade with non-food products as the predominant type
4778 - Retail trade of other new goods (except weapons and ammunition)
4941 - Road transport of goods
5210 - Warehousing
5224 - Handling
6290 - Other service activities related to information technology
6820 - Renting and subletting of own or leased real estate
6920 - Accounting and auditing activities; tax consultancy
7120 - Technical testing and analysis activities
7210 - Research and development in natural sciences and engineering
8292 - Packaging activities

6. Approval of the transfer of the shares held by the company CARBOCHIM S.A. within the company CARBOREF S.R.L., with headquarters in Cluj – Napoca, str. Horea, no. 112, app. 50, Cluj County, registered in the Trade Register under no. J12/1057/2001, CUI 14073053, under the following conditions:

CARBOCHIM S.A., as Assignor, transfers all 75 shares it holds within CARBOREF S.R.L. to the assignee MIHUȚ IOAN. For the transferred shares, the Assignee will pay the Assignor the amount of 5,000 Lei. Except for the payment of the price, CARBOCHIM S.A. will have no further claims, neither from the Assignee nor from the company CARBOREF S.R.L.

Following this transfer, the associative structure within CARBOREF S.R.L. is modified as follows:

- The subscribed and paid-up share capital is worth 150,000 Lei.
- **MIHUȚ IOAN** holds 285 shares, with a nominal value of 500 Lei each, in a total value of 142,500 Lei, representing 95% of the value of the share capital and has a participation in profits and losses in the amount of 95%.

• **CARBOTECH SRL** holds 15 shares, with a nominal value of 500 Lei each, in a total value of 7,500 Lei, representing 5% of the value of the share capital and has a participation in profits and losses in the amount of 5%.

7. Empowerment of Mr. POPOVICIU VIOREL – DORIN to draft and sign the Decision of the General Meeting of the company CARBOREF S.R.L. and any other documents relating to the transfer of shares, including those relating to any other necessary mentions (e.g. updating of CAEN codes, reactivation of the company, etc.) for the operation of the one relating to the transmission of shares, to represent the company with full and unlimited powers in relation to public authorities and any other third party, to take the necessary steps to carry out the provisions of the General Assembly Decision and to carry out all the necessary formalities to mention/register the Decision at the Trade Register Office and for its publication in the Official Gazette of Romania, with the possibility of subdelegation/substitution/mandate of other persons.

8. Updating of the Articles of Association of CARBOCHIM S.A.

9. Empowerment of Mr. POPOVICIU VIOREL – DORIN to draft and sign the adopted Resolution and the updated Articles of Association to represent the company with full and unlimited powers in relation to public authorities and any other third party, to take the necessary steps to implement the provisions of the Resolution of the General Assembly and to carry out all the necessary formalities to mention/register the Resolution with the Trade Register Office and for its publication in the Official Gazette of Romania, with the possibility of subdelegation/substitution/mandate of other persons.

Shareholders registered in the Shareholders' Register on the reference date established for the end of the day of **14.04.2025** have the right to participate and vote in the General Assemblies.

Shareholders may participate directly, by representation or by correspondence.

In the case of direct participation, access to Shareholders entitled to participate in the General Meetings is permitted by simple proof of their identity, provided with an identity document, in the case of Shareholders who are natural persons or, in the case of Shareholders who are legal entities and Shareholders who are represented natural persons, 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 the OGMS and EGMS will be signed by the respective Shareholder and will be accompanied by a Declaration on its own responsibility, given by the credit institution that received the power of attorney to represent by special power of attorney, stating the following:

- 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.

Shareholders may also be represented by persons other than the Shareholders, based on a special or general Power of Attorney, provided that the representative has full capacity to exercise.

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

Documents required by Shareholders for:

I. Direct participation

- a) Individuals: Identity document (original);
- b) Legal entities: Certificate of registration in the Trade Register of the Shareholder as a legal entity (copy), Certificate of verification issued by the Trade Register attesting to the capacity of legal representative of the company (original) and Identity document of the Shareholder's legal representative (original);
- c) In the case of participation by conventional representative, the documents provided for in letter a) or b), to which is added the special or general Power of Attorney.

II. Participation by representation with special or general Power of Attorney or voting by ballot by correspondence

a) Representatives of Shareholders who are natural persons: Special or general power of attorney, drawn up in 3 original copies, of which one will be submitted to the company, one will be presented by the designated representative who participates in the AGOA and EGEA, and one will remain 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 identity document of the Shareholder;

b) Representatives of Shareholders who are legal persons: Special or general power of attorney, drawn up in 3 original copies, of which one will be submitted to the company, one will be presented by the designated representative who participates in the AGOA and EGEA, and one will remain with the Shareholder. The power of attorney shall be accompanied by a copy of the Certificate of Registration in the Trade Register of the legal entity Shareholder, the original copy of the Certificate of Confirmation issued by the Trade Register attesting the capacity of legal representative of the signatory of the power of attorney, a copy of the identity document of the legal entity Shareholder, as well as the identity document of the authorized person, which shall be presented by the authorized person in original, upon entering the room 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 of Confirmation issued by the Trade Register attesting the capacity of legal representative of the signatory of the ballot and a copy of the identity document of the legal entity Shareholder.

Special Power of Attorney Forms and Postal Voting Ballots may be obtained by Shareholders at the registered office in Cluj – Napoca, Bulevardul Muncii, no. 18, Cluj County, every working day, starting with **28/03/2025, between 8:00 – 15:30** or on the website www.carbochim.ro, both in Romanian and English.

Special or general powers of attorney 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 **25/04/2025, 15:30**.

Postal ballots will only be taken into account if they are submitted to the company by the deadline of **25/04/2025, 15:30.**

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 Resolution proposed for adoption by the General Meeting and to present draft resolutions for the items included or proposed to be included on the agenda of the Meeting. These can be sent to the e-mail address viorel.popoviciu@carbochim.ro.

The rights provided for can only be exercised in writing, within a maximum of 15 days from the date of publication of the Convenor (sent by courier services or by electronic means), respectively until **03/04/2025.**

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

The materials regarding the issues included in the agenda, the Special Proxies form, the Voting by Correspondence form and the Draft Resolutions related to the items on the Agenda can be consulted at the registered office in Cluj – Napoca, Bulevardul Muncii, no. 18, Cluj County, starting with **28/03//2025**, every working day, between 8:00 and 15:30, or can be accessed on the company's website www.carbochim.ro, starting with the same date.

Additional information can be obtained by calling **0264-437-005.**

CHAIRMAN OF THE BOARD

GENERAL DIRECTOR

Ing. POPOVICIU VIOREL