


rompetrol

 KazMunayGas
 International
 Group Member

To: BUCHAREST STOCK EXCHANGE
 FINANCIAL SUPERVISORY AUTHORITY

ROMPETROL RAFINARE S.A.	
INTRARE	Nr. 1413
IESIRE	
Zi	Luna 24 MAR. 2021

Current report according to the provisions of FSA Regulation No.5/2018

Date of report: 24 March, 2021

ROMPETROL RAFINARE S.A.

Registered Seat: Năvodari, 215 Năvodari Blvd. (Administrative Facility), Constanta County

Telephone number: 0241/506100; 506553

Fax number: 0241/506930; 506901

Number of registration with the Trade Registry: J13/534/1991

Sole Registration Code: 1860712

Subscribed and paid-up capital: 4.410.920.572,60 lei

Regulated market on which the securities are traded: Bucharest Stock Exchange (market symbol RRC)

Significant event to be reported: Decision no. 2 adopted by the Board of Directors on March 24th 2021 with respect to the convening of the Ordinary General Meeting of Shareholders (“OGMS”) and Extraordinary General Meeting of Shareholders (“EGMS”) of Rompetrol Rafinare S.A. on April 28th, 2021 (April 29th, 2021 – second convening).

The Board of Directors of **Rompetrol Rafinare S.A.** (hereinafter referred to as “the Company” or “RRC”), in the meeting held on March 24, 2021, adopted the decision to convene:

the **Ordinary General Meeting of Shareholders**, in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța County, on **April 28, 2021** (first convening), **starting at 11:00 a.m.**, respectively, **April 29, 2021** (the second convening), starting at 11:00 a.m. for all the shareholders registered in the Company Shareholders’ Registry held by Depozitarul Central S.A., Bucharest, at the end of **April 16th, 2021**, considered as **Reference Date** for this meeting,

and

the **Extraordinary General Meeting of Shareholders**, in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța County, on **April 28, 2021** (first convening), **starting at 01:00 p.m.**, respectively, **April 29, 2021** (the second convening), **starting at 01:00 p.m.** for all the shareholders registered in the Company Shareholders’ Registry held by Depozitarul Central S.A., Bucharest, at the end of **April 16, 2021**, considered as **Reference Date** for this meeting,

The Ordinary General Meeting of Shareholders has the following agenda:

1. Discussing and approving the Annual Standalone Financial Statements of Rompetrol Rafinare S.A. on and for the financial year ended on December 31st, 2020, drawn up in



accordance with the Order of the Ministry of Public Finance No. 2844/2016 for approval of Accounting Regulations in accordance with International Financial Reporting Standards, as further amended and supplemented, based on the Annual Report of the Board of Directors for 2020 drawn up in accordance with the provisions of the FSA Regulation No 5/2018, and the Independent Financial Auditor's Report drawn up by Ernst & Young Assurance Services S.R.L. on the Annual Standalone Financial Statements of Rompetrol Rafinare on and for the financial year ended on December 31st, 2020.

2. Discussing and approving the Annual Consolidated Financial Statements of Rompetrol Rafinare on and for the financial year ended on December 31st, 2020 (including the financial statements of Rompetrol Rafinare S.A. and those of its subsidiaries: Rompetrol Downstream S.R.L., Rom Oil S.A., Rompetrol Quality Control S.R.L., Rompetrol Logistics S.R.L. (together with the subsidiary Rompetrol Gas S.R.L.) and Rompetrol Petrochemicals S.R.L.), drawn up in accordance with the International Financial Reporting Standards (IFRS) adopted by the European Union, based on the Report of the Board of Directors for 2020 and of the Independent Financial Auditor's Report on the Annual Consolidated Financial Statements on and for the financial year ended on December 31st, 2020.

3. Approval of the discharge of the Company's directors for the activity carried out during the financial year 2020, based on the submitted reports.

4. Approval of the Income and Expenditure Budget for 2021 of the production program of the Company for 2021 and of the investment budget for 2021.

5. Approval of the Remuneration Policy of the managing bodies of the Company, prepared in accordance with the provisions of Art. 92¹ of Law no. 24/2017 regarding issuers of financial instruments and market operations, as such will be made available to shareholders, in accordance with the law.

6. Approval of the gross monthly remuneration to the members of the Board of Directors for the financial year 2021, as well as the setting of the general limit of the additional remunerations of the members of the Board of Directors to whom specific duties have been assigned within the Board of Directors.

7. Approval of the date of: (i) May 18, 2021 as Registration Date, according to art. 86 para. (1) of Law no. 24/2017; and **(ii) May 17, 2021 as Date „Ex Date”**, according to art. 2 para. 2 letter 1 of Regulation no. 5/2018.

8. Granting power of attorney to Yedil Utekov, Chairman of the Board of Directors, to conclude and/or sign the resolutions to be taken by this OGMS on behalf of the Company and/or of the shareholders of the Company **and of Mr. Felix Crudu-Tesloveanu, General Manager of the Company**, to carry out all the legal formalities for the registration, publicity, enforceability, enforcement and publication of resolutions taken, both with the right to sub-appoint third parties



The Extraordinary General Meeting of the shareholders has the following agenda:

1. i) **Approval of the amendment of the Company's Articles of Association** according to the proposal below, the rest of the provisions of the Articles of Association remaining unchanged: It is hereby taken note of the provisions of Government Emergency Ordinance no. 212/2020, whereby the Ministry of Energy was established by taking over the activities, ancillary staff and related patrimony in energy field from the Ministry of Economy, Energy and Business Environment, as well as of the Government Decision no. 316/2021, regarding the organization and operation of the Ministry of Energy and **approval of the update of the corresponding articles from the Company's Articles of Association with regard to the name of the shareholder Romanian State represented by the Ministry of *Economy, Energy and Business Environment***, subpoint 2) of article 1 named "Shareholders", item 1.1., letter A. "Significant Shareholders" of the Company's Articles of Association being amended as follows:

"2) the Romanian State represented by the Ministry of Energy holds 19,715,009,053 shares, fully paid-up, in amount of RON 1,971,500,905.3, representing 44.6959% of the share capital".

ii) **Approval of the update of the Company's Articles of Association** following the approval of the previous item on the agenda.

2. **Approving the ratification of the conclusion between Rompetrol Rafinare S.A. (as beneficiary) and KazMunayGas Trading A.G. (as supplier), of a framework raw material – crude oil - purchase agreement, for the period 1 January 2021 – 31 December 2025 – in accordance with the supporting documentation to be made available to shareholders, in accordance with the law.**

3. **Approval of the conclusion by Rompetrol Rafinare S.A. (as borrower) and KMG International N.V. (as lender) of Addendum no. 2 to the Long term loan agreement entered into on 2 May 2012 – in accordance with the supporting documentation to be made available to shareholders, in accordance with the law.**

4. **Approval of the date of: (i) May 18, 2021 as Registration Date**, according to art. 86 para. (1) of Law no. 24/2017; and **(ii) May 17, 2021 as Date „Ex Date”**, according to art. 2 para. 2 letter 1 of Regulation no. 5/2018.

5. **Granting power of attorney to Yedil Utekov**, Chairman of the Board of Directors, to conclude and/or sign the resolutions to be taken by this EGMS on behalf of the Company and/or of the shareholders of the Company, including the signing of the updated Articles of Incorporation, **and of Mr. Felix Crudu-Tesloveanu**, General Manager of the Company, to carry out all the legal formalities for the registration, publicity, enforceability, enforcement and publication of resolutions taken, both with the right to sub-appoint third parties



The convening notice of the Ordinary General Meeting of Shareholder and Extraordinary General Meeting of Shareholders as of April 28th/29th, 2021 and the documents related to the meetings agenda will be available to the shareholders according to the applicable legal and statutory provisions, starting with March 29, 2021, in electronic format on the Company's website www.Rompetrol-Rafinare.ro, Investors' Relations Section/General Meeting of the Shareholders subsection/ General Meeting of the Shareholders for the running year, well as at the Company's registered office.

The convening notice of the Ordinary General Meeting of Shareholders and Extraordinary General Meeting of Shareholders as of April 28th/29th, 2021 shall be published in the Official Gazette of Romania, Part IV and in a wide-spread newspaper.

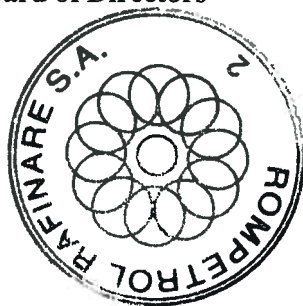
The Convening Notice of the OGMS and EGMS was approved in the Company's Board of Directors meeting dated March 24th, 2021.

Attached:

- **Convening Notice of the Ordinary General Meeting of Shareholders and Extraordinary General Meeting of Shareholders on April 28th/29th, 2021.**

ROMPETROL RAFINARE S.A.
Chairman of the Board of Directors
Yedil Utekov

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Yedil Utekov
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CONVENING NOTICE

The Board of Directors of the company **ROMPETROL RAFINARE S.A.**, hereinafter referred to as the “Company”, headquartered in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța County, registered with Constanța Trade Register under no. J13/534/1991, having the sole registration code 1860712, convened on March 24th, 2021, by teleconference, on the grounds of art. 117 of Law no. 31/1990 on commercial companies, republished as further amended and supplemented, of Law no. 24/2017 on the issuers of financial instruments and market operations, of the Financial Supervisory Authority’s (ASF) Regulation no. 5/2018 on the issuers of financial instruments and market operations as well as the Company’s Articles of Association,

HEREBY CONVENES

The Ordinary General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders (hereinafter collectively referred to as the “Meetings”), for the date of **April 28th, 2021**, as it follows:

- **Ordinary General Meeting of Shareholders (hereinafter referred to as “OGMS”), starting at 11:00 a.m.** (Romanian time), at headquartered in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța County;
- and**
- **Extraordinary General Meeting of Shareholders (hereinafter referred to as “EGMS”), starting at 01:00 p.m.** (Romanian time), at headquartered in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța County;

In the case that, on the aforementioned date, the quorum requirements stipulated by the law and by the Articles of Incorporation of the Company is not fulfilled for kiping OGMS, and respectively EGMS, the Board of Directors shall convene and fix, based on art. 118 of Law no 31/1990, **the second OGMS, and respectively the second EGMS on April 29th, 2021**, with the same agenda, as it follows:

- **OGMS starting at 11:00 a.m.** (Romanian time), at headquartered in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța County;
- and**
- **EGMS starting at 01:00 p.m.** (Romanian time), at headquartered in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța County;

Only the persons registered as shareholders in the Company’s shareholders’ Register held by Depozitarul Central S.A. at the end of the day on **March 16, 2021 (Reference Date)** have the right to attend and cast their votes in the OGMS and respectively the EGMS. Should there be a second calling of the OGMS and respectively of the EGMS, the Reference Date remains the same.



The Ordinary General Meeting of Shareholders has the following agenda:

- 1. Discussing and approving the Annual Standalone Financial Statements of Rompetrol Rafinare S.A. on and for the financial year ended on December 31st, 2020**, drawn up in accordance with the Order of the Ministry of Public Finance No. 2844/2016 for approval of Accounting Regulations in accordance with International Financial Reporting Standards, as further amended and supplemented, based on the Annual Report of the Board of Directors for 2020 drawn up in accordance with the provisions of the FSA Regulation No 5/2018, and the Independent Financial Auditor's Report drawn up by Ernst & Young Assurance Services S.R.L. on the Annual Standalone Financial Statements of Rompetrol Rafinare on and for the financial year ended on December 31st, 2020.
- 2. Discussing and approving the Annual Consolidated Financial Statements of Rompetrol Rafinare on and for the financial year ended on December 31st, 2020** (including the financial statements of Rompetrol Rafinare S.A. and those of its subsidiaries: Rompetrol Downstream S.R.L., Rom Oil S.A., Rompetrol Quality Control S.R.L., Rompetrol Logistics S.R.L. (together with the subsidiary Rompetrol Gas S.R.L.) and Rompetrol Petrochemicals S.R.L.), drawn up in accordance with the International Financial Reporting Standards (IFRS) adopted by the European Union, based on the Report of the Board of Directors for 2020 and of the Independent Financial Auditor's Report on the Annual Consolidated Financial Statements on and for the financial year ended on December 31st, 2020.
- 3. Approval of the discharge of the Company's directors for the activity carried out during the financial year 2020**, based on the submitted reports.
- 4. Approval of the Income and Expenditure Budget for 2021, of the production program of the Company for 2021 and of the investment budget for 2021.**
- 5. Approval of the Remuneration Policy of the managing bodies of the Company**, prepared in accordance with the provisions of Art. 92¹ of Law no. 24/2017 regarding issuers of financial instruments and market operations, as such will be made available to shareholders, in accordance with the law.
- 6. Approval of the gross monthly remuneration to the members of the Board of Directors for the financial year 2021, as well as the setting of the general limit of the additional remunerations of the members of the Board of Directors to whom specific duties have been assigned within the Board of Directors.**
- 7. Approval of the date of: (i) May 18, 2021 as Registration Date**, according to art. 86 para. (1) of Law no. 24/2017; and **(ii) May 17, 2021 as Date „Ex Date”**, according to art. 2 para. 2 letter 1 of Regulation no. 5/2018.



8. Granting power of attorney to Yedil Utekov, Chairman of the Board of Directors, to conclude and/or sign the resolutions to be taken by this OGMS on behalf of the Company and/or of the shareholders of the Company and of Mr. Felix Crudu-Tesloveanu, General Manager of the Company, to carry out all the legal formalities for the registration, publicity, enforceability, enforcement and publication of resolutions taken, both with the right to sub-appoint third parties.

The Extraordinary General Meeting of the shareholders has the following agenda:

1. i) Approval of the amendment of the Company's Articles of Association according to the proposal below, the rest of the provisions of the Articles of Association remaining unchanged: It is hereby taken note of the provisions of Government Emergency Ordinance no. 212/2020, whereby the Ministry of Energy was established by taking over the activities, ancillary staff and related patrimony in energy field from the Ministry of Economy, Energy and Business Environment, as well as of the Government Decision no. 316/2021, regarding the organization and operation of the Ministry of Energy and **approval of the update of the corresponding articles from the Company's Articles of Association with regard to the name of the shareholder Romanian State represented by the Ministry of Economy, Energy and Business Environment, subpoint 2) of article 1 named "Shareholders", item 1.1., letter A. "Significant Shareholders" of the Company's Articles of Association being amended as follows:**

"2) the Romanian State represented by the Ministry of Energy holds 19,715,009,053 shares, fully paid-up, in amount of RON 1,971,500,905.3, representing 44.6959% of the share capital".

ii) Approval of the update of the Company's Articles of Association following the approval of the previous item on the agenda.

2. Approving the ratification of the conclusion between Rompetrol Rafinare S.A. (as beneficiary) and KazMunayGas Trading A.G. (as supplier), of a framework raw material – crude oil - purchase agreement, for the period 1 January 2021 – 31 December 2025 – in accordance with the supporting documentation to be made available to shareholders, in accordance with the law.

3. Approval of the conclusion by Rompetrol Rafinare S.A. (as borrower) and KMG International N.V. (as lender) of Addendum no. 2 to the Long term loan agreement entered into on 2 May 2012 – in accordance with the supporting documentation to be made available to shareholders, in accordance with the law.

4. Approval of the date of: (i) May 18, 2021 as Registration Date, according to art. 86 para. (1) of Law no. 24/2017; and (ii) May 17, 2021 as Date „Ex Date”, according to art. 2 para. 2 letter 1 of Regulation no. 5/2018.



5. **Granting power of attorney to Yedil Utekov**, Chairman of the Board of Directors, to conclude and/or sign the resolutions to be taken by this EGMS on behalf of the Company and/or of the shareholders of the Company, including the signing of the updated Articles of Incorporation, **and of Mr. Felix Crudu-Tesloveanu**, General Manager of the Company, to carry out all the legal formalities for the registration, publicity, enforceability, enforcement and publication of resolutions taken, both with the right to sub-appoint third parties

DETAILS ON THE OGMS AND EGMS

a) **The right of the shareholders to participate to the Ordinary General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders:**

The Reference Date is April 16th, 2021.

Only shareholders who are registered with the Company's Shareholders Registry at the Reference Date are entitled to attend and cast their votes in the OGMS and EGMS, according to the legal provisions and Articles of Incorporation provisions, **in person** (by the legal representatives) or **by proxy** (based on a special/ general Power of Attorney or Affidavit given by the custodian), considering the legal constraints, or **by correspondence**, prior to the OGMS and EGMS (based on a Correspondence Voting Ballot).

Also, a shareholder may be represented by a credit institution supplying custody services, that could vote at the general meeting of shareholders based on the voting instructions received via electronic communication means, without the necessity of drafting a special or general Power of Attorney by the shareholder. The custodian votes exclusively at OGMS and EGMS in compliance and within the limit of the instructions received from their clients, shareholders at the Reference Date.

The access to the meeting room and/or the vote by mail of the shareholders entitled to attend the OGMS and EGMS is allowed by the simple proof of their identity made by, in case of shareholders who are natural persons, their identity document (identity card for the Romanian citizens or, as the case may be, Passport/ residence permit for the foreign citizens) and, in case of legal entities, based on the identity document of the legal representative (identity card for the Romanian citizens or, as the case may be, Passport/ residence permit for the foreign citizens).

The representatives of the shareholders - natural persons shall be identified based on their identity document (identity card for the Romanian citizens or, as the case may be, Passport/ residence permit for the foreign citizens), accompanied by the special/ general Power of Attorney signed by the shareholder - natural person or the Affidavit given by the custodian and signed by its legal representative.



The representatives of the shareholders – legal persons shall prove their capacity by means of the identity document (identity card for Romanian citizens or, as the case may be, passport/residence permit for foreign citizens), accompanied by a special/general Power of Attorney signed by the legal representative of by the respective shareholder - legal entity or the Affidavit given by the custodian and signed by its legal representative.

The quality as shareholder and also, in case of shareholders - legal persons or entities without legal status, **the quality as legal representative** shall be acknowledged based on the Rompetrol Rafinare list of shareholders at the Reference Date, received from Depozitarul Central S.A.

In case: *i) the shareholders – natural persons* did not registered in the system of Depozitarul Central S.A. the valid and updated identification data (so that the Shareholders' register shows this fact at Reference Date), then they will present also a copy of the updated identity document (identity card/ Passport/ residence permit); *ii) the legal representative of the shareholders – legal persons* is not mentioned in the list of Company shareholders received from Depozitarul Central S.A., then they will present also an official document attesting the capacity as legal representative (issued by a competent authority, original or certified copy, not older than 3 months before the date of publication of the convening notice of the present Meetings). For the Romanian State, the capacity of legal representative of the Ministry of Energy is proven by the copy of the appointment decree issued by the President of Romania (copy of the Official Gazette is has been published in or excerpt of a legislative program).

The documents certifying the legal representative capacity presented in a foreign language, other than English (except for the identity documents valid on Romanian territory) shall be accompanied by the translation made by an authorized translator, into Romanian or English language.

Information concerning the special and general Powers of Attorney, the Correspondence Voting Ballots and the Affidavits is enclosed at points c) - e) below.

b) Documents related to the OGMS and EGMS agenda

Starting with **March 29th, 2021**, the following documents may be downloaded from the Company's website www.rompetrol-rafinare.ro, Investor Relations/General Meeting of Shareholders, or may obtain, upon request, in any business day, during 09:00 a.m. – 04:00 p.m., at the Company's headquarter, via fax or by mail:

- **Convening Notice** for the OGMS and EGMS (available in Romanian and English);
- **Special Power of Attorney - forms** for the representation of the shareholders in the OGMS and EGMS, which shall be updated if new points or proposals of resolutions will be inserted on the agenda (available in Romanian and English languages);
- **Correspondence Voting Ballots - forms** for the participation and voting of the shareholders in the OGMS and EGMS, which shall be updated if new points or proposals of resolutions will be inserted on the agenda (available in Romanian and English languages);
- **Reasoning documents and materials** related to the points on the agenda of the Meetings;
- **Drafts of resolutions** for the points on the agenda of the OGMS and EGMS.



If the case would be, the updated agenda shall be published **no later than April 15, 2021, as per the legal provisions.**

c) Vote by representative, based on general Power of Attorney

In virtue of art. 92 par. (10) of Law no. 24/2017 on issuers of financial instruments and market operations, the shareholder's representation in GMS may also be done by other persons than the shareholders, based on a special or general Power of Attorney. So, the shareholder may give a general Power of Attorney valid no longer than 3 years, permitting to the representative to vote all the points on which the general meetings of shareholders debate for the one or more issuers named in the Power of Attorney, individually or by a generic formulation referring to a certain category of issuers, including the disposal acts, with the condition that the Power of Attorney shall be granted by a shareholder as client to an intermediary, in compliance with the legal provisions.

For the validity of the mandate, the proxy should have the quality either of intermediary (according to the provisions of art. 2 para. (1) point (20) of Law no. 24/2017) or lawyer and the shareholder should be client of it. Also, the proxy should not be in a conflict of interest, like:

- a) is a major shareholder of the Rompetrol Rafinare, or another company controlled by such shareholder;
- b) is a member of the administrative, management or supervisory body of the Rompetrol Rafinare, of a majority shareholder or a person controlled by that shareholder;
- c) is an employee or an auditor of the Company or of a majority shareholder or a person controlled by that shareholder;
- d) is the spouse, relative or affinitive up to the fourth degree of one of the individuals referred to in subparagraph a) -c).

The proxy cannot be replaced by another person, except in the case where this right has been expressly given by the shareholder by power of attorney, this without affecting the shareholder's right to designate, by power of attorney, one or more alternate proxies, thus ensuring the shareholder's representation in the GMS. If the proxy is a legal entity, it may exercise its mandate by any person in its administrative or management body or by one of its employees.

The Company does not impose a specific form for the general Power of Attorney.

Together with the general Power of Attorney, the shareholders shall submit to the Company the statement issued by the legal representative of the intermediary or lawyer who received the power of representation by general Power of Attorney, signed, in original and, as the case, stamped, which to confirm that:

- a) the Power of Attorney is given by the respective shareholder, in its capacity as client, to the intermediary or, as the case, to the lawyer;



b) the general Power of Attorney is signed by the shareholder, including by attaching an extended electronic signature, if the case.

The quality as shareholder and also, in case of shareholders - legal persons or entities without legal status, the quality as legal representative shall be acknowledged based on the following documents submitted by the shareholder to the Company and issued by Depozitarul Central S.A. or the intermediaries, as they are defined by the art. 2 para. 1 point 20 of Law no. 24/2017 which provide custody services:

- a) the account statement, which shows the quality as shareholder and the number of shares owned;
- b) documents attesting the enrolment of the information regarding the legal representative with Depozitarul Central S.A./ respective intermediaries (in the case of shareholders – legal persons).

The documents submitted in a foreign language, other than English language (except for identity documents valid in Romania) shall be accompanied by the authorized translation thereof into Romanian or English language.

Before their first use, general Powers of Attorney accompanied by the related documents shall be deposited/sent, in copy, containing the mention of conformity with the original under the signature of the representative, as to be registered as received with Company Registration desk **until April 26th, 2021, at 11:00 a.m. (Romanian time) for the OGMS**, clearly mentioning on the envelope **„FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 28th/29th, 2021”**, and respectively **until April 26th, 2021, at 01:00 p.m. (Romanian time) for the EGMS**, clearly mentioning on the envelope **„FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 28th/29th, 2021”**, The general Powers of Attorney, in certified copies, will be retained by the Company, mentioning about these in the minutes of the Meetings. The general Powers of Attorney are valid for a period that could not exceed 3 years, if the parties have expressly provided for a longer period.

The general Powers of Attorneys accompanied by the related documents may be sent also by e-mail with extended electronic signature, in compliance with Law no. 455/2001 on digital signature, as amended and supplemented, and according to the regulations of the Autoritatea de Supraveghere Financiară (FSA) - Financial Supervisory Authority, at the address: Investor.Relations.RRC@rompetrol.com, so that to be registered as received to the Company's Registration Desk **until April 26th, 2021, at 11:00 a.m. (Romanian time) for the OGMS**, clearly mentioning to the subject: **„FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF APRIL 28th/29th, 2021”**, respectively **until April 26th, 2021, at 01:00 p.m. (Romanian time) for the EGMS**, clearly mentioning to the subject: **„FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF APRIL 28th/29th, 2021”**.

The verification and validation of the general Powers of Attorney shall be made by the technical secretaries appointed according to the law, they are going to keep the documents safely.



d) Vote by representative, based on special Power of Attorney and the vote by correspondence

Shareholders may participate personally or may be represented in OGMS/EGMS by a designated representative ("Proxy") who was issued a special Power of Attorney, based on the representation form provided by the Company, according to art. 92 par. (12) of Law no. 24/2017.

The special Powers of Attorney must be filed in by the shareholder (in three original copies: one form for the shareholder, one for the proxy and one for RRC), they must be signed and contain specific voting instructions for each point on the OGMS/EGMS agenda for which the Proxy is going to vote in the name of the shareholder, clearly specifying the voting option (i.e. vote "for", "against" or mention "abstain"). One shareholder may be represented in the OGMS/EGMS by only one Proxy, having a special power of attorney granted for the OGMS/EGMS dated **28.04.2021**.

The Company's Shareholders registered on the Reference Date in the shareholders register issued by Depozitarul Central S.A. have the possibility to vote through correspondence, before the OGMS/EGMS, using the Ballot Papers form, for voting through correspondence.

The special Power of Attorney Forms and Correspondence Voting Ballots, both in Romanian and English languages, can be obtained from the Company's headquarters, located at the above-mentioned address, under chapter "Documents afferent to GMS" or can be downloaded from the Company's website, www.rompetrol-rafinare.ro, under section Investor Relations/ General Meeting of Shareholders, starting with March 29th, 2021.

The special Powers of Attorney and Correspondence Voting Ballots shall have the form issued by the Company and shall contain specific instructions for each point on the agenda (meaning vote "For", vote "Against" or the mention "Abstention").

The vote by correspondence may be expressed through the Correspondence Voting Ballot also by the shareholder's representative only the case the representative:

- a) has received from the shareholder that it represents a special/ general Power of Attorney, which is submitted to the Company in the form required by the legal regulations and within the deadline stipulated in the convening notice, or
- b) is a credit institution providing custody services, being allowed to vote exclusively according with and within the limits of the instructions received from its clients being shareholders at the Reference Date.

The quality as shareholder and also, in case of shareholders - legal persons or entities without legal status, the quality as legal representative shall be acknowledged based on the list of Rompetrol Rafinare S.A. shareholders for the Reference Date received from Depozitarul Central S.A.

In case: *i) the shareholders – natural persons* did not registered in the system of Depozitarul Central S.A. the valid and updated identification data, then they will present also a copy of the updated identity document (identity card/ Passport/ residence permit); *ii) the legal representative of the shareholders – legal persons* is not mentioned in the list of Company shareholders for the reference Date received from Depozitarul Central S.A., then they will present also an official document



attesting the capacity as legal representative of the signatory of the special Power of Attorney/ Correspondence Voting Ballot (issued by a competent authority, original or certified copy, not older than 3 months before the date of publication of the convening notice of these Meetings).

Any documents submitted in a foreign language, other than English (except for identity documents valid in Romania) shall be accompanied by the authorized translation thereof into Romanian or English language.

In case of the OGMS, for the **point 3** on the agenda, for which secret vote, there shall be used the forms of special Power of Attorney/ Correspondence Voting Ballot dedicated to this Point, made available by the Company; for the rest of the points on the OGMS agenda (namely points **1, 2, 4, 5, 6, 7 and 8 on the OGMS agenda**), there shall be used the forms of special Power of Attorney/ Correspondence Voting Ballot dedicated to these points, made available also by the Company.

In case of the EGMS, there shall be used a single form of special Power of Attorney/ Correspondence Voting Ballot for all points on the agenda, made available by the Company.

When filling in the special Powers of Attorney/ Correspondence Voting Ballots, the shareholders or, as the case, their representatives are asked to consider that new points on the agenda of the OGMS and/or EGMS or proposals of resolutions could be added, in which case the updated agenda shall be published **starting with April 15, 2021**.

For the OGMS, the special Power of Attorney/ Correspondence Voting Ballot dedicated to the **point 3** on the agenda, filled in by the shareholders or, as the case, their representatives, with their options (respectively vote "For", vote "Against", mention "Abstention"), signed, in original, shall be introduced within a separate envelope, closed, clearly mentioning on the envelope "**Confidential – Secret voting instructions for the point 3 - for the Ordinary General Meeting of Shareholders as of April 28th/29th, 2021**", which shall be placed, in turn, within the envelope containing the special Power of Attorney/ Correspondence Voting Ballot dedicated to the other items on the agenda of the OGMS and the related documents; these shall be sent as to be registered with the Company registration desk **no later than April 26, 2021, at 11:00 a.m.** (Romanian time), clearly mentioning on the envelope „**SPECIAL POWER OF ATTORNEY/ CORRESPONDENCE VOTING BALLOT FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF APRIL 28TH/29TH, 2021**".

For the EGMS, the special Powers of Attorney/ Correspondence Voting Ballots and the related documents shall be sent as to be registered with the Company registration desk **no later than April 26, 2021, at 01:00 p.m.** (Romanian time), clearly mentioning on the envelope „**SPECIAL POWER OF ATTORNEY/ CORRESPONDENCE VOTING BALLOT FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF APRIL 28th/29th, 2021**".

The special Powers of Attorney and the Correspondence Voting Ballots may be sent also by e-mail with extended electronic signature, in compliance with Law no. 455/2001 on digital signature,

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republished, and according to the regulations of the ASF, at the address: Investor.Relations.RRC@rompetrol.com, as following:

- for the OGMS, the special Power of Attorney/ Correspondence Voting Ballot dedicated to **the point 3**, filled in by the shareholders or, as the case, their representatives with their options (vote "For", vote "Against", mention "Abstention"), signed, having attached extended electronic signature, accompanied by the related documents shall be sent by e-mail clearly mentioning on the subject "**Confidential – Secret voting instructions for point 3 - for the Ordinary General Meeting of Shareholders as of April 28th/29th, 2021**", so that to be registered as received to the Company's registration desk **until April 26th, 2021, 11:00 a.m.** (Romanian time);
- for the OGMS, the special Power of Attorney/ Correspondence Voting Ballot dedicated to the **items 1, 2, 4, 5, 6, 7 and 8** on the agenda, filled in by the shareholders or, as the case, their representatives with their options (vote "For", vote "Against", mention "Abstention"), signed, having attached extended electronic signature shall be sent within a separate e-mail, clearly mentioning on the subject "**For the Ordinary General Meeting of Shareholders as of April 28th/29th, 2021**", so that to be registered as received to the Company's registration desk **until April 26th, 2021, 11:00 a.m.** (Romanian time);
- for the EGMS, the special Power of Attorney/ Correspondence Voting Ballot, filled in by the shareholders or, as the case, their representatives with their options (vote "For", vote "Against", mention "Abstention"), signed, having attached extended electronic signature, accompanied by the related documents shall be sent by e-mail clearly mentioning on the subject "**For the Extraordinary General Meeting of Shareholders as of April 28th/29th, 2021**", so that to be registered as received to the Company's registration desk **until 26.04.2021, 01:00 p.m.** (Romanian time).

The special Powers of Attorney and Correspondence Voting Ballots in Romanian and/or English languages, which are not registered with the Company's Registration Office/email address specified in the previous paragraph until the date and hour mentioned hereinbefore, shall not be considered for determining the quorum and majority in the OGMS and EGMS.

If the special Power of Attorney was sent to the Company by email, the Proxies shall also provide to the Technical Secretariat an original copy of the special power of attorney.

When filling in the special Powers of Attorney/ Correspondence Voting Ballots, in compliance with all of the above-mentioned, the shareholders or, as the case, their representatives are asked to consider that new items on the agenda of the OGMS and/or EGMS or proposals of resolutions could be added. In this case, the special Powers of Attorney/ Correspondence Voting Ballots shall be updated and published as described at letter b) **starting with April 15th, 2021**.

The special Power of Attorney is valid only for the GMS for which it has been requested; the representative is required to vote in compliance with the instructions formulated by the empowering shareholder, under sanction of vote cancellation.

Generally a shareholder may mandate only one representative to represent him/her in GMS. However, the Power of Attorney may name one or more alternative representatives to ensure the representation in the general meeting, for the case in which the main representative named above



cannot fulfill his mandate. If more alternative representatives are assigned by the Power of Attorney, there shall be set the succession in which they are to exercise their mandate.

If the shareholder expressing his/her vote through correspondence participates personally or by a representative to the OGMS/EGMS, the vote through correspondence expressed for that general meeting shall be annulled. In this case, only the vote expressed personally or by representative shall be taken into consideration.

If the person representing the shareholder by his/her personal presence in the general meeting is another person than the one who expressed the vote through correspondence, then, in order for his/her vote to be valid, the person shall submit in the general meeting, a written revocation of the vote expressed through correspondence, signed by the shareholder or by the representative who expressed that vote through correspondence. If the shareholder, or his/her legal representative, is present at the general meeting, this is not necessary anymore.

The centralization, checking and recordkeeping of the Correspondence Voting Ballots, as well as the verification and validation of the special Powers of Attorney deposited with the Company shall be made by the technical secretary, she/he are going to keep the documents safely and shall maintain confidentiality over the votes cast until the items on the agenda are submitted for voting.

e) The Affidavits

In case a shareholder is represented by a credit institution that provides custody services, the latter will be able to vote on the OGMS, respectively EGMS on the basis of the voting instructions received by electronic means of communication, without the need for a special or general power of attorney to be drawn up by the shareholder. The custodian votes in the OGMS, respectively EGMS exclusively in accordance with and within the limits of instructions received from its clients as shareholders of the Company at the Reference Date.

The credit institution may participate and vote at the OGMS, respectively EGMS, provided that it submits a declaration on its own responsibility (Affidavit), stating:

- a) clearly the name of the shareholder on behalf of which the credit institution participates and votes in the OGMS, respectively EGMS;
- b) the credit institution provides custody services to that shareholder;
- c) clearly the name of the person who is part of the management body or among the employees of the credit institution and will represent the credit institution in the OGMS, respectively EGMS.

Documents accompanying the Affidavit:

- an official document attesting the capacity as legal representative of the signatory of the Affidavit (issued by a competent authority, original or certified copy, not older than 3 months before the date of publication of the convening notice of the OGMS and EGMS);
- copy of the identity document of the person who is part of the management body or among the employees of the credit institution nominated in the Affidavit and will represent the credit institution in the OGMS and EGMS.

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The documents submitted in a foreign language, other than English (except for the identity documents valid on the territory of Romania) shall be accompanied by a sworn translation, in Romanian or English languages.

The Affidavit, signed by the legal representative of the credit institution, in original, accompanied by the related documents, shall be deposited/sent so that to be registered as received to the Company's registration desk **until 26.04.2021, at 11:00 a.m.**, clearly mentioning on the envelope **„FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF APRIL 28th/29th, 2021”**, respectively **until 26.04.2021, at 01:00 p.m.**, clearly mentioning on the envelope **„FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF APRIL 28th/29th, 2021”**.

The Affidavits, signed, accompanied by the related documents may be sent also by e-mail with an extended electronic signature, in compliance with Law no. 455/2001 on digital signature, as amended and supplemented, and according to the regulations of the Financial Supervisory Authority, at the address: Investor.Relations.RRC@rompetrol.com, mentioning to the subject: **„FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS AS OF APRIL 28th/29th, 2021”**, so that to be registered as received to the Company's registration desk **until 26.04.2021, at 11:00 a.m.**(Romanian time) **for the OGMS**, respectively mentioning to the subject: **„FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS AS OF APRIL 28th/29th, 2021”**, so that to be registered as received to the Company's registration desk **until 26.04.2021, at 01:00 p.m.**(Romanian time) **for the EGMS**.

The verification and validation of the Affidavits deposited with the Company shall be made by the technical secretary appointed according to the law, she/he are going to keep the documents safely.

f) The shareholders rights to introduce additional points on the agenda and to make new resolution proposals for the existing or proposed points to be included on the agenda

The shareholders representing, individually or collectively, at least 5% of the Company's share capital, have the right according to the law to ask for introducing **new points on the agenda** of the OGMS, respectively EGMS, as well as to make new resolutions' proposals for the points included or proposed to be included on its agenda, by recommended letter with receiving confirmation/by courier, clearly mentioning on the envelope **„For the Ordinary/Extraordinary General Meeting of Shareholders as of 28/29.04.2021”**, so that to be registered as received to the Company's registration desk **until 12.04.2021, at 04:00 p.m.** Each new proposed point must be accompanied by a reasoning memo or a draft resolution proposed for adoption to the meeting.

g) The shareholders right to ask questions concerning the agenda

Any interested shareholder has the right to ask questions regarding the points included on the agenda of the OGMS, respectively EGMS; the questions shall be submitted in writing and shall be deposited/ sent so that to be registered as received to the Company's registration desk **until**



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19.04.2021, at 4:00 p.m., clearly mentioning on the envelope „For the Ordinary/Extraordinary General Meeting of Shareholders as of 28/29.04.2021”.

The answers shall be available on the Company’s website www.rompetrol-rafinare.ro, Investors Relations/General meetings of shareholders, **starting with 26.04.2021, at 06:00 p.m.**

The right to submit questions and the Company’s obligation to respond shall be subject to the protection of confidentiality and business interests of the Company.

For the valid exercise of the rights stipulated at letters f) and g), the shareholders shall submit to the Company the following documents issued by Depozitarul Central S.A. or by the intermediaries defined in art. 2 para. (1) point 20 of the Law 24/2017 which provide custody services:

- a) the account statement, which shows the quality as shareholder and the number of shares owned;
- b) documents attesting the enrolment of the information regarding the legal representative with Depozitarul Central S.A./ respective intermediaries (in case of shareholders – legal persons).

The documents submitted in a foreign language, other than English (except for identity documents valid in Romania) shall be accompanied by the authorized translation thereof into Romanian or English language.

On the convening date, the Rompetrol Rafinare S.A.’s registered share capital is of Lei 4,410,920,572.60 and consists of 44,109,205,726 shares, dematerialized shares, with a par value of Lei 0.10, each share giving the right to one vote within the General Meeting of Shareholders.

Further information can be received at phone number 0241/506553 on working days, between 9:00 a.m. – 04:00 p.m. and on the Company’s website www.rompetrol-rafinare.ro, section Investors Relation, sub-section Shareholders General Assembly / Shareholders General Assembly current year.

Besides, on website www.rompetrol-rafinare.ro, Section Investors Relation it is posted a notice of information regarding the shareholders’ rights in the processing of their personal data by the Company, according to Regulation (EU) 2016/679 of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation).

Chairman of the Board of Directors

Yedil Utekov

DocuSigned by:

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