



RESOLUTION DRAFT no. 2/2021
of the General Ordinary Meeting of the Shareholders of
ROMPETROL RAFINARE S.A.
as of April [28th /29th], 2021

The General Ordinary Meeting of the Shareholders (“GOMS”) of the trade company ROMPETROL RAFINARE S.A., having its registered seat located in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța County, registered with Constanța Trade Registry under no. J13/534/1991, having the sole registration code 1860712 (hereinafter referred to as the “Company”), with subscribed and paid up share capital of 4,410,920,572.6 lei, divided into 44,109,205,726 registered shares, with a par value of 0.1 lei each,

Convened in virtue of article 117 of the Law no. 31/1990 - as republished - by means of the convening notice published in the Official Gazette no. 1257 as of 26.03.2021 and in “Bursa” newspaper no. 60 (historical no.) as of 26.03.2021,

Legally and statutory convened in session on 28[29] of April 2021, at 11:00 a.m. o'clock (first/second convening), at the Company's headquarters from Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța County, in the presence of the Company's shareholders representing ____% of the share capital and respectively ____% of the entirety of voting rights, for all the Company's shareholders registered in the Registry of the Company's Shareholders at the **April 16th, 2021, deemed as Reference Date** for this meeting,

Hereby adopts the following resolution concerning the items 5, 6, 7 and 8 on the agenda:

Article 1

In the presence of the shareholders representing% of the share capital and% of the total voting rights, with votes „for” representing% of the share capital and% of the votes cast and votes „against” representing% of the share capital and% of the casted votes, **it is hereby [approves/rejects] 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.

Article 2

In the presence of the shareholders representing% of the share capital and% of the total voting rights, with votes „for” representing% of the share capital and% of the votes cast and votes „against” representing% of the share capital and% of the casted votes, **it is hereby [approves/rejects] for the current year:**



- a gross monthly remuneration of Lei 15,385 corresponding to a net monthly remuneration of Lei 9,000 for each member of the Board of Directors;
- a gross monthly remuneration of lei 5,128 corresponding to a net monthly remuneration of Lei 3,000 for each member of the Audit Committee;
- a gross monthly remuneration of Lei 5,128 corresponding to a net monthly remuneration of Lei 3,000 for each member of the Strategy Committee.

Article 3

In the presence of the shareholders representing% of the share capital and% of the total voting rights, with votes „for” representing% of the share capital and% of the votes cast and votes „against” representing% of the share capital and% of the casted votes, **it is hereby [approves/rejects] the date of:**

(i) **May 18th, 2021 as Registration Date**, according to art. 86 paragraph (1) of Law no 24/2017; and

(ii) **May 17th, 2021 as “Ex Date” Date**, according to art. 2 paragraph. 2 letter 1) of Regulations no 5/2018.

Article 4

In the presence of the shareholders representing% of the share capital and% of the total voting rights, with votes „for” representing% of the share capital and% of the votes cast and votes „against” representing% of the share capital and% of the casted votes, **it is hereby [approves/rejects] the empowerment of Mr. Yedil Utekov**, Chairman of the Board of Directors, to conclude and/or sign the Resolution No.2/2021 adopted in 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 this resolution adopted, both with the possibility of submandating third parties.

ROMPETROL RAFINARE S.A.

By: Mr. Yedil Utekov

**Chairman of the Board of Directors of the Company and
Proxy acting in virtue of article no. [4] of the Resolution no. 2/2021 of the General
Ordinary Meeting of Shareholders as of [28/29].04.2021**

Meeting secretaries:

Mr./Mrs. _____

Mr./Mrs. ____