



RESOLUTION DRAFT no. 3/2021
of the General Extraordinary Meeting of the Shareholders of
ROMPETROL RAFINARE S.A.
as of April [28th /29th], 2021

The General Extraordinary Meeting of the Shareholders (“GEMS”) 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 01:00 p.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 1, 4 and 5 on the agenda:

Article 1

(i) 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 held by the shareholders present or represented and votes „*against*” representing% of the share capital and% of the votes held by the shareholders present or represented, **it is hereby [approves/rejects] the amendment of the Company's Articles of Incorporation** according to the proposal below, the rest of the provisions of the Articles of Incorporation 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 Incorporation 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 Incorporation 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) 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 held by the shareholders present or represented and votes „against” representing% of the share capital and% of the votes held by the shareholders present or represented, **it is hereby [approves/rejects] the update of the Company's Articles of Incorporation** following the approval/rejection of the previous article on the agenda.

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 held by the shareholders present or represented and votes „against” representing% of the share capital and% of the votes held by the shareholders present or represented, **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 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 held by the shareholders present or represented and votes „against” representing% of the share capital and% of the votes held by the shareholders present or represented, **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.3/2021 adopted in this EGMS on behalf of the Company and/or of the shareholders of the Company, including the signature of the updated Company's 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 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. [3] of the Resolution no. 3/2021 of the General
Extraordinary Meeting of Shareholders as of [28/29].04.2021**

Meeting secretaries:

Mr./Mrs. _____

Mr./Mrs. _____