



**RESOLUTION DRAFT no. 6/2021
of the General Extraordinary Meeting of the Shareholders of
ROMPETROL RAFINARE S.A.
as of April [6th /9th], 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. 2698 as of 02.07.2021 and in "Bursa" newspaper no. 125 as of 02.07.2021,

Legally and statutory convened in session on 6[9] of August 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 **July 26th, 2021, deemed as Reference Date** for this meeting,

Hereby adopts the following resolution concerning the items 1, 2, 5 and 6 on the agenda:

Article 1

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, **[confirms/invalidates] the continuation of the Company activity, in accordance with the provisions of art. 153²⁴ of the Companies Law no. 31/1990**, provided that in accordance with the audited financial statements of 2020, the net assets of the Company were maintained at a value of less than half of the value of the subscribed share capital.

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 the votes held by the shareholders present or represented, **it is hereby [approved/rejected] the date of 31.12.2021 as representing the date until which the Company will adopt all legal measures to remedy the situation of the net asset compared to the value of the share capital of the Company.**

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 date of:**

(i) **December 7, 2021 as the Registration Date**, according to art. 86 para. (1) of Law no. 24/2017; (ii) **December 6, 2021 as the “Ex Date”**, according to art. 2 para. 2 lit. 1 of FSA Regulation no. 5/2018; (iii) **December 8, 2021 as the date of payment** according to art. 2 para. 2 lit. h and art. 178 of the FSA Regulation no. 5/2018 and (iv) **December 22, 2021 as the date of payment of the resulting fractions of shares**, in accordance with art. 176, 178 of the FSA Regulation 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 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 [approved/rejected] the empowerment of Mr. Yedil Utekov**, the Chairman of the Board of Directors, to conclude and / or sign on behalf of the Company and / or the Company's shareholders the decisions to be adopted by this EGMS **and of Mr. Felix Crudu-Teslovanu, General Manager of the Company**, to perform all legal formalities for registration, publicity, opposability, enforcement and publication of decisions, both with the possibility of subordination of 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. 6/2021 of the General
Extraordinary Meeting of Shareholders as of [6/9].08.2021**

Meeting secretaries:

Mr./Mrs.

Mr./Mrs.