



To: **BUCHAREST STOCK EXCHANGE
FINANCIAL SUPERVISORY AUTHORITY**

No. 3654/30 iunie 2021

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

Date of report: **30 June, 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. 4 adopted by the Board of Directors on June 30th, 2021 with respect to the convening of the Extraordinary General Meeting of Shareholders ("EGMS") of Rompetrol Rafinare S.A. on August 6th, 2021 (August 9th, 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 June 30, 2021, adopted the decision to convene the **Extraordinary General Meeting of Shareholders**, in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța County, on **August 6th, 2021** (first convening), **starting at 11:00 a.m.**, respectively, **August 9th, 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 **July 26th, 2021**, considered as **Reference Date** for this meeting,

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

1. Adoption of a resolution to confirm that the Company continues its 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.



2. 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.

3. Taking note on the measures for the recovery of the company's net assets endorsed by the Company's Board of Directors during the meeting of June 30, 2021, as well as of the revaluation of tangible assets and, as the case may be, of financial investments at fair value and the changes in the accounting policies.

4. Approval of the reduction of the Company's share capital, in the context of those endorsed and, respectively, approved by the Decision of the Company's Board of Directors as of June 30, 2021 and, conditioned by the approval of the EGMS of items 1 and 2 on the agenda, in one of the following options:

Option 1: Approval of the reduction of the share capital of the Company with the amount of 3,075,000,000 lei so that the book value of Rompetrol Rafinare shares on December 31, 2020 is equal to their nominal value.

The Company's share capital will be reduced by 3,075,000,000 lei, from the amount of 4,410,920,572.60 lei to 1,335,920,572.60 lei, by reducing the number of shares by 30,750,000,000 shares, respectively from 44,109,205,726 shares to 13,359,205,726 shares according to art. 207 (1) (a) from the Companies law no. 31/1990. The procedure used to reduce the share capital is as follows:

- the existing share capital in the amount of 4,410,920,572.60 lei is reduced by the amount of 3,075,000,000 lei, resulting in a new value of the share capital of 1,335,920,572.60 lei;
- the number of shares subject to the reduction is calculated in proportion to the shareholding of each shareholder in the share capital at the date of registration;
- if by applying the proportional reduction fractions of shares result, the rounding of the number of shares remaining in the shareholders' account will be performed at the lower whole. A price of 0.1 lei / share is established for the compensation of the fractions of shares resulting from the application of the algorithm and the rounding of the results;
- the share capital decrease rate will be established according to the following formula: number of shares with which the share capital is reduced: number of shares issued by the company at the registration date - 30,750,000,000 : 44,109,205,726 = 0.697133387325416;
- the number of shares that will be canceled as a result of the reduction of the share capital is calculated as follows: the number of shares held by a shareholder at the registration date multiplied by the share capital decrease rate.



Option 2: Approval of the reduction of the share capital of the Company with the amount of 1,755,000,000 lei so that on December 31, 2020 the book value of Rompetrol Rafinare shares is equal to their nominal value.

The Company's share capital will be reduced by 1,755,000,000 lei, from 4,410,920,572.60 lei to 2,655,920,572.60 lei, by reducing the number of shares by 17,550,000,000 shares, respectively from 44,109,205,726 shares to 26,559,205,726 shares according to art. 207 (1) (a) of the Companies law no. 31/1990. The procedure used to reduce the share capital is as follows:

- the existing share capital in the amount of 4,410,920,572.60 lei is reduced by the amount of 1,755,000,000 lei, resulting in a new value of the share capital of 2,655,920,572.60 lei;
- the number of shares subject to the reduction is calculated in proportion to the shareholding of each shareholder in the share capital at the date of registration;
- if by applying the proportional reduction fractions of shares result, the rounding of the number of shares remaining in the shareholders' account will be performed at the lower whole. A price of 0.1 lei / share is established for the compensation of the fractions of shares resulting from the application of the algorithm and the rounding of the results;
- the share capital decrease rate will be established according to the following formula: number of shares with which the share capital is reduced: number of shares issued by the company at the registration date – 17,550,000,000 : 44,109,205,726 = 0.397876128375969;
- the number of shares that will be canceled as a result of the reduction of the share capital is calculated as follows: the number of shares held by a shareholder at the registration date multiplied by the share capital decrease rate.

Option 3: Approval of the reduction of the share capital of the Company with the amount of 229,000,000 lei so that on December 31, 2021 the book value of the Rompetrol Rafinare share is equal to 50% of the nominal value of the share.

The Company's share capital will be reduced by 229,000,000 lei, from the amount of 4,410,920,572.60 lei to the amount of 4,181,920,572.60 lei, by reducing the number of shares by 2,290,000,000 shares, respectively from 44,109,205,726 shares to 41,819,205,726 shares according to art. 207 (1) (a) of the Companies Law no. 31/1990. The procedure used to reduce the share capital is as follows:

- the existing share capital in the amount of 4,410,920,572.60 lei is reduced by the amount of 229,000,000 lei, resulting in a new value of the share capital of 4,181,920,572.60 lei;



- the number of shares subject to the reduction is calculated in proportion to the shareholding of each shareholder in the share capital at the date of registration;
- if by applying the proportional reduction fractions of shares result, the rounding of the number of shares remaining in the shareholders' account will be performed at the lower whole. A price of 0.1 lei / share is established for the compensation of the fractions of shares resulting from the application of the algorithm and the rounding of the results;
- the share capital decrease rate will be established according to the following formula: number of shares with which the share capital is reduced: number of shares issued by the company at the registration date – 2,290,000,000 : 44,109,205,726 = 0.051916600226836;
- the number of shares that will be canceled as a result of the reduction of the share capital is calculated as follows: the number of shares held by a shareholder at the registration date multiplied by the share capital decrease rate.

Option 4: Approval of the reduction of the share capital of the Company with the amount of 1,179,000,000 lei so that on December 31, 2021 the book value of the Rompetrol Rafinare share is equal to 65% of the nominal value of the share.

The Company's share capital will be reduced by 1,179,000,000 lei, from the amount of 4,410,920,572.60 lei to the amount of 3,231,920,572.60 lei, by reducing the number of shares by 11,790,000,000 shares, respectively from 44,109,205,726 shares to 32,319,205,726 shares according to art. 207 (1) (a) of the Companies Law no. 31/1990. The procedure used to reduce the share capital is as follows:

- the existing share capital in the amount of 4,410,920,572.60 lei is reduced by the amount of 1,179,000,000 lei, resulting in a new value of the share capital of 3,231,920,572.60 lei;
- the number of shares subject to the reduction is calculated in proportion to the shareholding of each shareholder in the share capital at the date of registration;
- if by applying the proportional reduction fractions of shares result, the rounding of the number of shares remaining in the shareholders' account will be performed at the lower whole. A price of 0.1 lei / share is established for the compensation of the fractions of shares resulting from the application of the algorithm and the rounding of the results;
- the share capital decrease rate will be established according to the following formula: number of shares with which the share capital is reduced: number of shares issued by the company at the registration date – 11,790,000,000 : 44,109,205,726 = 0.267291142652574;



- the number of shares that will be canceled as a result of the reduction of the share capital is calculated as follows: the number of shares held by a shareholder at the registration date multiplied by the share capital decrease rate.

Option 5: Approval of the reduction of the share capital of the Company with the amount of 2,207,000,000 lei so that on December 31, 2020 the book value of the Rompetrol Rafinare share is equal to the nominal value of the share.

The Company's share capital will be reduced by 2,207,000,000 lei, from the amount of 4,410,920,572.60 lei to the amount of 2,203,920,572.60 lei, by reducing the number of shares by 22,070,000,000 shares, respectively from 44,109,205,726 shares to 22,039,205,726 shares according to art. 207 (1) (a) of the Companies Law no. 31/1990. The procedure used to reduce the share capital is as follows:

- the existing share capital in the amount of 4,410,920,572.60 lei is reduced by the amount of 2,207,000,000 lei, resulting in a new value of the share capital of 2,203,920,572.60 lei;
- the number of shares subject to the reduction is calculated in proportion to the shareholding of each shareholder in the share capital at the date of registration;
- if by applying the proportional reduction fractions of shares result, the rounding of the number of shares remaining in the shareholders' account will be performed at the lower whole. A price of 0.1 lei / share is established for the compensation of the fractions of shares resulting from the application of the algorithm and the rounding of the results;
- the share capital decrease rate will be established according to the following formula: number of shares with which the share capital is reduced: number of shares issued by the company at the registration date - 22,070,000,000 : 44,109,205,726 = 0.500349068561689;
- the number of shares that will be canceled as a result of the reduction of the share capital is calculated as follows: the number of shares held by a shareholder at the registration date multiplied by the share capital decrease rate.

Option 6: Approval of the reduction of the share capital of the Company with the amount of 1,379,000,000 lei so that on December 31, 2021 the book value of the Rompetrol Rafinare share is equal to 50% of the nominal value of the share.

The Company's share capital will be reduced by 1,379,000,000 lei, from the amount of 4,410,920,572.60 lei to the amount of 3,031,920,572.60 lei, by reducing the number of shares by 13,790,000,000 shares, respectively from 44,109,205,726 shares to 30,319,205,726 shares according to art. 207 (1) (a) of the Companies Law no. 31/1990. The procedure used to reduce the share capital is as follows:



- the existing share capital in the amount of 4,410,920,572.60 lei is reduced by the amount of 1,379,000,000 lei, resulting in a new value of the share capital of 3,031,920,572.60 lei;
- the number of shares subject to the reduction is calculated in proportion to the shareholding of each shareholder in the share capital at the date of registration;
- if by applying the proportional reduction fractions of shares result, the rounding of the number of shares remaining in the shareholders' account will be performed at the lower whole. A price of 0.1 lei / share is established for the compensation of the fractions of shares resulting from the application of the algorithm and the rounding of the results;
- the share capital decrease rate will be established according to the following formula: number of shares with which the share capital is reduced: number of shares issued by the company at the registration date – 13,790,000,000 : 44,109,205,726 = 0.312633151584308;
- the number of shares that will be canceled as a result of the reduction of the share capital is calculated as follows: the number of shares held by a shareholder at the registration date multiplied by the share capital decrease rate.

The Articles of Association of the company will be amended and updated to reflect the reduction of the share capital depending on the option that will be approved by the EGMS.

The effects of the company's share capital reduction will occur after the expiration of the term of two months from the day when the resolution was published in the Official Gazette of Romania, Part IV, according to art. 208 (1) of Law no. 31/1990 regarding companies.

5. Approval of 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.

6. Authorization 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-Tesloveanu, 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



The convening notice of the Extraordinary General Meeting of Shareholders as of August 6th/9th, 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 July 6th, 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 Extraordinary General Meeting of Shareholders as of August 6th/9th, 2021 shall be published in the Official Gazette of Romania, Part IV and in a wide-spread newspaper.

The Convening Notice of the EGMS was approved in the Company's Board of Directors meeting dated June 30th, 2021.

Attached:

- **Convening Notice of the Extraordinary General Meeting of Shareholders on August 6th/9th, 2021.**

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



rompetrol

KazMunayGas
International
Group Member

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 June 30th, 2021, 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 Extraordinary General Meeting of Shareholders (hereinafter referred to as "EGMS"), for the date of **August 6th, 2021, starting at 11:00 a.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 EGMS, the Board of Directors shall convene and fix, based on art. 118 of Law no 31/1990, **the second EGMS on August 9th, 2021**, with the same agenda, **starting at 11:00 a.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 **July 26, 2021 (Reference Date)** have the right to attend and cast their votes in the EGMS. Should there be a second calling of the EGMS, the Reference Date remains the same.

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

1. Adoption of a resolution to confirm that the Company continues its 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.



2. 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.

3. Taking note on the measures for the recovery of the company's net assets endorsed by the Company's Board of Directors during the meeting of June 30, 2021, as well as of the revaluation of tangible assets and, as the case may be, of financial investments at fair value and the changes in the accounting policies.

4. Approval of the reduction of the Company's share capital, in the context of those endorsed and, respectively, approved by the Decision of the Company's Board of Directors as of June 30, 2021 and, conditioned by the approval of the EGMS of items 1 and 2 on the agenda, in one of the following options:

Option 1: Approval of the reduction of the share capital of the Company with the amount of 3,075,000,000 lei so that the book value of Rompetrol Rafinare shares on December 31, 2020 is equal to their nominal value.

The Company's share capital will be reduced by 3,075,000,000 lei, from the amount of 4,410,920,572.60 lei to 1,335,920,572.60 lei, by reducing the number of shares by 30,750,000,000 shares, respectively from 44,109,205,726 shares to 13,359,205,726 shares according to art. 207 (1) (a) from the Companies law no. 31/1990. The procedure used to reduce the share capital is as follows:

- the existing share capital in the amount of 4,410,920,572.60 lei is reduced by the amount of 3,075,000,000 lei, resulting in a new value of the share capital of 1,335,920,572.60 lei;
- the number of shares subject to the reduction is calculated in proportion to the shareholding of each shareholder in the share capital at the date of registration;
- if by applying the proportional reduction fractions of shares result, the rounding of the number of shares remaining in the shareholders' account will be performed at the lower whole. A price of 0.1 lei / share is established for the compensation of the fractions of shares resulting from the application of the algorithm and the rounding of the results;
- the share capital decrease rate will be established according to the following formula: number of shares with which the share capital is reduced: number of shares issued by the company at the registration date - 30,750,000,000 : 44,109,205,726 = 0.697133387325416;



- the number of shares that will be canceled as a result of the reduction of the share capital is calculated as follows: the number of shares held by a shareholder at the registration date multiplied by the share capital decrease rate.

Option 2: Approval of the reduction of the share capital of the Company with the amount of 1,755,000,000 lei so that on December 31, 2020 the book value of Rompetrol Rafinare shares is equal to their nominal value.

The Company's share capital will be reduced by 1,755,000,000 lei, from 4,410,920,572.60 lei to 2,655,920,572.60 lei, by reducing the number of shares by 17,550,000,000 shares, respectively from 44,109,205,726 shares to 26,559,205,726 shares according to art. 207 (1) (a) of the Companies law no. 31/1990. The procedure used to reduce the share capital is as follows:

- the existing share capital in the amount of 4,410,920,572.60 lei is reduced by the amount of 1,755,000,000 lei, resulting in a new value of the share capital of 2,655,920,572.60 lei;
- the number of shares subject to the reduction is calculated in proportion to the shareholding of each shareholder in the share capital at the date of registration;
- if by applying the proportional reduction fractions of shares result, the rounding of the number of shares remaining in the shareholders' account will be performed at the lower whole. A price of 0.1 lei / share is established for the compensation of the fractions of shares resulting from the application of the algorithm and the rounding of the results;
- the share capital decrease rate will be established according to the following formula: number of shares with which the share capital is reduced: number of shares issued by the company at the registration date – 17,550,000,000 : 44,109,205,726 = 0.397876128375969;
- the number of shares that will be canceled as a result of the reduction of the share capital is calculated as follows: the number of shares held by a shareholder at the registration date multiplied by the share capital decrease rate.

Option 3: Approval of the reduction of the share capital of the Company with the amount of 229,000,000 lei so that on December 31, 2021 the book value of the Rompetrol Rafinare share is equal to 50% of the nominal value of the share.



The Company's share capital will be reduced by 229,000,000 lei, from the amount of 4,410,920,572.60 lei to the amount of 4,181,920,572.60 lei, by reducing the number of shares by 2,290,000,000 shares, respectively from 44,109,205,726 shares to 41,819,205,726 shares according to art. 207 (1) (a) of the Companies Law no. 31/1990. The procedure used to reduce the share capital is as follows:

- the existing share capital in the amount of 4,410,920,572.60 lei is reduced by the amount of 229,000,000 lei, resulting in a new value of the share capital of 4,181,920,572.60 lei;
- the number of shares subject to the reduction is calculated in proportion to the shareholding of each shareholder in the share capital at the date of registration;
- if by applying the proportional reduction fractions of shares result, the rounding of the number of shares remaining in the shareholders' account will be performed at the lower whole. A price of 0.1 lei / share is established for the compensation of the fractions of shares resulting from the application of the algorithm and the rounding of the results;
- the share capital decrease rate will be established according to the following formula: number of shares with which the share capital is reduced: number of shares issued by the company at the registration date – 2,290,000,000 : 44,109,205,726 = 0.051916600226836;
- the number of shares that will be canceled as a result of the reduction of the share capital is calculated as follows: the number of shares held by a shareholder at the registration date multiplied by the share capital decrease rate.

Option 4: Approval of the reduction of the share capital of the Company with the amount of 1,179,000,000 lei so that on December 31, 2021 the book value of the Rompetrol Rafinare share is equal to 65% of the nominal value of the share.

The Company's share capital will be reduced by 1,179,000,000 lei, from the amount of 4,410,920,572.60 lei to the amount of 3,231,920,572.60 lei, by reducing the number of shares by 11,790,000,000 shares, respectively from 44,109,205,726 shares to 32,319,205,726 shares according to art. 207 (1) (a) of the Companies Law no. 31/1990. The procedure used to reduce the share capital is as follows:

- the existing share capital in the amount of 4,410,920,572.60 lei is reduced by the amount of 1,179,000,000 lei, resulting in a new value of the share capital of 3,231,920,572.60 lei;



- the number of shares subject to the reduction is calculated in proportion to the shareholding of each shareholder in the share capital at the date of registration;
- if by applying the proportional reduction fractions of shares result, the rounding of the number of shares remaining in the shareholders' account will be performed at the lower whole. A price of 0.1 lei / share is established for the compensation of the fractions of shares resulting from the application of the algorithm and the rounding of the results;
- the share capital decrease rate will be established according to the following formula: number of shares with which the share capital is reduced: number of shares issued by the company at the registration date – 11,790,000,000 : 44,109,205,726 = 0.267291142652574;
- the number of shares that will be canceled as a result of the reduction of the share capital is calculated as follows: the number of shares held by a shareholder at the registration date multiplied by the share capital decrease rate.

Option 5: Approval of the reduction of the share capital of the Company with the amount of 2,207,000,000 lei so that on December 31, 2020 the book value of the Rompetrol Rafinare share is equal to the nominal value of the share.

The Company's share capital will be reduced by 2,207,000,000 lei, from the amount of 4,410,920,572.60 lei to the amount of 2,203,920,572.60 lei, by reducing the number of shares by 22,070,000,000 shares, respectively from 44,109,205,726 shares to 22,039,205,726 shares according to art. 207 (1) (a) of the Companies Law no. 31/1990. The procedure used to reduce the share capital is as follows:

- the existing share capital in the amount of 4,410,920,572.60 lei is reduced by the amount of 2,207,000,000 lei, resulting in a new value of the share capital of 2,203,920,572.60 lei;
- the number of shares subject to the reduction is calculated in proportion to the shareholding of each shareholder in the share capital at the date of registration;
- if by applying the proportional reduction fractions of shares result, the rounding of the number of shares remaining in the shareholders' account will be performed at the lower whole. A price of 0.1 lei / share is established for the compensation of the fractions of shares resulting from the application of the algorithm and the rounding of the results;



- the share capital decrease rate will be established according to the following formula: number of shares with which the share capital is reduced: number of shares issued by the company at the registration date – 22,070,000,000 : 44,109,205,726 = 0.500349068561689;
- the number of shares that will be canceled as a result of the reduction of the share capital is calculated as follows: the number of shares held by a shareholder at the registration date multiplied by the share capital decrease rate.

Option 6: Approval of the reduction of the share capital of the Company with the amount of 1,379,000,000 lei so that on December 31, 2021 the book value of the Rompetrol Rafinare share is equal to 50% of the nominal value of the share.

The Company's share capital will be reduced by 1,379,000,000 lei, from the amount of 4,410,920,572.60 lei to the amount of 3,031,920,572.60 lei, by reducing the number of shares by 13,790,000,000 shares, respectively from 44,109,205,726 shares to 30,319,205,726 shares according to art. 207 (1) (a) of the Companies Law no. 31/1990. The procedure used to reduce the share capital is as follows:

- the existing share capital in the amount of 4,410,920,572.60 lei is reduced by the amount of 1,379,000,000 lei, resulting in a new value of the share capital of 3,031,920,572.60 lei;
- the number of shares subject to the reduction is calculated in proportion to the shareholding of each shareholder in the share capital at the date of registration;
- if by applying the proportional reduction fractions of shares result, the rounding of the number of shares remaining in the shareholders' account will be performed at the lower whole. A price of 0.1 lei / share is established for the compensation of the fractions of shares resulting from the application of the algorithm and the rounding of the results;
- the share capital decrease rate will be established according to the following formula: number of shares with which the share capital is reduced: number of shares issued by the company at the registration date – 13,790,000,000 : 44,109,205,726 = 0.312633151584308;
- the number of shares that will be canceled as a result of the reduction of the share capital is calculated as follows: the number of shares held by a shareholder at the registration date multiplied by the share capital decrease rate.



The Articles of Association of the company will be amended and updated to reflect the reduction of the share capital depending on the option that will be approved by the EGMS.

The effects of the company's share capital reduction will occur after the expiration of the term of two months from the day when the resolution was published in the Official Gazette of Romania, Part IV, according to art. 208 (1) of Law no. 31/1990 regarding companies.

5. Approval of 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.

6. Authorization 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-Tesloveanu, 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

DETAILS ON THE EGMS

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

The Reference Date is July 26th, 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 this 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 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 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 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 or 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 EGMS agenda

Starting with July 6th, 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 EGMS (available in Romanian and English);
- **Special Power of Attorney - forms** for the representation of the shareholders in the 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 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 EGMS;
- **Drafts of resolutions** for the points on the agenda of the EGMS.

If the case would be, the updated agenda shall be published **no later than July 23, 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 August 4th, 2021, at 11:00 a.m.** (Romanian time), clearly mentioning on the envelope „**FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF AUGUST 6th/9th, 2021**”, The general Powers of Attorney, in certified copies, will be retained by the Company, mentioning about these in the minutes of the EGMS. 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 August 4th, 2021, at 11:00 a.m.** (Romanian time), clearly mentioning to the subject: „**FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF AUGUST 6th/9th, 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 corespondence

Shareholders may participate personally or may be represented in 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 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 EGMS by only one Proxy, having a special power of attorney granted for the EGMS dated **August 6/9, 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 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 July 6th, 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 this Meeting).

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 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 EGMS or proposals of resolutions could be added, in which case the updated agenda shall be published **starting with July 23, 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 August 4, 2021, at 11:00 a.m.** (Romanian time), clearly mentioning on the envelope **„SPECIAL POWER OF ATTORNEY/ CORRESPONDENCE VOTING BALLOT FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF AUGUST 6th/9th, 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, republished, and according to the regulations of the ASF, at the address: Investor.Relations.RRC@rompetrol.com, as following:

-- 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 August 6th/9th, 2021**", so that to be registered as received to the Company's registration desk **until August 4th, 2021, 11:00 a.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 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 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 July 23th, 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 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 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 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 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 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 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 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 EGMS.

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 August 4th, 2021, at 11:00 a.m.**, clearly mentioning on the envelope **„FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF AUGUST 6th/9th, 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 EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS AS OF AUGUST 6th/9th, 2021”**, so that to be registered as received to the Company's registration desk **until August 4th, 2021, at 11:00 a.m.**(Romanian time).

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 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 Extraordinary General Meeting of Shareholders as of August 6/9, 2021”**, so that to be registered as received to the Company's registration desk **until July 20, 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 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 July 20th, 2021, at 4:00 p.m.**, clearly mentioning on the envelope **„For the Extraordinary General Meeting of Shareholders as of August 6/9, 2021”**.

The answers shall be available on the Company's website **www.rompetrol-rafinare.ro**, Investors Relations/General meetings of shareholders, **starting with August 4, 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



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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