



**Results of the vote for Resolutions no. 6/2021 - no. 7/2021  
adopted within the  
Extraordinary General Meeting of Shareholders dated August 6<sup>th</sup>, 2021**

In accordance with the regulations applicable to the companies listed on a regulated market, Rompetrol Rafinare S.A. announces the results of the votes within the Extraordinary General Meeting of Shareholders (hereinafter referred to as the "EGMS") which was held upon its first convening, subject to the publicity and quorum related requirements in accordance with the provisions laid down by law and by the Articles of Association, on August 6<sup>th</sup>, 2021, at 11:00 a.m, at the Company's headquarters located in Năvodari, 215 Năvodari Blvd., Administrative Building, Constanța county, as follows:

**A) Status of the shares and voting rights on the date of the EGMS**

**Share capital:** Lei 4,410,920,572.6  
**Nominal value per share:** Lei 0.10

**Total number of shares issued by the Company:** 44,109,205,726 registered shares

<b>Shares with voting right:</b>	44,109,205,726
<b>Total number of voting rights:</b>	44,109,205,726
<b>Suspended voting right shares:</b>	0

**Total number of voting rights cast and expressed:** 43,813,587,198

<b>Reference date:</b>	July 26 <sup>th</sup> , 2021
<b>Registration date:</b>	December 7 <sup>th</sup> , 2021
<b>Ex-Date:</b>	December 6 <sup>th</sup> , 2021
<b>Date of payment:</b>	December 8 <sup>th</sup> , 2021
<b>Date of payment of the resulting fractions of shares:</b>	December 22 <sup>th</sup> , 2021

**B) Results of the votes in the EGMS held on August 6<sup>th</sup>, 2021.**

**1. For item no. 1 on the agenda of the EGMS regarding:**

**"Adoption of a resolution to confirm that the Company continues its activity in accordance with the provisions of art. 153<sup>24</sup> 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",

**the following results were recorded:**

<b>Votes:</b>					
<b>For</b>		<b>Against</b>		<b>Abstention</b>	
43,813,587,198		0		0	
Percentage of the share capital	Percentage of the votes held by the shareholders present or represented	Percentage of the share capital	Percentage of the votes held by the shareholders present or represented	Percentage of the share capital	Percentage of the votes held by the shareholders present or represented
99.3298%	100%	0%	0%	0%	0%
<b>Quorum: 43,813,587,198</b>					
<b>Total votes held by the shareholders present or represented: 43,813,587,198</b>					
<b>Total annulled votes: 0</b>					

**2. For item no. 2** on the agenda of the EGMS regarding:

**"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",**

**the following results were recorded:**

<b>Votes:</b>					
<b>For</b>		<b>Against</b>		<b>Abstention</b>	
43,813,587,198		0		0	
Percentage of the share capital	Percentage of the votes held by the shareholders present or represented	Percentage of the share capital	Percentage of the votes held by the shareholders present or represented	Percentage of the share capital	Percentage of the votes held by the shareholders present or represented
99.3298%	100%	0%	0%	0%	0%
<b>Quorum: 43,813,587,198</b>					
<b>Total votes held by the shareholders present or represented: 43,813,587,198</b>					
<b>Total annulled votes: 0</b>					



**3. For item no. 3 on the agenda regarding:**

**“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”,

***This current item on the agenda is not subjected to the vote of the shareholders; the shareholders acknowledge the information presented by the Company with regards to this subject.***

**4. For item no. 4 on the agenda regarding:**

**“Approval of the reduction of the Company's share capital, conditioned by the approval of the EGMS of items 1 and 2 on the agenda, as follows:**

**4. a) In the version proposed accordingly to the Convening Notice published in the Official Gazette of Romania, Part. IV, no. 2698/02.07.2021 and Informative Materials of meeting published on July 6, 2021, as follows:**

**“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:**

**Either**

**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.

**the following results were recorded:**

<b>Votes:</b>					
<b>For</b>		<b>Against</b>		<b>Abstention</b>	
0		43,813,587,198		0	
Percentage of the share capital	Percentage of the votes held by the shareholders present or represented	Percentage of the share capital	Percentage of the votes held by the shareholders present or represented	Percentage of the share capital	Percentage of the votes held by the shareholders present or represented
0%	0%	99.3298%	100%	0%	0%
<b>Quorum:</b>					
<b>Total votes held by the shareholders present or represented: 43,813,587,198</b>					
<b>Total annulled votes: 0</b>					

**Or**

**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.

**the following results were recorded:**

		<b>Votes:</b>			
<b>For</b>		<b>Against</b>		<b>Abstention</b>	
43,813,587,198		0		0	
Percentage of the share capital	Percentage of the votes held by the shareholders present or represented	Percentage of the share capital	Percentage of the votes held by the shareholders present or represented	Percentage of the share capital	Percentage of the votes held by the shareholders present or represented
99.3298%	100%	0%	0%	0%	0%
<b>Quorum: 43,813,587,198</b>					
<b>Total votes held by the shareholders present or represented: 43,813,587,198</b>					
<b>Total annulled votes: 0</b>					

**Or**

**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.

**the following results were recorded:**

<b>Votes:</b>					
<b>For</b>		<b>Against</b>		<b>Abstention</b>	
0		43,813,587,198		0	
Percentage of the share capital	Percentage of the votes held by the shareholders present or represented	Percentage of the share capital	Percentage of the votes held by the shareholders present or represented	Percentage of the share capital	Percentage of the votes held by the shareholders present or represented
0%	0%	99.3298%	100%	0%	0%
<b>Quorum:</b>					
<b>Total votes held by the shareholders present or represented: 43,813,587,198</b>					
<b>Total annulled votes: 0</b>					

**Or**



**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.

**the following results were recorded:**

For		Votes:		Abstention	
		Against			
0		43,813,587,198		0	
Percentage of the share capital	Percentage of the votes held by the shareholders present or represented	Percentage of the share capital	Percentage of the votes held by the shareholders present or represented	Percentage of the share capital	Percentage of the votes held by the shareholders present or represented
0%	0%	99.3298%	100%	0%	0%
<b>Quorum:</b>					
<b>Total votes held by the shareholders present or represented: 43,813,587,198</b>					
<b>Total annulled votes: 0</b>					



Or

**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.

**the following results were recorded:**

		<b>Votes:</b>			
<b>For</b>		<b>Against</b>		<b>Abstention</b>	
0		43,813,587,198		0	
Percentage of the share capital	Percentage of the votes held by the shareholders present or represented	Percentage of the share capital	Percentage of the votes held by the shareholders present or represented	Percentage of the share capital	Percentage of the votes held by the shareholders present or represented
0%	0%	99.3298%	100%	0%	0%
<b>Quorum:</b>					
<b>Total votes held by the shareholders present or represented: 43,813,587,198</b>					
<b>Total annulled votes: 0</b>					





Or

**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 following results were recorded:**

		<b>Votes:</b>			
<b>For</b>		<b>Against</b>		<b>Abstention</b>	
0		43,813,587,198		0	
Percentage of the share capital	Percentage of the votes held by the shareholders present or represented	Percentage of the share capital	Percentage of the votes held by the shareholders present or represented	Percentage of the share capital	Percentage of the votes held by the shareholders present or represented
0%	0%	99.3298%	100%	0%	0%
<b>Quorum:</b>					
<b>Total votes held by the shareholders present or represented: 43,813,587,198</b>					
<b>Total annulled votes: 0</b>					



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.

**4. b) In the version proposed by KMG International N.V. through the draft of the resolution sent to the Company by the address registered at the Company under no. 4153/19.07.2021, as follows:**

"Within the context of the recommendation, formulated in the Company's Board of Directors Decision dated July 16, 2021 and subjected to the approval of items 1 and 2 on the EGMS agenda on August 06 / 09, 2021 according to the Resolution that will be adopted by this General Meeting in respect to items 1 and 2, **it is approved the reduction of the Company's share capital** according option 2 and namely:

**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."

**the following results were recorded:**

<b>For</b>		<b>Votes: Against</b>		<b>Abstention</b>	
43,813,587,198		0		0	
Percentage of the share capital	Percentage of the votes held by the shareholders present or represented	Percentage of the share capital	Percentage of the votes held by the shareholders present or represented	Percentage of the share capital	Percentage of the votes held by the shareholders present or represented
99.3298%	100%	0%	0%	0%	0%
<b>Quorum: 43,813,587,198</b>					
<b>Total votes held by the shareholders present or represented: 43,813,587,198</b>					
<b>Total annulled votes: 0</b>					

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. For item no. 5 (i)** on the agenda regarding:

**"Approval of the date of December 7, 2021 as the Registration Date, according to art. 86 para. (1) of Law no. 24/2017"**

**the following results were recorded:**

<b>Votes:</b>					
<b>For</b>		<b>Against</b>		<b>Abstention</b>	
43,813,587,198		0		0	
Percentage of the share capital	Percentage of the votes held by the shareholders present or represented	Percentage of the share capital	Percentage of the votes held by the shareholders present or represented	Percentage of the share capital	Percentage of the votes held by the shareholders present or represented
99.3298%	100%	0%	0%	0%	0%
<b>Quorum: 43,813,587,198</b>					
<b>Total votes held by the shareholders present or represented: 43,813,587,198</b>					
<b>Total annulled votes: 0</b>					

**For item no. 5 (ii)** on the agenda regarding:

**"Approval of the date of December 6, 2021 as the "Ex Date", according to art. 2 para. 2 lit. 1 of FSA Regulation no. 5/2018"**

**the following results were recorded:**

<b>Votes:</b>					
<b>For</b>		<b>Against</b>		<b>Abstention</b>	
43,813,587,198		0		0	
Percentage of the share capital	Percentage of the votes held by the shareholders present or represented	Percentage of the share capital	Percentage of the votes held by the shareholders present or represented	Percentage of the share capital	Percentage of the votes held by the shareholders present or represented
99.3298%	100%	0%	0%	0%	0%
<b>Quorum: 43,813,587,198</b>					
<b>Total votes held by the shareholders present or represented: 43,813,587,198</b>					
<b>Total annulled votes: 0</b>					



**For item no. 5 (iii)** on the agenda regarding:

**"Approval of the date of 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"**

**the following results were recorded:**

<b>Votes:</b>					
<b>For</b>		<b>Against</b>		<b>Abstention</b>	
43,813,587,198		0		0	
Percentage of the share capital	Percentage of the votes held by the shareholders present or represented	Percentage of the share capital	Percentage of the votes held by the shareholders present or represented	Percentage of the share capital	Percentage of the votes held by the shareholders present or represented
99.3298%	100%	0%	0%	0%	0%
<b>Quorum: 43,813,587,198</b>					
<b>Total votes held by the shareholders present or represented: 43,813,587,198</b>					
<b>Total annulled votes: 0</b>					

**For item no. 5 (iv)** on the agenda regarding:

**"Approval of the date of 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"**

**the following results were recorded:**

<b>Votes:</b>					
<b>For</b>		<b>Against</b>		<b>Abstention</b>	
43,813,587,198		0		0	
Percentage of the share capital	Percentage of the votes held by the shareholders present or represented	Percentage of the share capital	Percentage of the votes held by the shareholders present or represented	Percentage of the share capital	Percentage of the votes held by the shareholders present or represented
99.3298%	100%	0%	0%	0%	0%
<b>Quorum: 43,813,587,198</b>					
<b>Total votes held by the shareholders present or represented: 43,813,587,198</b>					
<b>Total annulled votes: 0</b>					

**6. For item no. 6** on the agenda regarding:

**"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 following results were recorded:**

<b>For</b>		<b>Votes:</b>		<b>Abstention</b>	
<b>43,813,587,198</b>		<b>Against</b>		<b>0</b>	
<b>0</b>		<b>0</b>		<b>0</b>	
Percentage of the share capital	Percentage of the votes held by the shareholders present or represented	Percentage of the share capital	Percentage of the votes held by the shareholders present or represented	Percentage of the share capital	Percentage of the votes held by the shareholders present or represented
99.3298%	100%	0%	0%	0%	0%
<b>Quorum: 43,813,587,198</b>					
<b>Total votes held by the shareholders present or represented: 43,813,587,198</b>					
<b>Total annulled votes: 0</b>					

Secretary of the Meeting: Carmen-Daniela CHIȚU