



No. 6355/November 5th, 2021

To: **FINANCIAL SUPERVISORY AUTHORITY**

BUCHAREST STOCK EXCHANGE

From: **ROMPETROL RAFINARE S.A.**

CURRENT REPORT

prepared in compliance with the provisions of Law no. 24/2017 on issuers of financial instruments, republished, and market operations and Regulation no. 5/2018 on issuers of financial instruments and market operations

Report date: **November 5th, 2021**

ROMPETROL RAFINARE S.A.

Registered Seat: Năvodari, 215 Năvodari Blvd. (Administrative Building), Constanta County

Telephone number: 0241/506100

Fax number: 0241/506930; 506901

Number of registration with the Trade Registry: J13/534/1991

Sole Registration Code: 1860712

Subscribed and paid-up capital: RON 4,410,920,572.60

Regulated market on which the securities are traded: Bucharest Stock Exchange (market symbol RRC)

Significant events to report: Resolution no. 8/2021 adopted by the Extraordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. as of November 5th, 2021.

The Extraordinary General Meeting of Shareholders ("EGMS") of Rompetrol Rafinare S.A., convened in session by virtue of art. 117 para.1 of the Companies Law no. 31/1990, as republished and subsequently amended, of the provisions of the Law no. 24/2017 on the issuers of financial instruments and market operations, republished, of the Financial Supervisory Authority's Regulations no. 5/2018 on the issuers of financial instruments and market operations, carried out its proceedings in compliance with the publicity and quorum conditions requested by Law no. 31/1990, as republished and subsequently amended and the provisions of the Articles of Incorporation of Rompetrol Rafinare S.A. (hereinafter referred to as the "**Company**").

The convening notice of the Extraordinary General Meeting of Shareholders was published in the Official Gazette of Romania, 4th Part, no. 4017 as of September 29th, 2021 and in "Bursa" newspaper no. 188 as of September 29th, 2021.



The Extraordinary General Meeting of Shareholders („EGMS”) of Rompetrol Rafinare S.A.

was convened in session on November 5th, 2021 – first convening – at 11.00 a.m., at the Company's headquarters, in compliance with the legal validity requirements, being attended directly and by Proxy, representing 99.3298% of the Company's share capital and 99.3298% of the total voting right registered with Depozitarul Central S.A. București on the reference date October 26th, 2021, as follows:

- the representative of the shareholder KMG Internațional N.V, holder of 21,222,506,422 shares/voting rights, representing 48.1136% of the share capital;
- the representative of the shareholder the Romanian State, through the Ministry of Energy, holding 19,715,009,053 shares/voting rights, representing 44.6959% of the share capital;
- a number of 4 (for) shareholders, natural persons (directly attending) and legal entities by proxy, holding 2,876,074,223 shares/voting rights, representing 6.5203% of the share capital.

Subject to the provisions of the Company's Articles of Incorporation and of Law no. 31/1990, as republished and subsequently amended, the Extraordinary General Meeting of Shareholders adopted the *Resolutions No. 8/2021* in respect of the issues on the meeting agenda, as follows:

Resolution no. 8/2021

“Article 1

In the presence of the shareholders representing 99.3298% of the share capital and 99.3298% of the total voting rights, with 43,813,589,698 votes „for” representing 99.3298% of the share capital and 100% of the votes held by the shareholders present or represented and no votes „against”, **it is hereby approved amendment and updating of the Articles of Incorporation of the Company**, as follows:

- a) Point 1.1 of Article 1 called “Shareholders”** will be amended to reflect the new shareholdings of significant shareholders of the Company as a result of the reduction of the share capital of the Company in accordance with the approvals of EGMS Resolution no. 7/2021 as of August 6, 2021 published in the Official Gazette of Romania, Part IV, no. 3654 as of September 3, 2021, and will have the following contents:

„Art.1. Shareholders

1.1. The Shareholders of the Company are:

A. Significant Shareholders:

1) KMG International N.V. holds 12,778,577,732 shares, fully paid, amounting to 1,277,857,773.20 RON, representing 48.1136% of the share capital;



2) The Romanian State represented by the Ministry of Energy holds 11,870,877,580 shares, shares, fully paid, amounting to 1,187,087,758 RON, representing 44.6959% of the share capital.

B. Shareholders, each holding less than 10% of the share capital, holding together a number of 1,909,750,414 shares, fully paid, amounting to RON 190,975,041.40, representing 7.1905% of the share capital."

- b) Points 6.1 and 6.2 of article 6 called "Share capital"** will be amended to reflect the new values of the Company's share capital in accordance with the approvals to reduce the share capital of the Company according to EGMS Resolution no. 7/2021 as of August 6, 2021 published in the Official Gazette of Romania, Part IV, no. 3654 as of September 3, 2021, and will have the following contents:

Art. 6. Share capital

6.1. The share capital of the company, fully subscribed and fully paid, is **RON 2,655,920,572.60**, of which RON 1,430,099,335.48 in-kind contribution and RON 1,225,821,237.12 cash contribution.

6.2. The share capital is represented by 26,559,205,726 registered shares, issued in dematerialized form, fully covered, each share having a nominal value of 0.1 RON."

- c) Point 11.2 of article 11 "Duties" within Chapter IV "General Meeting"** is amended by introducing a new attribution of the Ordinary General Meeting of Shareholders regarding the approval of the Remuneration Policy for directors and executive managers:

Art. 11.2 – new letter: „i) approves the Remuneration Policy for directors and executive managers”.

Article 2

In the presence of the shareholders representing 99.3298% of the share capital and 99.3298% of the total voting rights, with 43,813,589,698 votes „for” representing 99.3298% of the share capital and 100% of the votes held by the shareholders present or represented and no votes „against”, **it is hereby approved the date of:**

(i) **December 7, 2021 as the Registration Date**, according to art. 87 para. (1) of Law no. 24/2017, republished; and (ii) **December 6, 2021 as the "Ex Date"**, according to art. 2 para. 2 lit. 1 of FSA Regulation no. 5/2018.

**Article 3**

In the presence of the shareholders representing 99.3298% of the share capital and 99.3298% of the total voting rights, with 43,813,589,698 votes „for” representing 99.3298% of the share capital and 100% of the votes held by the shareholders present or represented and no votes „against”, **it is hereby approved the empowerment of of Mr. Yedil Utekov**, Chairman of the Board of Directors, to conclude and / or sign on behalf of the Company and / or the Company's shareholders the resolutions to be adopted by the present EGMS, including the updated Articles of Incorporation of the Company, and **Mr. Felix Crudu-Tesloveanu, General Manager of the Company**, to sign any and all documents, applications, forms and requests adopted / prepared for the purpose or for the execution of the resolutions of the present Extraordinary General Meeting of Shareholders in relation to any natural or legal person, private or public and to carry out all legal formalities for the implementation, registration, publicity, enforceability, enforcement and publication of adopted resolutions, both having the possibility to sub-mandate third parties."

ROMPETROL RAFINARE S.A.**Chairman of the Board of Director****By Proxy:****Director and General Manager - Felix Crudu-Tesloveanu**