



**RESOLUTION DRAFT no. 6/2022**  
**of the General Extraordinary Meeting of the Shareholders of**  
**ROMPETROL RAFINARE S.A.**  
**as of April [28<sup>th</sup> /29<sup>th</sup>], 2022**

**The General Extraordinary Meeting of the Shareholders** (“GEMS”) of the trade company ROMPETROL RAFINARE S.A., having its registered seat located in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța County, registered with Constanța Trade Registry under no. J13/534/1991, having the sole registration code 1860712 (hereinafter referred to as the “Company”), with subscribed and paid up share capital of 2,655,920,572.60 lei, divided into 26,559,205,726 registered shares, with a par value of 0.1 lei each,

Convened in virtue of article 117 of the Law no. 31/1990 - as republished - by means of the convening notice published in the Official Gazette no. 1250 as of 25.03.2022 and in “Bursa” newspaper no. 57 (historical no. 7086) as of 25.03.2022,

Having the Agenda revised under Article 117<sup>1</sup> of the Law no. 31/1990, republished, regarding companies, the provisions of art. 105, par. 3 of Law no. 24/2017 regarding the issuers of financial instruments and operations of the market, republished, in corroboration with the provisions of Article 189 of Regulation no. 5/2018 on issuers of financial instruments and market operations of the Financial Supervisory Authority, by supplementation of the Agenda of the Ordinary General Meeting of the Shareholders of the Company for 28 April 2022 (April 29, 2022 - the second convocation), published in the Official Gazette of Romania, Part IV, No 1564 of April 14<sup>th</sup> 2022, and national newspaper "Bursa" no. 71 of April 14<sup>th</sup>, 2022,

Legally and statutorily convened in session on 28[29] of April 2022, at 01:00 p.m. o'clock (first/second convening), at the Company's headquarters from Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța County, in the presence of the Company's shareholders representing \_\_\_\_% of the share capital and respectively \_\_\_\_% of the entirety of voting rights, for all the Company's shareholders registered in the Registry of the Company's Shareholders at the **April 18<sup>th</sup>, 2022, deemed as Reference Date** for this meeting,

Hereby adopts the following resolution concerning the items 1<sup>1</sup>, 1<sup>2</sup>, 2 and 3 on the agenda revised:

**Article 1**

The shareholders representing .....% of the share capital and .....% of the total voting rights, with ..... votes „*for*” representing .....% of the share capital and .....% of the votes held by the shareholders present or represented and ..... votes „*against*” representing .....% of the share capital and .....% of the votes held by the shareholders present or represented, **it is hereby [approves/rejects] the increase of the numerical composition of the Board of Directors of the Company, from a number of five members, to a number of seven members, starting with May 1, 2022.**



## **Article 2**

The shareholders representing .....% of the share capital and .....% of the total voting rights, with ..... votes „*for*” representing .....% of the share capital and .....% of the votes held by the shareholders present or represented and ..... votes „*against*” representing .....% of the share capital and .....% of the votes held by the shareholders present or represented, **it is hereby [approves/rejects] the amendment and / or completion of the Articles of Incorporation of the Company for the corresponding amendment of art. 14.1. of the Articles of Incorporation - in the event of the approval by the EGMS of the proposal from point 1 above, as follows:**

**a) Art. 14.1 of the Articles of Incorporation is amended and supplemented as follows:**

*„Art. 14.1. The activity of the Company is led by a Board of Directors composed of 7 (seven) members, appointed by the Ordinary General Meeting, who may also be shareholders of the company, natural or legal persons, of Romanian or foreign citizenship, respectively nationality. The directors appoint from among themselves the Chairman of the Board of Directors. When a legal person is elected administrator, at the time of the respective appointment the legal person is obliged to appoint a permanent natural person representative”.*

**b) The other provisions of the Articles of Incorporation of the Company remain unchanged”.**

## **Article 3**

In the presence of the shareholders representing .....% of the share capital and .....% of the total voting rights, with ..... votes „*for*” representing .....% of the share capital and .....% of the votes held by the shareholders present or represented and ..... votes „*against*” representing .....% of the share capital and .....% of the votes held by the shareholders present or represented, **it is hereby [approves/rejects] the date of:**  
(i) **May 18<sup>th</sup>, 2022 as Registration Date**, according to art. 87 paragraph (1) of Law no 24/2017;  
and  
(ii) **May 17<sup>th</sup>, 2022 as “Ex Date” Date**, according to art. 2 paragraph. 2 letter 1) of Regulations no 5/2018.

## **Article 4**

In the presence of the shareholders representing .....% of the share capital and .....% of the total voting rights, with ..... votes „*for*” representing .....% of the share capital and .....% of the votes held by the shareholders present or represented and ..... votes „*against*” representing .....% of the share capital and .....% of the votes held by the shareholders present or represented, **it is hereby [approves/rejects] the empowerment of Mr. Yedil Utekov, Chairman of the Board of Directors, to conclude and/or sign the Resolution No. 6/2022 adopted in this GEMS on behalf of the Company and/or of the**



*shareholders of the Company, and of Mr. Felix Crudu-Teslovanu, General Manager of the Company, to carry out all the legal formalities for the registration, publicity, enforceability, enforcement and publication of this resolution adopted, both with the possibility of submandating third parties.*

**ROMPETROL RAFINARE S.A.**

**By: Mr. Yedil Utekov**

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**Chairman of the Board of Directors of the Company and  
Proxy acting in virtue of article no. [4] of the Resolution no. 6/2022 of the General  
Extraordinary Meeting of Shareholders as of [28/29].04.2022**

**Meeting secretaries:**

Mr./Mrs. ....

Mr./Mrs. ....