



RESOLUTION DRAFT no. 3/2022
of the General Ordinary Meeting of the Shareholders of
ROMPETROL RAFINARE S.A.
as of April [28th /29th], 2022

The General Ordinary Meeting of the Shareholders (“GOMS”) 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 2,655,920,572.6 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 117¹ 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 14th 2022, and national newspaper "Bursa" no. 71 of April 14th, 2022,

Legally and statutory convened in session on 28[29] of April 2022, at 11:00 a.m. o'clock (first/second convening), at the Company's headquarters from Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța County, in the presence of the Company's shareholders representing ____% of the share capital and respectively ____% of the entirety of voting rights, for all the Company's shareholders registered in the Registry of the Company's Shareholders at the **April 18th, 2022, deemed as Reference Date** for this meeting,

Hereby adopts the following resolution concerning the items 7, 7¹, 7³, 8 and 9 on the agenda revised:

Article 1

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 cast and votes „*against*” representing% of the share capital and% of the casted votes, **it is hereby [approves/rejects] the election of the 5 (five) members who will form the new Board of**



Directors of the Company for a four-year term starting with May 1st, 2022 following the expiry on April 30th, 2022 the mandates of the current members of the Board of Directors.

The composition of the new Board of Directors is as follows:

- Mrs./Mr. _____, _____ citizen, domiciled/residing in _____;
- Mrs./Mr. _____, _____ citizen, domiciled/residing in _____;
- Mrs./Mr. _____, _____ citizen, domiciled/residing in _____;
- Mrs./Mr. _____, _____ citizen, domiciled/residing in _____;
- Mrs./Mr. _____, _____ citizen, domiciled/residing in _____.

Article 2

In the presence of the shareholders representing% of the share capital and% of the total voting rights, with votes „for” representing% of the share capital and% of the votes cast and votes „against” representing% of the share capital and% of the casted votes, only in the situation that EGMS of April 28/29, 2022, 13:00, approves the increase of the numerical composition of the Board of Directors from five members to seven members, **it is hereby [approves/rejects] the election of another 2 (two) new members of the Board of Directors of the Company for a term of 4 years starting with May 1, 2022, as follows:**

- Mrs./Mr. _____, _____ citizen, domiciled/residing in _____;
- Mrs./Mr. _____, _____ citizen, domiciled/residing in _____.

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 cast and votes „against” representing% of the share capital and% of the casted votes, **it is hereby [approves/rejects] the appointment of Mr. Dan Alexandru Iancu, financial auditor registered with the Romanian Chamber of Financial Auditors, as independent member in the Audit Committee, for a mandate equal to the mandate of the Board of Directors elected according to article 1 of this OGMS Resolution, i.e. from May 1st, 2022 until April 30th, 2026.**

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 cast and votes „against” representing% of the share capital and% of the casted votes, **it is hereby [approves/rejects] the date of:**

(i) **May 18th, 2022 as Registration Date**, according to art. 87 paragraph (1) of Law no 24/2017; and

(ii) **May 17th, 2022 as “Ex Date” Date**, according to art. 2 paragraph. 2 letter 1) of Regulations no 5/2018.

**Article 5**

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 cast and votes „against” representing% of the share capital and% of the casted votes, **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.3/2022 adopted in this OGMS on behalf of the Company and/or of the shareholders of the Company and of Mr. Felix Crudu-Tesloveanu, 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**

**Chairman of the Board of Directors of the Company and
Proxy acting in virtue of article no. [5] of the Resolution no. 3/2022 of the General
Ordinary Meeting of Shareholders as of [28/29].04.2022**

Meeting secretaries:

Mr./Mrs. _____

Mr./Mrs. _____