



**RESOLUTION DRAFT no. 1/2022
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 1, 2, 3, 4, 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 Annual Standalone Financial Statements of Rompetrol Rafinare S.A. on and for the financial year ended on December 31st, 2021**, drawn up in accordance with the Order of the Ministry of Public Finance No. 2844/2016 for approval of Accounting Regulations in accordance with International Financial Reporting Standards, as further amended and supplemented, based on the Annual Report of the Board of Directors for 2021 drawn up in accordance with the provisions of the FSA Regulation No 5/2018, and the Independent Financial Auditor's Report drawn up by Ernst & Young Assurance Services S.R.L. on the Annual Standalone Financial Statements of Rompetrol Rafinare on and for the financial year ended on December 31st, 2021.

The main financial indicators are:

- Net turnover	12,149,617,467 lei
- Operating loss	(329,029,920) lei
- Loss of the year	(450,988,114) lei
- Own Capitals	2,331,807,666 lei
- Number of employees on December 31 st , 2021	1,112 employees

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, **it is hereby [approves/rejects] the Annual Consolidated Financial Statements of Rompetrol Rafinare on and for the financial year ended on December 31st, 2021** (including the financial statements of Rompetrol Rafinare S.A. and those of its subsidiaries: Rompetrol Downstream S.R.L., Rom Oil S.A., Rompetrol Quality Control S.R.L., Rompetrol Logistics S.R.L. (together with the subsidiary Rompetrol Gas S.R.L.) and Rompetrol Petrochemicals S.R.L.), drawn up in accordance with the International Financial Reporting Standards (IFRS) adopted by the European Union, based on the Report of the Board of Directors for 2021 and of the Independent Financial Auditor's Report on the Annual Consolidated Financial Statements on and for the financial year ended on December 31st, 2021.

The main financial indicators are:

	USD	RON ¹
- Gross turnover	4,619,086,978	20,188,643,455
- Net turnover	3,348,256,153	14,634,223,169
- EBITDA (Operating profit, less the expense on the amortization and depreciation)	106,794,756	466,767,841
- EBIT (Operating loss)	(106,533,450)	(465,625,752)
- Net Loss	(186,783,895)	(816,376,370)

¹ RON as presentation currency information in USD



- Number of employees on December 31st, 2021 1,832 employees

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 discharge of all Company’s Directors of any liability arising from the activity they conducted during the financial year 2021 further to the submitted reports.**

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 Income and Expenses Budget of the Company for 2022, the Production Program for 2022 and Investment Budget for 2022.**

The main indicators for the Income and Expenses Budget of the Company for 2022:

- Gross turnover: 4,404,002 thousand USD
- Net turnover: 3,011,719 thousand USD
- Operating profit, without amortization & impairment expenses (EBITDA): 50,752 thousand USD
- Operating loss (EBIT): (13.415) thousand USD
- Net loss: (54.758) thousand USD

The main indicators for the Company’s Production Plan for 2022 and Investments Plan for 2022:

- Quantity processed by PETROMIDIA Refinery = 5,664,147 tons/year of raw materials, of which:
 - Crude oil: 4,967,520 tons/year;
 - Other raw materials: 696,626 tons/year
- Quantity processed by VEGA Refinery = 452,847 tons raw materials/ year
- Production obtained by PETROCHEMISTRY Plant:
 - Polymers (PP) = 161,350 tons/year, of which:
 - a) Polypropylene (PP) = 87,100 tons/year;
 - b) Polyethylene of high pressure (LDPE) = 74,250 tons/year;



The total amount of Rompetrol Rafinare S.A. investment for 2022 will be 75,700,110 USD.

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 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 6

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.1/2022 adopted in this OGMS on behalf of the Company and/or of the shareholders of the Company and to 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. [6] of the Resolution no. 1/2022 of the General
Ordinary Meeting of Shareholders as of [28/29].04.2022**

Meeting secretaries:

Mr./Mrs. _____

Mr./Mrs. _____