



**RESOLUTION DRAFT no. 8/2022**  
**of the General Extraordinary Meeting of the Shareholders of**  
**ROMPETROL RAFINARE S.A.**  
**as of August [19<sup>th</sup> /22<sup>nd</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. 2905 as of 08.07.2022 and in “Bursa” newspaper no. 127 as of 08.07.2022,

Legally and statutory convened in session on 19[22] of August 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 **August 8<sup>th</sup>, 2022, deemed as Reference Date** for this meeting,

Hereby adopts the following resolution concerning the items No. 2, 3, 4, 5 and 6 on the agenda:

**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 held by the present or represented shareholders and ..... votes „*against*” representing .....% of the share capital and .....% of the votes held by the present or represented shareholders, ***it is hereby [approved/rejected] the conclusion of a Framework Agreement for the Sale of Thermal Energy between Rompetrol Rafinare S.A., as a Buyer, and Rompetrol Energy S.A., as a Seller, for 10 years, under the terms and conditions set out in the draft of the Agreement and the information material related to this item that was made available to the shareholders in the legal term.***



## **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 held by the present or represented shareholders and ..... votes „against” representing .....% of the share capital and .....% of the votes held by the present or represented shareholders, ***it is hereby [approved/rejected] the conclusion of a Framework Agreement for the Sale of Electricity between Rompetrol Rafinare S.A., as a Buyer, and Rompetrol Energy S.A., as a Seller, for 10 years, under the terms and conditions set out in the draft of the Agreement and in the information material related to this item that was made available to the shareholders in the legal term.***

## **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 present or represented shareholders and ..... votes „against” representing .....% of the share capital and .....% of the votes held by the present or represented shareholders, ***it is hereby [approved/rejected] the empowerment of Mr. Felix Crudu-Tesloveanu as General Manager and Mrs. Ramona Georgiana Galateanu as Economic Director of the Company, with the right of joint signature, to sign in the name and on behalf of the Company the documents mentioned in articles 1 and 2 on present Resolution, the documents issued in connection with their execution as well as any other documents necessary to carry out this Resolution adopted in this regard.***

## **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 present or represented shareholders and ..... votes „against” representing .....% of the share capital and .....% of the votes held by the present or represented shareholders, ***it is hereby [approved/rejected] the date of:***

***(i) September 7<sup>th</sup>, 2022 as Registration Date, according to art. 87 paragraph (1) of Law no 24/2017; and (ii) September 6<sup>th</sup>, 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 held by the present or represented shareholders and ..... votes „against” representing .....% of the share capital and .....% of the votes held by the present or represented shareholders, ***it is hereby [approved/rejected] the***



*empowerment of Mr. Felix Crudu-Tesloveanu, Member of the Board of Directors and General Manager of the Company, to conclude and/or sign the Resolution No. 8/2022 adopted by this EGMS on behalf of the Company and/or of the shareholders of the Company and to carry out all the legal formalities for the registration, publicity, enforceability, enforcement and publication of this Resolution adopted, with the right to sub-appoint third parties.*

**ROMPETROL RAFINARE S.A.**

**By: Mr. Felix Crudu-Tesloveanu**

**Member of the Board of Directors and General Manager of the Company**

**Proxy acting in virtue of article no. [5] of the Resolution no. 8/2022 of the General Extraordinary Meeting of Shareholders as of [19/22].08.2022**

**Meeting secretaries:**

Mr./Mrs. ....

Mr./Mrs. ....