

**No. 4931/ August 22, 2022****To: BUCHAREST STOCK EXCHANGE
FINANCIAL SUPERVISORY AUTHORITY****From: ROMPETROL RAFINARE S.A.****CURRENT REPORT****prepared in compliance with the provisions of Law no. 24/2017 on issuers of financial instruments and market operations, republished, and Regulation no. 5/2018 on issuers of financial instruments and market operations**Date of report: **22 August, 2022****ROMPETROL RAFINARE S.A.**

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

Telephone number: 0241/506100; 506553

Fax number: 0241/506930; 506901

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

Sole Registration Code: 1860712

Subscribed and paid-up capital: Lei 2,655,920,572.60

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

Significant events to report: Resolutions no. 7/2022 and no. 8/2022 adopted by the Extraordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. as of August 19th, 2022.**The Extraordinary General Meeting of Shareholders 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 Meeting was published in the Official Gazette of Romania, 4th Part, no. 2905 as of 08.07.2022 and in "Bursa" newspaper no. 127 as of 08.07.2022.

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

was convened in session on August 19th, 2022 – first convening – at 11.00 a.m., at the Company's headquarters, in compliance with the legal validity requirements, being attended either directly, and by the representatives of the shareholders legal entities, representing 99.366% of the Company's share capital and 99.366% of the total voting rights registered with Depozitarul Central S.A. București on the reference date August 8th, 2022, as follows:

- the representative of the shareholder KMG Internațional N.V, holder of 12,778,577,732 shares/voting rights, representing 48.1136% of the share capital,
- the representative of the shareholder the Romanian State, through the Ministry of Energy, holding 11,870,877,580 shares/voting rights, representing 44.6959% of the share capital,
- a number of 5 (five) shareholders, natural persons (directly attending) and representatives of the shareholders legal entities, holding 1,741,368,568 shares/voting rights, representing 6.5565% 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. 7/2022 and No. 8/2022 in respect of the issues on the meeting agenda*, as follows:

- Resolution no. 7/2022 - over the items 1, 5 and 6 on the agenda; and
- Resolution no. 8/2022 - over the items 2, 3, 4, 5 and 6 on the agenda.

Resolution no. 7/2022 regarding the items 1, 5 and 6 on the agenda:

“Article 1

In the presence of the shareholders representing 99.366% of the share capital and 99.366% of the total voting rights, with 14,510,429,172 votes representing 54.9829% of the votes held by the present or represented shareholders, **it is hereby ratified the conclusion of Addendum no. 1 to the Framework Agreement for the sale - purchase of crude oil no. 09046/2021, in order to approve the content, form, terms and conditions provided in this Addendum** concluded between Rompetrol Rafinare S.A., buyer, and KazMunayGas Trading A.G., seller, considering the supporting materials related to this point, documents that were made available to the shareholders within the legal term.



The votes were recorded as follows:

- 14,510,429,172 shares for which valid votes were cast, representing 54.9829% of the total number of votes held by the present or the valid represented shareholders and 54.6343% of the total number of voting rights;
- 14,510,429,172 validly cast votes;
- 14,510,429,172 votes "for" (representing 54.9829% of the total number of votes held by the present or the valid represented shareholders and 54.6343% of the total number of voting rights);
- 0 votes "against";
- 11,880,394,708 votes "abstention".

0 votes have been annulled.

Article 2

In the presence of the shareholders representing 99.366% of the share capital and 99.366% of the total voting rights, with 26,390,823,880 votes representing 100% of the votes held by the present or represented shareholders, **it is hereby approved the date of:** (i) **September 7th, 2022 as Registration Date**, according to art. 87 paragraph (1) of Law no 24/2017; and (ii) **September 6th, 2022 as "Ex Date" Date**, according to art. 2 paragraph. 2 letter 1) of Regulations no 5/2018.

The votes were recorded as follows:

- 26,390,823,880 shares for which valid votes were cast, representing 100% of the total number voting rights held by the present or validity represented shareholders and 99.366% of the total number of voting rights;
- 26,390,823,880 validly cast votes;
- 26,390,823,880 votes "for" (representing 100% of the total number of valid votes held by the present or validity represented shareholders and 99.366% of the total number of voting rights);
- 0 votes "against";
- 0 votes "abstention".

0 votes have been annulled.

Article 3

In the presence of the shareholders representing 99.366% of the share capital and 99.366% of the total voting rights, with 26,390,823,880 votes representing 100% of the votes held by the present or represented shareholders, **it is hereby approved 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. 7/2022 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."

The votes were recorded as follows:

- 26,390,823,880 shares for which valid votes were cast, representing 100% of the total number voting rights held by the present or validity represented shareholders and 99.366% of the total number of voting rights;
- 26,390,823,880 validly cast votes;
- 26,390,823,880 votes "for" (representing 100% of the total number of valid votes held by the present or validity represented shareholders and 99.366% of the total number of voting rights);
- 0 votes "against";
- 0 votes "abstention".

0 votes have been annulled.

and

Resolution no. 8/2022 regarding the items 2, 3, 4, 5 and 6 on the agenda:

Article 1

In the presence of the shareholders representing 99.366% of the share capital and 99.366% of the total voting rights, with 14,510,429,172 votes representing 54.9829% of the votes held by the present or represented shareholders, **it is hereby approved 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 were made available to the shareholders in the legal term.

The votes were recorded as follows:

- 14,510,429,172 shares for which valid votes were cast, representing 54.9829% of the total number of votes held by the present or the valid represented shareholders and 54.6343% of the total number of voting rights;
- 14,510,429,172 validly cast votes;
- 14,510,429,172 votes "for" (representing 54.9829% of the total number of votes held by the present or the valid represented shareholders and 54.6343% of the total number of voting rights);
- 0 votes "against";
- 11,880,394,708 votes "abstention".

0 votes have been annulled.



Article 2

In the presence of the shareholders representing 99.366% of the share capital and 99.366% of the total voting rights, with 14,510,429,172 votes representing 54.9829% of the votes held by the present or represented shareholders, **it is hereby approved 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 were made available to the shareholders in the legal term.

The votes were recorded as follows:

- 14,510,429,172 shares for which valid votes were cast, representing 54.9829% of the total number of votes held by the present or the valid represented shareholders and 54.6343% of the total number of voting rights;
- 14,510,429,172 validly cast votes;
- 14,510,429,172 votes "for" (representing 54.9829% of the total number of votes held by the present or the valid represented shareholders and 54.6343% of the total number of voting rights);
- 0 votes "against";
- 11,880,394,708 votes "abstention".

0 votes have been annulled.

Article 3

In the presence of the shareholders representing 99.366% of the share capital and 99.366% of the total voting rights, with 14,510,429,172 votes representing 54.9829% of the votes held by the present or represented shareholders, **it is hereby approved the empowerment** of Mr. Felix Crudu-Teslovanu 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.

The votes were recorded as follows:

- 14,510,429,172 shares for which valid votes were cast, representing 54.9829% of the total number of votes held by the present or the valid represented shareholders and 54.6343% of the total number of voting rights;
- 14,510,429,172 validly cast votes;



- 14,510,429,172 votes "for" (representing 54.9829% of the total number of votes held by the present or the valid represented shareholders and 54.6343% of the total number of voting rights);
- 0 votes "against";
- 11,880,394,708 votes "abstention".

0 votes have been annulled.

Article 4

In the presence of the shareholders representing 99.366% of the share capital and 99.366% of the total voting rights, with 26,390,823,880 votes representing 100% of the votes held by the present or represented shareholders, **it is hereby approved the date of:** (i) **September 7th, 2022 as Registration Date**, according to art. 87 paragraph (1) of Law no 24/2017; and (ii) **September 6th, 2022 as "Ex Date" Date**, according to art. 2 paragraph. 2 letter 1) of Regulations no 5/2018.

The votes were recorded as follows:

- 26,390,823,880 shares for which valid votes were cast, representing 100% of the total number voting rights held by the present or validity represented shareholders and 99.366% of the total number of voting rights;
- 26,390,823,880 validly cast votes;
- 26,390,823,880 votes "for" (representing 100% of the total number of valid votes held by the present or validity represented shareholders and 99.366% of the total number of voting rights);
- 0 votes "against";
- 0 votes "abstention".

0 votes have been annulled.

Article 5

In the presence of the shareholders representing 99.366% of the share capital and 99.366% of the total voting rights, with 26,390,823,880 votes representing 100% of the votes held by the present or represented shareholders, **it is hereby approved 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.**"

The votes were recorded as follows:


- 26,390,823,880 shares for which valid votes were cast, representing 100% of the total number voting rights held by the present or validity represented shareholders and 99.366% of the total number of voting rights;



- 26,390,823,880 validly cast votes;
- 26,390,823,880 votes "for" (representing 100% of the total number of valid votes held by the present or validity represented shareholders and 99.366% of the total number of voting rights);
- 0 votes "against";
- 0 votes "abstention";

0 votes have been annulled.

Chairman of the Board of Directors
Yedil Utekov

DocuSigned by:

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