


rompetrol

 KazMunayGas
International
Group Member

ROMPETROL RAFINARE S.A.	
INTRARE	Nr. <u>6095</u>
IESIRE	<u>19</u> OCT. 2022
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CONVENING NOTICE

The Board of Directors of the company **ROMPETROL RAFINARE S.A.**, hereinafter referred to as the "Company", headquartered in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța County, registered with Constanța Trade Register under no. J13/534/1991, having the sole registration code 1860712, convened on October 18th, 2022, by Microsoft Teams application, on the grounds of art. 117 of Law no. 31/1990 on companies, republished as further amended and supplemented, of Law no. 24/2017 on the issuers of financial instruments and market operations, of the Financial Supervisory Authority's (FSA) Regulation no. 5/2018 on the issuers of financial instruments and market operations as well as the Company's Articles of Incorporation,

HEREBY CONVENES

The Extraordinary General Meeting of Shareholders (hereinafter referred to as "EGMS" or the "Meeting"), for the date of **November 24th, 2022, starting at 11:00 a.m. (Romanian time)**, at headquartered in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța County.

In the case that, on the aforementioned date, the quorum requirements stipulated by the law and by the Articles of Incorporation of the Company is not fulfilled for kiping EGMS, the Board of Directors shall convene and fix, based on art. 118 of Law no 31/1990, **the second EGMS on November 25th, 2022, starting at 11:00 a.m. (Romanian time)**, at headquartered in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța County, with the same agenda.

Only the persons registered as shareholders in the Company's shareholders' Register held by Depozitarul Central S.A. at the end of the day on **November 14th, 2022 (Reference Date)** have the right to attend and cast their votes in the EGMS. Should there be a second calling of the EGMS, the Reference Date remains the same.

The Extraordinary General Meeting of Shareholders has the following agenda:

- Ratification of the conclusion of Addendum no. 2 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 will be made available to the shareholders within the legal term.
- Approval of the date of: (i) December 14th, 2022, as Registration Date**, according to art. 87 para. (1) of Law no. 24/2017; and **(ii) December 13rd, 2022, as Date „Ex Date”**, according to art. 2 para. 2 letter l) of Regulation no. 5/2018.



3. Granting power of attorney to Mr. Felix Crudu-Tesloveanu, Member of the Board of Directors and General Manager of the Company, to conclude and/or sign the resolution to be taken 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 resolution adopted, with the right to sub-appoint third parties.

DETAILS ON THE EGMS

a) The right of the shareholders to participate to the Extraordinary General Meeting of Shareholders:

The Reference Date is November 14th, 2022.

Only shareholders who are registered with the Company's Shareholders Registry at the Reference Date are entitled to attend and cast their votes in this EGMS, according to the legal provisions and Articles of Incorporation provisions, **in person** (by the legal representatives) or **by proxy** (based on a special/ general Power of Attorney or Affidavit given by the custodian), considering the legal constraints, or **by correspondence**, prior to the EGMS (based on a Correspondence Voting Ballot).

Also, a shareholder may be represented by a credit institution supplying custody services, that could vote at the general meeting of shareholders based on the voting instructions received via electronic communication means, without the necessity of drafting a special or general Power of Attorney by the shareholder. The custodian votes exclusively at EGMS in compliance and within the limit of the instructions received from their clients, shareholders at the Reference Date.

The access to the meeting room and/or the vote by mail of the shareholders entitled to attend the EGMS is allowed by the simple proof of their identity made by, in case of shareholders who are natural persons, their identity document (identity card for the Romanian citizens or, as the case may be, Passport/ residence permit for the foreign citizens) and, in case of legal entities, based on the identity document of the legal representative (identity card for the Romanian citizens or, as the case may be, Passport/ residence permit for the foreign citizens).

The representatives of the shareholders - natural persons shall be identified based on their identity document (identity card for the Romanian citizens or, as the case may be, Passport/ residence permit for the foreign citizens), accompanied by the special/ general Power of Attorney signed by the shareholder - natural person or the Affidavit given by the custodian and signed by its legal representative.

The representatives of the shareholders – legal persons shall prove their capacity by means of the identity document (identity card for Romanian citizens or, as the case may be,



passport/residence permit for foreign citizens), accompanied by a special/general Power of Attorney signed by the legal representative of by the respective shareholder - legal entity or the Affidavit given by the custodian and signed by its legal representative.

The quality as shareholder and also, in case of shareholders - legal persons or entities without legal status, **the quality as legal representative** shall be acknowledged based on the Rompetrol Rafinare list of shareholders at the Reference Date, received from Depozitarul Central S.A.

In case: *i) the shareholders – natural persons* did not registered in the system of Depozitarul Central S.A. the valid and updated identification data (so that the Shareholders' register shows this fact at Reference Date), then they will present also a copy of the updated identity document (identity card/ Passport/ residence permit); *ii) the legal representative of the shareholders – legal persons* is not mentioned in the list of Company shareholders received from Depozitarul Central S.A., then they will present also an official document attesting the capacity as legal representative (issued by a competent authority, original or certified copy, not older than 3 months before the date of publication of the convening notice of the present Meeting). For the Romanian State, the capacity of legal representative of the Ministry of Energy is proven by the copy of the appointment decree issued by the President of Romania (copy of the Official Gazette is has been published in or excerpt of a legislative program).

The documents certifying the legal representative capacity presented in a foreign language, other than English (except for the identity documents valid on Romanian territory) shall be accompanied by the translation made by an authorized translator, into Romanian or English language.

Information concerning the special and general Powers of Attorney, the Correspondence Voting Ballots and the Affidavits is enclosed at points c) - e) below.

b) Documents related to the EGMS agenda

Starting with October 24th, 2022, the following documents may be downloaded from the Company's website <https://rompetrol-rafinare.kmginternational.com>, Investor Relations/General Meeting of Shareholders, or may obtain, upon request, in any business day, during 09:00 a.m. – 04:00 p.m., at the Company's headquarter, via fax or by mail:

- **Convening Notice** for the EGMS (available in Romanian and English);
- **Special Power of Attorney - forms** for the representation of the shareholders in the EGMS, which shall be updated if new points or proposals of resolutions will be inserted on the agenda (available in Romanian and English languages);
- **Correspondence Voting Ballots - forms** for the participation and voting of the shareholders in the EGMS, which shall be updated if new points or proposals of resolutions will be inserted on the agenda (available in Romanian and English languages);
- **Informative documents and materials** related to the points on the agenda of the Meeting;
- **Drafts of resolutions** for the points on the agenda of the EGMS.



If the case would be, the updated agenda shall be published **no later than November 11st, 2022**, as per the legal provisions.

c) Vote by representative, based on general Power of Attorney

In virtue of art. 105 par. (10) of Law no. 24/2017 on issuers of financial instruments and market operations, the shareholder's representation in GMS may also be done by other persons than the shareholders, based on a special or general Power of Attorney. So, the shareholder may give a general Power of Attorney valid no longer than 3 years, unless the parties did not stipulated a longer period, permitting to the representative to vote all the points on which the general meetings of shareholders debate for the one or more issuers named in the Power of Attorney, individually or by a generic formulation referring to a certain category of issuers, including the disposal acts, with the condition that the Power of Attorney shall be granted by a shareholder as client to an intermediary, in compliance with the legal provisions or a lawyer.

For the validity of the mandate, the proxy should have the quality either of intermediary (according to the provisions of art. 2 para. (1) point (19) of Law no. 24/2017, republished) or lawyer and the shareholder should be client of it. Also, the proxy should not be in a conflict of interest, according to the provisions of art. 105 para. (15) from Law no. 24/2017, republished, namely:

- a) is a major shareholder of the Rompetrol Rafinare, or another company controlled by such shareholder;
- b) is a member of the administrative, management or supervisory body of the Rompetrol Rafinare, of a majority shareholder or a person controlled by that shareholder;
- c) is an employee or an auditor of the Company or of a majority shareholder or a person controlled by that shareholder;
- d) is the spouse, relative or affinitive up to the fourth degree of one of the individuals referred to in subparagraph a) -c).

The proxy cannot be replaced by another person, except in the case where this right has been expressly given by the shareholder by power of attorney, this without affecting the shareholder's right to designate, by power of attorney, one or more alternate proxies, thus ensuring the shareholder's representation in the GMS. If the proxy is a legal entity, it may exercise its mandate by any person in its administrative or management body or by one of its employees.

The Company does not impose a specific form for the general Power of Attorney.

Together with the general Power of Attorney, the shareholders shall submit to the Company the statement issued by the legal representative of the intermediary or lawyer who received the power of representation by general Power of Attorney, signed, in original and, as the case, stamped, which to confirm that:



- a) the Power of Attorney is given by the respective shareholder, in its capacity as client, to the intermediary or, as the case, to the lawyer;
- b) the general Power of Attorney is signed by the shareholder, including by attaching an extended electronic signature, if the case.

The quality as shareholder and also, in case of shareholders - legal persons or entities without legal status, the quality as legal representative shall be acknowledged based on the following documents submitted by the shareholder to the Company and issued by Depozitarul Central S.A. or the intermediaries, as they are defined by the art. 2 para. (1) point 19 of Law no. 24/2017, republished, which provide custody services:

- a) the account statement, which shows the quality as shareholder and the number of shares owned;
- b) documents attesting the enrolment of the information regarding the legal representative with Depozitarul Central S.A./ respective intermediaries (in the case of shareholders – legal persons).

The documents submitted in a foreign language, other than English language (except for identity documents valid in Romania) shall be accompanied by the authorized translation thereof into Romanian or English language.

Before their first use, general Powers of Attorney accompanied by the related documents shall be deposited/sent, in copy, containing the mention of conformity with the original under the signature of the representative, as to be registered as received with Company Registration desk **until November 22nd, 2022, at 11:00 a.m.** (Romanian time) clearly mentioning on the envelope „**FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF NOVEMBER 24th/ 25th, 2022**”. The general Powers of Attorney, in certified copies, will be retained by the Company, mentioning about these in the minutes of the Meeting. The general Powers of Attorney are valid for a period that could not exceed 3 years, if the parties have expressly provided for a longer period.

The general Powers of Attorneys accompanied by the related documents may be sent also by e-mail with extended electronic signature, in compliance with Law no. 455/2001 on digital signature, as amended and supplemented, and according to the regulations of the Autoritatea de Supraveghere Financiară (FSA) - Financial Supervisory Authority, at the address: Investor.Relations.RRC@rompetrol.com, so that to be registered as received to the Company's Registration Desk **until November 22th, 2022, at 11:00 a.m.** (Romanian time), clearly mentioning to the subject: „**FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF NOVEMBER 24th/ 25th, 2022**”.

The verification and validation of the general Powers of Attorney shall be made by the technical secretaries appointed according to the law, they are going to keep the documents safely.



d) Vote by representative, based on special Power of Attorney and the vote by corespondece

Shareholders may participate personally or may be represented in EGMS by a designated representative ("Proxy") who was issued a special Power of Attorney, based on the representation form provided by the Company, according to art. 105 par. (12) of Law no. 24/2017, republished.

The special Powers of Attorney must be filed in by the shareholder (in three original copies: one form for the shareholder, one for the proxy and one for RRC), they must be signed and contain specific voting instructions for each point on the EGMS agenda for which the Proxy is going to vote in the name of the shareholder, clearly specifying the voting option (i.e. vote "for", "against" or mention "abstain"). One shareholder may be represented in the EGMS by only one Proxy, having a special power of attorney granted for the EGMS dated **24 / 25 November 2022**.

The Company's Shareholders registered on the Reference Date in the shareholders register issued by Depozitarul Central S.A. have the possibility to vote through correspondence, before the EGMS, using the Ballot Papers form, for voting through correspondence.

The special Power of Attorney Forms and Correspondence Voting Ballots, both in Romanian and English languages, can be obtained from the Company's headquarters, located at the above-mentioned address, under chapter "Documents afferent to GMS" or can be downloaded from the Company's website, <https://rompetrol-rafinare.kmginternational.com>, under section Investor Relations/ General Meeting of Shareholders, starting with October 24th, 2022.

The special Powers of Attorney and Correspondence Voting Ballots shall have the form issued by the Company and shall contain specific instructions for each point on the agenda (meaning vote "For", vote "Against" or the mention "Abstention").

The vote by correspondence may be expressed through the Correspondence Voting Ballot also by the shareholder's representative only the case the representative:

- a) has received from the shareholder that it represents a special/ general Power of Attorney, which is submitted to the Company in the form required by the legal regulations and within the deadline stipulated in the convening notice, or
- b) is a credit institution providing custody services, being allowed to vote exclusively according with and within the limits of the instructions received from its clients being shareholders at the Reference Date.

The quality as shareholder and also, in case of shareholders - legal persons or entities without legal status, the quality as legal representative shall be acknowledged based on the list of Rompetrol Rafinare S.A. shareholders for the Reference Date received from Depozitarul Central S.A.

In case: *i) the shareholders – natural persons* did not registered in the system of Depozitarul Central S.A. the valid and updated identification data, then they will present also a copy of the updated identity document (identity card/ Passport/ residence permit); *ii) the legal representative of the shareholders – legal persons* is not mentioned in the list of Company shareholders for the reference Date received from Depozitarul Central S.A., then they will present also an official document



attesting the capacity as legal representative of the signatory of the special Power of Attorney/ Correspondence Voting Ballot (issued by a competent authority, original or certified copy, not older than 3 months before the date of publication of the convening notice of these Meetings).

Any documents submitted in a foreign language, other than English (except for identity documents valid in Romania) shall be accompanied by the authorized translation thereof into Romanian or English language.

For all points on the agenda of the EGMS, there shall be used a single form of special Power of Attorney/ Correspondence Voting Ballot, made available by the Company.

When filling in the special Powers of Attorney/ Correspondence Voting Ballots, the shareholders or, as the case, their representatives are asked to consider that new points on the agenda of the EGMS or proposals of resolutions could be added, in which case the updated agenda shall be published **starting with November 11, 2022**.

The special Powers of Attorney/ Correspondence Voting Ballots and the related documents shall be sent as to be registered with the Company registration desk **no later than November 22, 2022, at 11:00 a.m.** (Romanian time), clearly mentioning on the envelope „**SPECIAL POWER OF ATTORNEY/ CORRESPONDENCE VOTING BALLOT FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF NOVEMBER 24th/ 25th, 2022**”.

The special Powers of Attorney and the Correspondence Voting Ballots may be sent also by e-mail with extended electronic signature, in compliance with Law no. 455/2001 on digital signature, republished, and according to the regulations of the ASF, at the address: Investor.Relations.RRC@rompetrol.com, as following: the special Power of Attorney/ Correspondence Voting Ballot, filled in by the shareholders or, as the case, their representatives with their options (vote “For”, vote “Against”, mention “Abstention”), signed, having attached extended electronic signature, accompanied by the related documents shall be sent by e-mail clearly mentioning on the subject “**For the Extraordinary General Meeting of Shareholders as of November 24th/ 25th, 2022**”, so that to be registered as received to the Company’s registration desk **until 22.11.2022, 11:00 a.m.** (Romanian time).

The special Powers of Attorney and Correspondence Voting Ballots in Romanian and/or English languages, which are not registered with the Company’s Registration Office/email address specified in the previous paragraph until the date and hour mentioned hereinbefore, shall not be considered for determining the quorum and majority in the EGMS.

If the special Power of Attorney was sent to the Company by email, the Proxies shall also provide to the Technical Secretariat an original copy of the special power of attorney.

When filling in the special Powers of Attorney/ Correspondence Voting Ballots, in compliance with all of the above-mentioned, the shareholders or, as the case, their representatives are asked to consider that new items on the agenda of the EGMS or proposals of resolutions could be added. In



this case, the special Powers of Attorney/ Correspondence Voting Ballots shall be updated and published as described at letter b) **starting with November 11th, 2022.**

The special Power of Attorney is valid only for the GMS for which it has been requested; the representative is required to vote in compliance with the instructions formulated by the empowering shareholder, under sanction of vote cancellation.

Generally, a shareholder may mandate only one representative to represent him/her in GMS. However, the Power of Attorney may name one or more alternative representatives to ensure the representation in the general meeting, for the case in which the main representative named above cannot fulfill his mandate. If more alternative representatives are assigned by the Power of Attorney, there shall be set the succession in which they are to exercise their mandate.

If the shareholder expressing his/her vote through correspondence participates personally or by a representative to the EGMS, the vote through correspondence expressed for that general meeting shall be annulled. In this case, only the vote expressed personally or by representative shall be taken into consideration.

If the person representing the shareholder by his/her personal presence in the general meeting is another person than the one who expressed the vote through correspondence, then, in order for his/her vote to be valid, the person shall submit in the general meeting, a written revocation of the vote expressed through correspondence, signed by the shareholder or by the representative who expressed that vote through correspondence. If the shareholder, or his/her legal representative, is present at the general meeting, this is not necessary anymore.

The centralization, checking and recordkeeping of the Correspondence Voting Ballots, as well as the verification and validation of the special Powers of Attorney deposited with the Company shall be made by the technical secretary, she/he are going to keep the documents safely and shall maintain confidentiality over the votes cast until the items on the agenda are submitted for voting.

e) **The Affidavits**

In case a shareholder is represented by a credit institution that provides custody services, the latter will be able to vote on the EGMS on the basis of the voting instructions received by electronic means of communication, without the need for a special or general power of attorney to be drawn up by the shareholder. The custodian votes in the EGMS exclusively in accordance with and within the limits of instructions received from its clients as shareholders of the Company at the Reference Date.

The credit institution may participate and vote at the EGMS, provided that it submits a declaration on its own responsibility (Affidavit), stating:

- a) clearly the name of the shareholder on behalf of which the credit institution participates and votes in the EGMS;
- b) the credit institution provides custody services to that shareholder;



c) clearly the name of the person who is part of the management body or among the employees of the credit institution and will represent the credit institution in the EGMS.

Documents accompanying the Affidavit:

- an official document attesting the capacity as legal representative of the signatory of the Affidavit (issued by a competent authority, original or certified copy, not older than 3 months before the date of publication of the convening notice of the EGMS);
- copy of the identity document of the person who is part of the management body or among the employees of the credit institution nominated in the Affidavit and will represent the credit institution in the EGMS.

The documents submitted in a foreign language, other than English (except for the identity documents valid on the territory of Romania) shall be accompanied by a sworn translation, in Romanian or English languages.

The Affidavit, signed by the legal representative of the credit institution, in original, accompanied by the related documents, shall be deposited/sent so that to be registered as received to the Company's registration desk **until 22.11.2022, at 11:00 a.m.**, clearly mentioning on the envelope **„FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF NOVEMBER 24th/ 25th, 2022”**.

The Affidavits, signed, accompanied by the related documents may be sent also by e-mail with an extended electronic signature, in compliance with Law no. 455/2001 on digital signature, as amended and supplemented, and according to the regulations of the Financial Supervisory Authority, at the address: Investor.Relations.RRC@rompetrol.com, mentioning to the subject: **„FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS AS OF NOVEMBER 24th/ 25th, 2022”**, so that to be registered as received to the Company's registration desk **until 22.11.2022, at 11:00 a.m.** (Romanian time).

The verification and validation of the Affidavits deposited with the Company shall be made by the technical secretary appointed according to the law, she/he are going to keep the documents safely.

f) The shareholders rights to introduce additional points on the agenda and to make new resolutions' proposals for the existing or proposed points to be included on the agenda

The shareholders representing, individually or collectively, at least 5% of the Company's share capital, have the right according to the law to ask for introducing **new points on the agenda** of the EGMS, as well as to make new resolutions' proposals for the points included or proposed to be included on its agenda, by recommended letter with receiving confirmation/by courier, clearly mentioning on the envelope **„For the Extraordinary General Meeting of Shareholders as of 24/25.11.2022”**, so that to be registered as received to the Company's registration desk **until 04.11.2022, at 04:00 p.m.** Each new proposed point must be accompanied by a reasoning memo or a draft resolution proposed for adoption to the meeting.



The documents submitted in a foreign language, other than English (except for identity documents valid in Romania) shall be accompanied by the authorized translation thereof into Romanian or English language.

g) The shareholders right to ask questions concerning the agenda

Any interested shareholder has the right to ask questions regarding the points included on the agenda of the EGMS; the questions shall be submitted in writing and shall be deposited/ sent so that to be registered as received to the Company's registration desk **until 04.11.2022, at 4:00 p.m.**, clearly mentioning on the envelope „**For the Extraordinary General Meeting of Shareholders as of 24/ 25.11.2022**”.

The answers shall be available on the Company's website <https://rompetrol-rafinare.kmginternational.com>, Investors Relations/General meetings of shareholders, **starting with 18.11.2022, at 06:00 p.m.**

The right to submit questions and the Company's obligation to respond shall be subject to the protection of confidentiality and business interests of the Company.

For the valid exercise of the rights stipulated at letters f) and g), the shareholders shall submit to the Company the following documents issued by Depozitarul Central S.A. or by the intermediaries defined in art. 2 para. (1) point 19 of the Law 24/2017, republished, which provide custody services:

- a) the account statement, which shows the quality as shareholder and the number of shares owned;
- b) documents attesting the enrolment of the information regarding the legal representative with Depozitarul Central S.A./ respective intermediaries (in case of shareholders – legal persons).

The documents submitted in a foreign language, other than English (except for identity documents valid in Romania) shall be accompanied by the authorized translation thereof into Romanian or English language.

On the convening date, the Rompetrol Rafinare S.A.'s registered share capital is of Lei 2,655,920,572.60 and consists of 26,559,205,726 shares, dematerialized shares, with a par value of Lei 0.10, each share giving the right to one vote within the General Meeting of Shareholders.

Further information can be received at phone number 0241/506553 on working days, between 9:00 a.m. – 04:00 p.m. and on the Company's website <https://rompetrol-rafinare.kmginternational.com>, section Investors Relation, sub-section Shareholders General Assembly / Shareholders General Assembly current year.



Besides, on website <https://rompetrol-rafinare.kmginternational.com>, Section Investors Relation it is posted a notice of information regarding the shareholders' rights in the processing of their personal data by the Company, according to Regulation (EU) 2016/679 of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation).

**Chairman of the Board of Directors
Yedil Utekov**

