



RESOLUTION DRAFT no. 2/2023
of the General Ordinary Meeting of the Shareholders of
ROMPETROL RAFINARE S.A.
as of April [27th /28th], 2023

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. 1401 as of 24.03.2023 and in “Bursa” newspaper no. 56 (historical no. 7329) as of 24.03.2023,

Legally and statutory convened in session on 27[28] of April 2023, 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, 2023, deemed as Reference Date** for this meeting,

Hereby adopts the following resolution concerning the items 6, 7, 8, 12 and 13 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 cast and _____ votes „*against*” representing _____% of the share capital and _____% of the casted votes, **it is hereby [approves/rejects] *the revocation of Mr. Yedil Utekov as a member of the Board of Directors of Rompetrol Rafinare S.A. as a result of his resignation as a director starting May 1, 2023 (the last day of his term of office being April 30, 2023).***

**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 revocation of Mr. Askar Abilov as a member of the Board of Directors of Rompetrol Rafinare S.A. as a result of his resignation as a director starting May 1, 2023 (the last day of his term of office being April 30, 2023).**

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 election of 4 (four) new members of the Board of Directors of Rompetrol Rafinare S.A. for a term of office starting from May 1, 2023 and which will expire on April 30, 2026 (the date of expiry of the term of office of the current members of the Board of Directors), 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 _____.

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 16, 2023, as Record Date, according to Article 87 (1) of Law No. 24/2017; and**
- (ii) **May 15, 2023, as Ex-Date, the date from which the financial instruments are traded without the rights arising from the RRC' OGMS, according to Article 2 (2) item 1) of Regulation 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. Felix Crudu-Tesloveanu, as a member of the Board of Directors and General Manager, to conclude and/ or sign on behalf of the Company and/ or the shareholders of the Company the Resolution No. 2/2023 adopted by**



this OGMS and to carry out all legal formalities for registration, announcement, enforceability, execution, and publication of the adopted Resolution No. 2/2023, with the possibility of sub-mandating third parties

ROMPETROL RAFINARE S.A.

By: Mr. Felix Crudu-Tesloveanu

Member of the Board of Directors and General Manager

Proxy acting in virtue of article no. [5] of the Resolution no. 2/2023 of the General Ordinary Meeting of Shareholders as of [27/28].04.2023

Meeting secretaries:

Mr./Mrs. _____

Mr./Mrs. _____