

**rompetrol**KazMunayGas  
International  
Group Member

ROMPETROL RAFINARE S.A.	
INTRARE	Nr. <u>1867</u>
IESIRE	
Zi <u>11</u>	Luna <u>04</u> An <u>2023</u>

**COMPLETION OF THE CONVOCATION OF THE****ORDINARY GENERAL MEETING OF SHAREHOLDERS AND THE  
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS****as of April 27, 2023 (April 28, 2023 – second convocation)**

The Board of Directors of **ROMPETROL RAFINARE S.A.**, hereinafter referred to as “the Company”, with its registered office on 215 Navodari Blvd., Administrative building, Navodari, Constanta County, registered with the Constanta Trade Register under no. J13 / 534/1991, unique registration code 1860712,

considering the request to complete the agenda of the Ordinary General Meeting of Shareholders (“OGMS”) of April 27, 2023, 11:00 a.m. and of the Extraordinary General Meeting of Shareholders (“EGMS”) of April 27, 2023, 01:00 p.m. filed by the majoritary shareholder KMG International N.V., registered with Rompetrol Rafinare S.A. under no. 1850 as of April 10, 2023 (respectively under no. KMG1 30/10 April 2023), the provisions of art. 105, paragraph (3) of Law no. 24/2017 regarding the issuers of financial instruments and market operations, republished, the provisions of art. 189 of the Financial Supervisory Authority Regulation no. 5/2018 regarding the issuers of financial instruments and market operations, the provisions of art. 117<sup>1</sup> of the Companies Law no. 31/1990,

completes the agenda of the Ordinary General Meeting of Shareholders as of April 27 (28) 2023, 11:00 a.m., and that of the Extraordinary General Meeting of Shareholders as of April 27 (28) 2023, 01:00 p.m., initially published in the Official Gazette, Part IV, no. 1401 of March 24, 2023, in the newspaper "Bursa" no. 56 (historical no. 7329) of March 24, 2023, and on the company's website

(<https://rompetrol-rafinare.kmginternational.com>) starting April 13, 2023, with the following points:

- For the **Ordinary General Meeting of Shareholders**, with one new point, as follows:

**“Approval of the gross monthly remuneration of the Chairman of the Audit Committee, in amount of Lei 6,837 corresponding to a net monthly remuneration of Lei 4,000 until April 30, 2023 and a gross monthly remuneration of Lei 8,547 corresponding to a net monthly remuneration of Lei 5,000 starting with May 1, 2023.”.**

The above-mentioned point will be introduced after point 10 on the agenda of OGMS as it was published in the Official Gazette, Part IV, no. 1401 of March 24, 2023, and in the newspaper



"Bursa" no. 56 (historical no. 7329) of March 24, 2023. As a result of this amendment, the above-mentioned point will be numbered 10<sup>1</sup>, on the revised agenda of the OGMS.

- For the **Extraordinary General Meeting of Shareholders**, one new point:

**“Ratification of the conclusion of Addendum no. 3 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 shareholders within the legal term.”**

The above-mentioned point will be introduced after point 1 on the agenda as it was published in the Official Gazette, Part IV, no. 1401 of March 24, 2023, and in the newspaper "Bursa" no. 56 (historical no. 7329) of March 24, 2023. As a result of this amendment, the above-mentioned point will be numbered 1<sup>1</sup>, on the revised agenda of the EGMS.

Therefore, the agenda of the OGMS of 27 (28) April 2023, 11:00 a.m., and of the EGMS of 27 (28) of April 2023, 01:00 p.m., respectively, will be as follows:

**Revised OGMS agenda:**

**1. Approval of the Individual Annual Financial Statements of Rompetrol Rafinare SA as of and for the year ended December 31, 2022**, 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 2022 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 31<sup>st</sup>, 2022.

**2. Approval of the Consolidated Annual Financial Statements of Rompetrol Rafinare on and for the financial year ended on December 31<sup>st</sup>, 2022** (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 2022 and of the Independent Financial Auditor's Report on the Annual Consolidated Financial Statements on and for the financial year ended on December 31<sup>st</sup>, 2022.



- 3. Approval of the proposal of the Board of Directors of Rompetrol Rafinare S.A. regarding the distribution of the net profit for the fiscal year 2022, in the amount of RON 666,277,159, as follows: 62,195,597 RON to be allocated to the legal reserve and 604,081,562 RON to cover losses carried forward from previous years, as provided for in the note presented to shareholders.**
- 4. Approval of the discharge of all directors of the Company for their activities carried out in the fiscal year 2022, based on the reports submitted.**
- 5. Approval of the following documents:**
  - 5.1. Income and Expenditure Budget for 2023;**
  - 5.2. Company's Production program for 2023;**
  - 5.3. Investment budget for 2023.**
- 6. 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).**
- 7. 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).**
- 8. Approval of the election of 4 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).**
- 9. Approval of the amended version of the Remuneration Policy of the Company, in the form attached to the Note related to this item on the agenda, which will be made available to the shareholders in accordance with the law; the amended Policy will enter into force from the date of its approval by the Ordinary General Meeting Shareholders.**
- 10. Approval of the gross monthly remuneration of members of the Board of Directors for the financial year 2023, as well as the establishment of the general limit of the additional remunerations of the members of the Board of Directors to whom specific duties have been assigned within the Board of Directors.**
- 10<sup>1</sup>. Approval of the gross monthly remuneration of the Chairman of the Audit Committee, in amount of Lei 6,837 corresponding to a net monthly remuneration of Lei 4,000 until April 30, 2023 and a gross monthly remuneration of Lei 8,547 corresponding to a net monthly remuneration of Lei 5,000 starting with May 1, 2023.**



**11. Submission to the consultative vote of OGMS of the Remuneration report of the management structure** related to the financial year 2022, according to the provisions of art. 107 paragraph (6) of Law no. 24/2017 on issuers of financial instruments and market operations, republished.

**12. Approval of 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 l) of Regulation No. 5/2018.

**13. 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 decisions to be adopted by this OGMS and to carry out all legal formalities for registration, announcement, enforceability, execution, and publication of the adopted decisions, with the possibility of sub-mandating third parties.

#### **Revised EGMS agenda:**

**1. a) Approval of the amendment of the Articles of Incorporation of the Company** as per the proposal below, while the remaining provisions of the Articles of Incorporation remain unchanged:

Amendment of Article 15 "Responsibilities", item 15.1. (g) of Chapter V entitled "Company management (one-tier governance system)". Board of Directors" of the Articles of Incorporation of the Company as follows:

*"15.1. The Board of Directors has the following main responsibilities:*

*... g) except for the legal documents for whose adoption/ conclusion the approval of the General Meeting of Shareholders is necessary, according to the imperative provisions of the law, approving the adoption/conclusion on behalf of the Company of the legal documents whose object exceeds the value of:*

*(i) USD 50,000,000 as regards the legal documents having as object the purchase of crude oil, respectively the sale of the following products: Gasoline, Diesel, Jet A1, and Liquefied Petroleum Gas.*

*(ii) USD 20,000,000 as regards the legal documents having another object than the purchase of crude oil, respectively, the sale of the products referred to in (i) above, including the approval of participation in the formation of companies or an increase in their share capital with a contribution exceeding this value limit."*

**b) Approval of the update of the Articles of Incorporation of the Company** following the approval of the previous sub-topic on the agenda.





- 1<sup>1</sup>. **Ratification of the conclusion of Addendum no. 3 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 shareholders within the legal term.
2. **Approval of 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' EGMS, according to Article 2 (2) item 1) of Regulation No. 5/2018.
3. **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 decisions to be adopted by this EGMS, including the signing of the updated Articles of Incorporation of the Company, as well as to carry out all legal formalities for registration, announcement, enforceability, execution, and publication of the adopted decisions, with the possibility of sub-mandating third parties.

The information materials for the OGMS and the EGMS, the Draft Resolutions of the OGMS and the EGMS and the revised agenda of the OGMS and the EGMS together with the updated forms of Special Powers of Attorney and Correspondence Voting Ballots of the OGMS and the EGMS respectively can be obtained from the Company's headquarters every working day between 9:00 and 16:00 and on the Company's website <https://rompetrol-rafinare.kmginternational.com>, Investor Relations section, General Shareholders' Meeting subsection, starting with April 13, 2023.

The rest of the contents of the Convening notice of the OGMS and EGMS of Rompetrol Rafinare S.A. initially published according to the legislation in force, in the Official Gazette of Romania, Part IV, no. 1401 of March 24, 2023, and in the national newspaper "Bursa" no. 56 of March 24, 2023, remain unchanged.

Only the persons registered as shareholders in the register of shareholders of the Company held by Depozitarul Central S.A. by the end of **April 18, 2023 (Reference Date)** have the right to participate and to vote in the OGMS and the EGMS, respectively.

**Chairman of the Board of Directors,  
Mr. Yedil Utekov**

DocuSigned by:  
  
2D8DB454E0811A0

