



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

Having the Agenda revised under Article 117<sup>1</sup> of the Law no. 31/1990, republished, regarding companies, the provisions of art. 105, par. 3 of Law no. 24/2017 regarding the issuers of financial instruments and operations of the market, republished, in corroboration with the provisions of Article 189 of Regulation no. 5/2018 on issuers of financial instruments and market operations of the Financial Supervisory Authority, by supplementation of the Agenda of the Ordinary General Meeting of the Shareholders of the Company for 27 April 2023 (April 28, 2023 - the second convocation), published in the Official Gazette of Romania, Part IV, No 1713 of April 12<sup>th</sup>, 2023, and national newspaper "Bursa" no. 69 of April 12<sup>th</sup>, 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 18<sup>th</sup>, 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 the following 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):**

- *Mr. Batyrzhan TERGEUSSIZOV, citizen of the Republic of Kazakhstan, domiciled in Almaty, Kazakhstan;*
- *Mr. Adrian TOHĂNEAN, Romanian citizen, domiciled in Bucharest, Romania.*

## **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. \_\_\_\_\_