



**RESOLUTION DRAFT no. 3/2023
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,

Having the Agenda revised under Article 117¹ 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 12th, 2023, and national newspaper "Bursa" no. 69 of April 12th, 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 9, 10, 10¹, 11, 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 amended version of the Remuneration Policy of the Company, in the form attached to the Note related to this item on the agenda, which was 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.***

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] *for the financial year 2023:***

- **a gross monthly remuneration of Lei 15,385 corresponding to a net monthly remuneration of Lei 9,000 for each member of the Board of Directors until April 30, 2023, and a gross monthly remuneration of Lei 17,094 corresponding to a net monthly remuneration of Lei 10,000 for each member of the Board of Directors starting with May 1, 2023;**
- **a gross monthly remuneration of lei 5,128 corresponding to a net monthly remuneration of Lei 3,000 for each member of the Audit Committee until April 30, 2023, and a gross monthly remuneration of lei 6,838 corresponding to a net monthly remuneration of Lei 4,000 for each member of the Audit Committee starting with May 1, 2023;**
- **a gross monthly remuneration of Lei 5,128 corresponding to a net monthly remuneration of Lei 3,000 for each member of the Strategy Committee until April 30, 2023, and a gross monthly remuneration of lei 6,838 corresponding to a net monthly remuneration of Lei 4,000 for each member of the Strategy Committee starting with May 1, 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 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.***

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 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.***

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 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.***

Article 6

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. 3/2023 adopted by this OGMS and to carry out all legal formalities for registration, announcement, enforceability, execution, and publication of the adopted Resolution No. 3/2023, 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. [6] of the Resolution no. 3/2023 of the General Ordinary Meeting of Shareholders as of [27/28].04.2023

Meeting secretaries:

Mr./Mrs. _____

Mr./Mrs. _____