



RESOLUTION DRAFT no. 1/2023
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 1, 2, 3, 4, 5, 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 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 31st, 2022.

The main financial indicators are:

- Net turnover	23,026,777,606 lei
- Operating profit	1,326,128,160 lei
- Net profit for the year	666,277,159 lei
- Total equity	2,919,993,039 lei
- Number of employees on December 31 st , 2022	1,154 employees

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 Consolidated Annual Financial Statements of Rompetrol Rafinare on and for the financial year ended on December 31st, 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 31st, 2022.

The main financial indicators are:

	USD	RON ¹
- Gross turnover	6,572,037,534	30,458,765,153
- Net turnover	5,361,328,254	24,847,611,928
- EBITDA (Operating profit, less the expense on the amortization and depreciation)	464,457,570	2,152,575,056
- EBIT (Operating Profit)	264,315,488	1,224,996,560
- Net Profit	90,343,782	418,707,293
- Number of employees on December 31 st , 2022		1,882 employees

¹ RON as presentation currency information in USD

**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 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.

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 discharge of all Company’s Directors of any liability arising from the activity they conducted during the financial year 2022 further to the submitted reports.***

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 Income and Expenses Budget of the Company for 2023, the Production Program for 2023 and Investment Budget for 2023.***

The main indicators for the Income and Expenses Budget of the Company for 2023:

- | | |
|---|------------------------|
| - Gross turnover: | 5,703,268 thousand USD |
| - Net turnover: | 4,565,480 thousand USD |
| - Operating profit, without amortization
& impairment expenses (EBITDA): | 102,451 thousand USD |
| - Operating Profit (EBIT): | 51,621 thousand USD |
| - Net Profit: | 903 thousand USD |

The main indicators for the Company’s Production Plan for 2023 and Investments Plan for 2023:

- Quantity processed by PETROMIDIA Refinery = 5,682,972 tons/year of raw materials, of which:
 - Crude oil: 5,313,229 tons/year;
 - Other raw materials: 369,744 tons/year



- Quantity processed by VEGA Refinery = 474,477 tons raw materials/ year
- Production obtained by PETROCHEMISTRY Plant:
 - Polymers (PP) = 168,270 tons/year, of which:
 - a) Polypropylene (PP) = 90,870 tons/year;
 - b) Polyethylene of high pressure (LDPE) = 77,400 tons/year;

The total amount of Rompetrol Rafinare S.A. investment for 2023 will be 46,232,236 USD.

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 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 7

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. 1/2023 adopted by this OGMS and to carry out all legal formalities for registration, announcement, enforceability, execution, and publication of the adopted Resolution No. 1/2023, 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 of the Company

Proxy acting in virtue of article no. [7] of the Resolution no. 1/2023 of the General Ordinary Meeting of Shareholders as of [27/28].04.2023

Meeting secretaries:

Mr./Mrs. _____

Mr./Mrs. _____