



**RESOLUTION DRAFT no. 4/2023**  
**of the General Extraordinary Meeting of the Shareholders of**  
**ROMPETROL RAFINARE S.A.**  
**as of April [27<sup>th</sup> /28<sup>th</sup>], 2023**

**The General Extraordinary Meeting of the Shareholders** (“GEMS”) 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 2,655,920,572.60 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 Extraordinary 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 statutorily convened in session on 27[28] of April 2023, at 01:00 p.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 1, 2 and 3 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 held by the shareholders present or represented and ..... votes „*against*” representing .....% of the share capital and .....% of the votes held by the shareholders present or represented, **it is hereby [approves/rejects] the 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.”*

*while the remaining provisions of the Articles of Incorporation remain unchanged.*

## **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 held by the shareholders present or represented and ..... votes „against” representing .....% of the share capital and .....% of the votes held by the shareholders present or represented, **it is hereby [approves/rejects] the update of the Articles of Incorporation of the Company following the approval of the Article 1 of this GEMS's Resolution.**

## **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 held by the shareholders present or represented and ..... votes „against” representing .....% of the share capital and .....% of the votes held by the shareholders present or represented, **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' EGMS, according to Article 2 (2) item 1) of Regulation No. 5/2018.*

## **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 held by the shareholders present or represented and ..... votes „against” representing .....% of the share capital and .....% of the votes held by the shareholders present or represented, **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. 4/2023 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 this Resolution no. 4/2023, 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. [4] of the Resolution no. 4/2023 of the General Extraordinary Meeting of Shareholders as of [27/28].04.2023**

**Meeting secretaries:**

Mr./Mrs. ....

Mr./Mrs. ....