



**RESOLUTION DRAFT no. 1/2024**  
**of the General Ordinary Meeting of the Shareholders of**  
**ROMPETROL RAFINARE S.A.**  
**as of April [26<sup>th</sup> /29<sup>th</sup>], 2024**

**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. 1444 as of 22.03.2024 and in “Bursa” newspaper no. 56 (historical no. 7568) as of 22.03.2024,

Legally and statutory convened in session on 26[29] of April 2024, 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 16<sup>th</sup>, 2024, deemed as Reference Date** for this meeting,

Hereby adopts the following resolution concerning the items 1, 2, 3, 4.1, 4.2, 4.3, 9 and 10 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 S.A. as of and for the year ended December 31, 2023, drawn up according to the Order of the Ministry of Public Finance No. 2844/2016 on the approval of the Accounting Regulations according to International Financial Reporting Standards, as subsequently amended and supplemented, based on the Annual Report of the Board of Directors for 2023 drawn up according to FSA Regulation No. 5/2018, and the Independent Financial Auditor's Report prepared by Ernst & Young Assurance Services S.R.L. on the Individual Annual Financial Statements of Rompetrol Rafinare as of and for the financial year ended December 31, 2023.**

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**The main financial indicators are:**

- Net turnover	17,120,703,327 lei
- Operating loss	(659,487,956) lei
- Net loss for the year	(550,355,167) lei
- Total equity	1,962,613,686 lei
- Number of employees on December 31 <sup>st</sup> , 2023	1,176 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 S.A. as of and for the year ended December 31, 2023** (including the financial statements of Rompetrol Rafinare S.A. and its subsidiaries Rompetrol Downstream S.R.L., Rom Oil S.A., Rompetrol Quality Control S.R.L., Rompetrol Logistics S.R.L. (as well as the subsidiary Rompetrol Gas SRL) and Rompetrol Petrochemicals S.R.L., drawn up according to International Financial Reporting Standards (IFRS) adopted by the European Union, as amended, based on the Report of the Board of Directors for 2023 and the Report of the Independent Financial Auditor on the Consolidated Annual Financial Statements as of and for the year ended December 31, 2023.

**The main financial indicators are:**

	USD	RON <sup>1</sup>
- Gross turnover	5,330,226,989	23,963,634,497
- Net turnover	4,210,768,482	18,930,772,941
- EBITDA (Operating profit, less the expense on the amortization and depreciation)	201,188,019	904,501,096
- Operating Loss (EBIT)	153,900,483	691,905,790
- Net Loss	240,513,120	1,081,298,885
- Number of employees on December 31 <sup>st</sup> , 2023		1930 employees

**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

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<sup>1</sup> RON as presentation currency information in USD



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 2023 further to the submitted reports.**

#### **Article 4**

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 2024, the Production Program for 2024 and Investment Budget for 2024.**

#### **The main indicators for the Income and Expenses Budget of the Company for 2024:**

- Gross turnover:	4,516,117 thousand USD
- Net turnover:	3,519,959 thousand USD
- Operating profit, without amortization & impairment expenses (EBITDA):	123,918 thousand USD
- Operating Profit (EBIT):	38,855 thousand USD
- Net Loss:	39,758 thousand USD

#### **The main indicators for the Company's Production Plan for 2024 and Investments Plan for 2024:**

Quantity processed by PETROMIDIA Refinery = 4,956,092 tons/year of raw materials, of which:

- Crude oil: 4,649,773 tons/year;
- Other raw materials: 306,319 tons/year
- Quantity processed by VEGA Refinery = 413,137 tons raw materials/ year
- Production obtained by PETROCHEMISTRY Plant:  
Polymers = 146,130 tons/year, of which:
  - a) Polypropylene (PP) = 79,690 tons/year;
  - b) Polyethylene of high pressure (LDPE) = 66,440 tons/year;

**The total amount of Rompetrol Rafinare S.A. investment for 2024 will be 147,929 thousand USD.**

#### **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 21, 2024, as Record Date**, according to Article 87 (1) of Law No. 24/2017; and
- (ii) **May 20, 2024, 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. Florian-Danil Pop**, as General Manager of the Company, to conclude and/ or sign on behalf of the Company and/ or the shareholders of the Company the Resolution No. 1/2024 adopted by this OGMS and to carry out all legal formalities for registration, announcement, enforceability, execution, and publication of the adopted Resolution No. 1/2024, with the possibility of sub-mandating third parties

**ROMPETROL RAFINARE S.A.**

**By: Mr. Florian-Daniel Pop**

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**General Manager of the Company**

**Proxy acting in virtue of article no. [6] of the Resolution no. 1/2024 of the General Ordinary Meeting of Shareholders as of [26/29].04.2024**

**Meeting secretaries:**

Mr./Mrs. \_\_\_\_\_

Mr./Mrs. \_\_\_\_\_