



**RESOLUTION DRAFT no. 2/2024**  
**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 5, 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 election of 3 (three) new members of the Board of Directors of Rompetrol Rafinare S.A. for a term of office starting with the date of this Ordinary General Meeting of Shareholders of April 26/29, 2024, and until April 30, 2026 (the date of expiration of the term of office of the current members of the Board of Directors). as follows:**

- Mrs./Mr.\_\_\_\_\_, \_\_\_\_ citizen, domiciled/residing in \_\_\_\_\_;
- Mrs./Mr.\_\_\_\_\_, \_\_\_\_ citizen, domiciled/residing in \_\_\_\_\_;
- Mrs./Mr.\_\_\_\_\_, \_\_\_\_ citizen, domiciled/residing in \_\_\_\_\_.

**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 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 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 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. 2/2024 adopted by this OGMS and to carry out all legal formalities for registration, announcement, enforceability, execution, and publication of the adopted Resolution No. 2/2024, with the possibility of sub-mandating third parties**

**ROMPETROL RAFINARE S.A.**

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

\_\_\_\_\_  
**General Manager of the Company**

**Proxy acting in virtue of article no. [3] of the Resolution no. 2/2024 of the General Ordinary Meeting of Shareholders as of [26/29].04.2024**

**Meeting secretaries:**

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

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