



**RESOLUTION DRAFT no. 3/2024**  
**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 6, 7, 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 Remuneration Report of the Company's management structure related to the financial year 2023 to the consultative vote of the OGMS, given the provisions of Article 107 (6) of Law No. 24/2017 on issuers of financial instruments and market operations, republished.**

**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 2024:**

- *for each director a net monthly remuneration of Lei 10,000 corresponding to a gross monthly remuneration of Lei 17,094, the tax and social contributions afferent to this remuneration, due to the members of the Board of Directors, being retained and paid to the state budget as per the fiscal law.*
- *for each member of the Audit Committee a net monthly remuneration amounting to 4,000 Lei, corresponding to a gross monthly remuneration of 6,838 Lei, the income tax and national insurance tax related to this remuneration, due by the members of the Audit Committee, being withheld and paid to the state budget according to the provisions of the fiscal legislation.*
- *for each member of the Strategy Committee a net monthly remuneration amounting to 4,000 Lei, corresponding to a gross monthly remuneration of 6,838 Lei, the income tax and national insurance tax related to this remuneration, due by the members of the Strategy Committee, being withheld and paid to the state budget according to the provisions of the fiscal legislation.*

**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 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 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 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. 3/2024 adopted by this OGMS and to carry out**



*all legal formalities for registration, announcement, enforceability, execution, and publication of the adopted Resolution No. 3/2024, 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. [4] of the Resolution no. 3/2024 of the General Ordinary Meeting of Shareholders as of [26/29].04.2024**

**Meeting secretaries:**

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

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