



No. 1737/March 21, 2025

To: **BUCHAREST STOCK EXCHANGE
FINANCIAL SUPERVISORY AUTHORITY**

From: **ROMPETROL RAFINARE S.A.**

CURRENT REPORT

prepared in compliance with the provisions of Law no. 24/2017 on issuers of financial instruments and market operations, republished, and Regulation no. 5/2018 on issuers of financial instruments and market operations

Date of report: **21 March 2025**

ROMPETROL RAFINARE S.A.

Registered Seat: Năvodari, 215 Năvodari Blvd. (Administrative Facility), Constanta County

Telephone number: 0241/506100; 506553

Fax number: 0241/506930; 506901

Number of registration with the Trade Registry: J13/534/1991

Sole Registration Code: 1860712

Subscribed and paid-up capital: Lei 2,655,920,572.60

Regulated market on which the securities are traded: Bucharest Stock Exchange (market symbol RRC)

Significant events to report: Resolution no. 1/2025 adopted by the Ordinary General Meeting of Shareholders and Resolution no. 2/2025 adopted by the Extraordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. as of March 21st, 2025.

The Ordinary General Meeting and Extraordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. (collectively referred to as the „Meetings”), convened in session by virtue of art. 117 para.1 of the Companies Law no. 31/1990, as republished and subsequently amended, of the provisions of the Law no. 24/2017 on the issuers of financial instruments and market operations, republished, of the Financial Supervisory Authority’s Regulations no. 5/2018 on the issuers of financial instruments and market operations, carried out its proceedings in compliance with the publicity and quorum conditions requested by Law no. 31/1990, as republished and subsequently amended and the provisions of the Articles of Incorporation of Rompetrol Rafinare S.A. (hereinafter referred to as the “Company”).



The convening notice of the Meetings was published in the Official Gazette of Romania, 4th Part, no. 771 as of 17.02.2025 and in “Bursa” newspaper no. 27 (historical no. 7783) as of 17.02.2025.

The Ordinary General Meeting of Shareholders („OGMS”) of Rompetrol Rafinare S.A. was convened in session on March 21st, 2025 – first convening – at 11.00 a.m., at the Company’s headquarters, in compliance with the legal validity requirements, being attended directly and by representatives of shareholders legal entities, representing 99.3676% of the Company’s share capital and 99.3676% of the total voting right registered with Depozitarul Central S.A. București on the reference date March 11st, 2025, as follows:

- the representative of the shareholder KMG Internațional N.V, holder of 12,778,577,732 shares/voting rights, representing 48.1136% of the share capital,
- the representative of the shareholder the Romanian State, through the Ministry of Energy, holding 11,870,877,580 shares/voting rights, representing 44.6959% of the share capital,
- a number of 4 (four) shareholders, natural persons (directly attending) and representatives of the shareholders legal entities, holding 1,741,781,568 shares/voting rights, representing 6.5582% of the share capital.

Subject to the provisions of the Company’s Articles of Incorporation and of Law no. 31/1990, as republished and subsequently amended, the Ordinary General Meeting of Shareholders adopted the *Resolution No. 1/2025 in respect of the issues on the meeting agenda*, as follows:

Resolution no. 1/2025:

“Article 1

In the presence of the shareholders representing 99.3676% of the share capital and 99.3676% of the total voting rights, with 26,381,206,752 votes „for” representing 99.3298% of the share capital and 100% of the votes cast and no votes „against”, **it is hereby approved the appointment of Ernst & Young Assurance Services S.R.L., as auditor of Rompetrol Rafinare S.A. for the purpose of ensuring the sustainability reporting as well as the conclusion of the contract for the provision of the specific service for the year 2024.**

Article 2

In the presence of the shareholders representing 99.3676% of the share capital and 99.3676% of the total voting rights, with 26,391,236,880 votes „for” representing 99.3676% of the share capital and 100% of the votes cast and no votes „against”, **it is hereby approved the date of:**

- (i) **April 11, 2025, as Record Date**, according to Article 87 (1) of Law No. 24/2017; and
- (ii) **April 10, 2025, 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 3

In the presence of the shareholders representing 99.3676% of the share capital and 99.3676% of the total voting rights, with 26,391,236,880 votes „*for*” representing 99.3676% of the share capital and 100% of the votes cast and no votes „*against*”, **it is hereby approved 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. 1/2025 adopted by this OGMS and to carry out all legal formalities for registration, announcement, enforceability, execution, and publication of the adopted Resolution No. 1/2025, with the possibility of sub-mandating third parties.**”

The Extraordinary General Meeting of Shareholders („OGMS”) of Rompetrol Rafinare S.A. was convened in session on March 21st, 2025 – first convening – at 12.00 a.m., at the Company’s headquarters, in compliance with the legal validity requirements, being attended directly and by representatives of shareholders legal entities, representing 99.3676% of the Company’s share capital and 99.3676% of the total voting right registered with Depozitarul Central S.A. București on the reference date March 11st, 2025, as follows:

- the representative of the shareholder KMG Internațional N.V, holder of 12,778,577,732 shares/voting rights, representing 48.1136% of the share capital,
- the representative of the shareholder the Romanian State, through the Ministry of Energy, holding 11,870,877,580 shares/voting rights, representing 44.6959% of the share capital,
- a number of 4 (four) shareholders, natural persons (directly attending) and representatives of the shareholders legal entities, holding 1,741,781,568 shares/voting rights, representing 6.5581% of the share capital.

Subject to the provisions of the Company’s Articles of Incorporation and of Law no. 31/1990, as republished and subsequently amended, the Extraordinary General Meeting of Shareholders adopted the *Resolution No. 2/2025 in respect of the issues on the meeting agenda*, as follows:

Resolution no. 2/2025:

“Article 1

In the presence of the shareholders representing 99.3676% of the share capital and 99.3676% of the total voting rights, with 14,510,329,172 votes „*for*” representing 54.6339% of the share capital and 54.9816% of the votes held by the shareholders present or represented and no votes „*against*”, **it is hereby ratified the conclusion between Rompetrol Rafinare S.A. (as seller) and Rompetrol Downstream S.R.L. (as buyer), of the Framework Contract for the sale of petroleum products (gasoline, diesel, etc.) no. RR 01/03.01.2025, for the period January 1, 2025 -**



December 31, 2029 - under the conditions of the supporting documentation that was made available to shareholders, according to the law.

Article 2

In the presence of the shareholders representing 99.3676% of the share capital and 99.3676% of the total voting rights, with 26,391,236,880 votes „*for*” representing 99.3676% of the share capital and 100% of the votes held by the shareholders present or represented and no votes „*against*”, **it is hereby approved the date of:**

(iii) **April 11, 2025, as Record Date**, according to Article 87 (1) of Law No. 24/2017; and

(iv) **April 10, 2025, 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 l) of Regulation No. 5/2018.

Article 3

In the presence of the shareholders representing 99.3676% of the share capital and 99.3676% of the total voting rights, with 26,391,236,880 votes „*for*” representing 99.3676% of the share capital and 100% of the votes held by the shareholders present or represented and no votes „*against*”, **it is hereby approved the empowerment of Mr. Florian-Daniel 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. 2/2025 adopted by this EGMS and to carry out all legal formalities for registration, announcement, enforceability, execution, and publication of the adopted Resolution No. 2/2025, with the possibility of sub-mandating third parties.**”

ROMPETROL RAFINARE S.A.

By: Mr. Florian-Daniel Pop