Nota privind punctele 1, 2, 3 si 4 AGOA	Note regarding items 1, 2, 3 and 4 OGMS
1. Referitor la: ***Pct. 1.*** ***Revocarea,*** *începand cu data ținerii prezentei Adunari Generale Ordinare a Actionarilor, a domnului Constantin SARAGEA din calitatea de membru in Consiliul de Administratie.* ***Pct. 2*** ***Revocarea,*** *începand cu data ținerii prezentei Adunari Generale Ordinare a Actionarilor, a domnului Nicolae Bogdan Codruț STĂNESCU din calitatea de membru in Consiliul de Administratie, ca urmare a demisiei acestuia comunicata in data de 08.12.2025 si efectiva incepand cu data de 12.12.2025.* ***Pct. 3*** ***Constatarea*** *încetării mandatului de membru al Consiliului de Administrație al Societății a domnului Erik SAGIYEV ca urmare a cererii acestuia de renunțare la acestă calitate începând cu 25 noiembrie 2025 (ultima zi de mandat fiind 24 noiembrie 2025);* ***Pct. 4*** ***Constatarea*** *incetarii mandatului de administrator provizoriu al domnului Nazar MUKHAMETKALI numit in aceasta functie ca urmare a demisiei dlui Erik SAGIYEV, incepand cu 25 noiembrie 2025 (prima zi de mandat) si pana la urmatoarea AGOA, conform Deciziei nr. 1 adoptata de Consiliul de Administratie in sedinta din 25 noiembrie 2025, si astfel vacantarea unei pozitii de administrator incepand cu data tinerii prezentei Adunari Generale Ordinare a Actionarilor.*	**1. Referring to:** ***Item 1*** ***Revocation,*** *as of the date of this Ordinary General Meeting of Shareholders, of Mr. Constantin SARAGEA from his position as member of the Board of Directors.* ***Item 2*** ***Revocation,*** *as of the date of this Ordinary General Meeting of Shareholders, of Mr. Nicolae Bogdan Codrut STANESCU from his position as member of the Board of Directors, following his resignation submitted on 08.12.2025 and effective as of 12.12.2025.* ***Item 3*** ***Taking note*** *of the termination of Mr. Erik SAGIYEV's term as a member of the Company's Board of Directors following his request to resign from this position effective November 25, 2025 (the last day of his term being November 24, 2025).* ***Item 4*** ***Taking note*** *of the termination of the mandate of Mr. Nazar MUKHAMETKALI as interim director, appointed to this position following the resignation of Mr. Erik SAGIYEV, effective November 25, 2025 (the first day of the mandate) and until the next OGMS, according to the Decision No. 1 adopted by the Board of Directors at its meeting on November 25, 2025, and thus vacating an administrator position as of the date of this Ordinary General Meeting of Shareholders.*

2. Pentru / For		**Aprobare/ Approval**	**Avizare/ Endorsement**	**Informare/ Information**
	AGOA/OGMS	**X**		

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3. Baza legală:	3. Legal background:
Conform dispozitiilor Legii 31/1990 a societatilor, republicata, cu modificarile ulterioare, coroborat cu cele ale Actului Constitutiv al Rompetrol Rafinare S.A. în forma actualizată la data de 27 aprilie 2023 (art. 14) care stabilesc organizarea Consiliului de Administratie precum si toate textele de lege mentionate in continuare.	According to the provisions of the Companies Law no. 31/1990, republished, with subsequent amendments in conjunction with those of Articles of Incorporation of Rompetrol Rafinare S.A., updated on April 27, 2023 (art. 14), which stipulate the organization of the Board of Directors as well as all the legal articles mentioned below.
4. Conţinut: Avand in vedere urmatoarele: Prevederile art. 14.1. din Actul Constitutiv al Societatii conform carora activitatea Societăţii este condusă de un Consiliu de Administraţie compus din 7 (şapte) membri, numiţi de Adunarea Generală Ordinară a Actionarilor („AGOA”), care pot fi şi acţionari ai societăţii, persoane fizice sau juridice, de cetăţenie, respectiv naţionalitate, română sau străină, Prevederile art. 111 alin 2 lit. b) din Legea nr 31/1990 privind societăţile, republicată, cu modificările şi completările ulterioare, potrivit cărora adunarea generală ordinară a acţionarilor este competentă să decidă cu privire la alegerea şi revocarea membrilor consiliului de administraţie, Prevederile art. 11.2 lit. b) din Actul Constitutiv al Societatii, actualizat la data de 27 aprilie 2023, potrivit cărora “*Adunarea Generală Ordinară a Acţionarilor alege şi revocă administratorii Societăţii,* Prevederile art. 119 alin. 1 si 2 din Legea nr. 31/1990 conform carora (1) *Consiliul de administraţie, respectiv directoratul, convoacă de îndată adunarea generală, la cererea acţionarilor reprezentând, individual sau împreună, cel puţin 5% din capitalul social sau o cotă mai mică, dacă în actul constitutiv se prevede astfel şi dacă cererea cuprinde dispoziţii ce intră în atribuţiile*	**4. Content:** Having in view the following: Provisions of article 14.1. from the Articles of Incorporation of the Company according to which the Company's business is conducted by a Board of Directors comprising 7 members appointed by the Ordinary General Meeting of Shareholders (“OGMS”) that may be shareholders of the Company, natural or legal persons, of Romanian or foreign citizenship/nationality, The provisions of art. 111 paragraph 2 let. b) of Law No 31/1990 on companies, republished, with further alterations and supplements, according to which the ordinary general meeting of shareholders is competent to decide on the election and dismissal of the members of the Board of Directors, The provisions of art. 11.2 let. b) in the Company’s Article of Incorporation, updated on April 27, 2023, according to which “*the Ordinary General Meeting of Shareholders elects and revokes the Company’s directors,* The provisions of art. 119 para. 1 and 2 of Law no. 31/1990 according to which (1) *The Board of Directors, respectively the directorate, shall immediately convene the general meeting, at the request of the shareholders representing, individually or jointly, at least 5% of the share capital or a smaller share, if the articles of association so provide and if the request includes*

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adunării si (2) *Adunarea generală va fi convocată în termen de cel mult 30 de zile şi se va întruni în termen de cel mult 60 de zile de la data primirii cererii,*	*provisions that fall within the powers of the meeting* and (2) *The general meeting shall be convened within a maximum of 30 days and shall meet within a maximum of 60 days from the date of receipt of the request,*
Prevederile art. 3 alin. 2 din Regulamentul de functionare al Consiliului de Administratie conform caruia „*În cazul de vacanţă a unuia sau mai multor posturi de administrator, ceilalţi administratori în prezenţa a minim 5 (cinci) membri şi cu votul "pentru" a minim 5 administratori, procedează la numirea unuia sau mai multor administratori provizorii, până la întrunirea AGOA, care va dezbate asupra alegerii şi numirii noilor administratori pe locurile rămase vacante*",	The provisions of art. 3 paragraph 2 from the Regulation for the organization and operation of the Board of Directors according to which "*In case of vacancy of one or more of the positions of director, the other directors, in the presence of at least 5 (five) members and with the "for" vote of at least 5 directors, shall nominate one or more provisional directors, until the OGMS, which will discuss the election and nomination of new directors on the vacancies*",
Adresa transmisa de actionarul semnificativ Ministerul Energiei (cu o detinere de 44,6959% din capitalul social al Societatii) inregistrata de Societatea sub nr. 7660/11.12.2025 prin care se solicita convocarea Adunarii Generale a Actionarilor Rompetrol Rafinare pentru a supune aprobarii o serie de puncte privind componenta Consiliului de Administratie al Societatii si indemnizatia membrilor, Anexa la prezenta Nota;	**The Letter sent by the significant shareholder, the Ministry of Energy** (with a holding of 44.6959% of the Company's share capital), registered by the Company under no. 7660/11.12.2025, requesting the convening of the General Meeting of Shareholders of Rompetrol Rafinare to submit for approval a series of points regarding the composition of the Company's Board of Directors and the remuneration of the members, Annex to the present Note,
Demisia din functia de administrator si astfel renuntarea la calitatea de membru al Consiliului de Administratie al Rompetrol Rafinare, inaintata de domnul Nicolae Bogdan Codrut Stanescu in data de 8 decembrie 2025 cu data efectivă vineri, 12 decembrie 2025,	**The resignation from the position of director and thus the renunciation of the quality of member of the Board of Directors of Rompetrol Rafinare, submitted by Mr. Nicolae Bogdan Codrut Stanescu** on December 8, 2025, with the effective date Friday, December 12, 2025,
Cererea de renuntare la mandatul de administrator incepand cu data de 24 noiembrie 2025 (ultima zi de mandat) formulata si comunicata Societatii de domnul Erik Sagiyev in data de 21 noiembrie 2025,	**The request to resign from the directorship starting with November 24, 2025 (last day of mandate) issued and communicated to the Company by Mr. Erik Sagiyev** on November 21, 2025,

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Decizia nr. 1 a Consiliului de Administratie al Rompetrol Rafinare din data de 25 noiembrie 2025 prin care, începând cu aceeasi data a fost aprobata **numirea domnului Nazar Mukhametkali in calitate de administrator provizoriu al Consiliului de Administratie al Rompetrol Rafinare S.A.,** pentru un mandat incepand cu data de 25 noiembrie 2025 si până la urmatoarea întrunire a Adunarii Generale Ordinare a Actionarilor Rompetrol Rafinare S.A. care va supune dezbaterii confirmarea mandatului administratorului provizoriu sau alegerea unui alt administrator,	**Decision No. 1 of the Board of Directors of Rompetrol Rafinare dated November 25, 2025** by which, starting with the same date, **the appointment of Mr. Nazar Mukhametkali as interim director of the Board of Directors of Rompetrol Rafinare S.A. was approved**, for a term starting with November 25, 2025 and until the next meeting of the Ordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. which will submit for debate the confirmation of the mandate of the interim director or the election of another director,
5. Propunere pentru AGOA **Se propunn AGOA RRC din 30 ianuarie (2 februarie) 2026 urmatoarele:** ***Revocarea,*** *incepand cu data ținerii prezentei Adunari Generale Ordinare a Actionarilor, a domnului Constantin SARAGEA din calitatea de membru in Consiliul de Administratie.* ***Revocarea,*** *incepand cu data ținerii prezentei Adunari Generale Ordinare a Actionarilor, a domnului Nicolae Bogdan Codruț STĂNESCU din calitatea de membru in Consiliul de Administratie, ca urmare a demisiei acestuia comunicata in data de 08.12.2025 si efectiva incepand cu data de 12.12.2025.* ***Constatarea*** *încetării mandatului de membru al Consiliului de Administrație al Societății a domnului Erik SAGIYEV ca urmare a cererii acestuia de renunțare la acestă calitate începând cu 25 noiembrie 2025 (ultima zi de mandat fiind 24 noiembrie 2025);* ***Constatarea*** *incetarii mandatului de administrator provizoriu al domnului Nazar MUKHAMETKALI numit in aceasta functie ca urmare a demisiei dlui Erik SAGIYEV, incepand cu 25 noiembrie 2025 (prima zi de mandat) si pana la urmatoarea AGOA, conform Deciziei nr. 1 adoptata de Consiliul de*	***5. Proposal for OGMS*** **There proposed to the RRC's OGMS of January 30 (February 2), 2026, the following:** ***Revocation,*** *as of the date of this Ordinary General Meeting of Shareholders, of Mr. Constantin SARAGEA from his position as member of the Board of Directors.* ***Revocation,*** *as of the date of this Ordinary General Meeting of Shareholders, of Mr. Nicolae Bogdan Codrut STANESCU from his position as member of the Board of Directors, following his resignation submitted on 08.12.2025 and effective as of 12.12.2025.* ***Taking note*** *of the termination of Mr. Erik SAGIYEV's term as a member of the Company's Board of Directors following his request to resign from this position effective November 25, 2025 (the last day of his term being November 24, 2025).* ***Taking note*** *of the termination of the mandate of Mr. Nazar MUKHAMETKALI as interim director, appointed to this position following the resignation of Mr. Erik SAGIYEV, effective November 25, 2025 (the first day of the mandate) and until the next OGMS, according to the Decision No. 1 adopted*

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Administratie in sedinta din 25 noiembrie 2025, si astfel vacantarea unei pozitii de administrator incepand cu data tinerii prezentei Adunari Generale Ordinare a Actionarilor.	*by the Board of Directors at its meeting on November 25, 2025, and thus vacating an administrator position as of the date of this Ordinary General Meeting of Shareholders.*

Preşedinte al Consiliului de Administraţie/
Chairman of the Board of Directors
Yedil Utekov

Director General/
General Manager
Sorin Graure

Director Economic/
Financial Manager
Alexandru Stavarache

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Translate from Romanian Language

MINISTRY OF ENERGY
MINISTER'S OFFICE

No. 2808/illegible /10.12.2025/illegible

No. Rompetrol Rafinare 7660/illegible /11.12.2025/illegible

To: ROMPETROL RAFINARE SA
Mr. Yedil UTEKOV, Chairman of the Board of Directors
For the attention of: Mr. Sorin GRAURE, General Manager

Pursuant to the provisions of:

- Article 105(23) of Law No. 24/2017 on issuers of financial instruments and market operations, republished, as amended and supplemented (Law No. 24/2017),
- Articles 185, 186, and 189 of Regulation No. 5/2018 of the Financial Supervisory Authority on the issuers of financial instruments and market operations, as amended and supplemented (Regulation No. 5/2018),
- Article 111 para. (2) letter b) and Article 119 of Company Law No. 31/1990, republished, with subsequent amendments and additions (Law No. 31/1990),
- Article 11.2 letter b) of the Articles of Incorporation of Rompetrol Rafinare SA,

The Ministry of Energy, with its registered office in Bucharest, 39-41 Academiei Street, District 1, tax identification number 43507695 as of December 30, 2020, through its legal representative Mr. Bogdan-Gruia IVAN, Minister of Energy, as a shareholder holding 11,870,877,580 shares, representing 44.6959% of the share capital of ROMPETROL RAFINARE SA, requests the convening of the Ordinary General Meeting of Shareholders with the following agenda:

1. Revocation, starting with the date of the Ordinary General Meeting of Shareholders, of Mr. Constantin SARAGEA from his position as members of the Board of Directors.
2. Revocation, starting with the date of the Ordinary General Meeting of Shareholders, of Mr. Nicolae Bogdan Codrut STANESCU from his position as members of the Board of Directors, as a result of his resignation submitted on December 8, 2025, with effective date December 12, 2025.
3. Election of members to the Board of Directors of Rompetrol Rafinare SA for a term beginning on the date of the Ordinary General Meeting of Shareholders and expiring on April 30, 2026 (date of expiry of the term of office of the current members of the Board of Directors elected).
4. Approval of the gross monthly remuneration of the members of the Board of Directors elected under topic 2 of the agenda, in the amount established by Resolution No. 3 of the Ordinary General Meeting of Shareholders of April 29, 2025.

5. Empowering the Company's General Manager to conclude and/or sign on behalf of the Company and/or the Company's shareholders the resolutions to be adopted at the Ordinary General Meeting of Shareholders and to carry out all legal formalities for the registration, publicity, enforceability, execution, and publication of the resolutions adopted, with the possibility of sub-mandating to third parties.

We also propose the following Draft Resolutions:

1. The OGMS approves, starting with the date of the Ordinary General Meeting of Shareholders, the revocation of Mr. Constantin SARAGEA from his position as members of the Board of Directors.
2. The OGMS approves, starting with the date of the Ordinary General Meeting of Shareholders, the revocation of Mr. Nicolae Bogdan Codrut STANESCU from his position as members of the Board of Directors, as a result of his resignation submitted on December 8, 2025, with effective date December 12, 2025.
3. The OGMS approves the election of Mr. ... and Mr. ... as members of the Board of Directors for a term beginning on the date of the Ordinary General Meeting of Shareholders and expiring on April 30, 2026 (the date of expiry of the term of office of the current members of the Board of Directors elected).
4. The OGMS approves the gross monthly remuneration of the members of the Board of Directors elected under topic 2 of the agenda, in the amount established by Resolution No. 3 of the Ordinary General Meeting of Shareholders dated April 29, 2025.
5. The OGMS approves the empowerment of the Company's General Manager to conclude and/or sign on behalf of the Company and/or the Company's shareholders the resolutions to be adopted at the Ordinary General Meeting of Shareholders and to carry out all formalities related to the registration, publicity, opposability, enforcement, and publication of the resolutions adopted, with the possibility of sub-mandating to third parties.

Yours sincerely,

MINISTER OF ENERGY,
Bogdan-Gruia Ivan

Illegible signature
Round stamp