



RESOLUTION DRAFT no. 1/2026
of the Ordinary General Meeting of the Shareholders of
ROMPETROL RAFINARE S.A.
as of January 30th [February 2nd], 2026

The Ordinary General Meeting of the Shareholders (“OGMS”) 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. J1991000534130, 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 articles 119 and 117 of the Law no. 31/1990 - as republished - by means of the convening notice published in the Official Gazette no. ____ as of 24.12.2025 and in “Adevarul” newspaper no. 749 as of 23.12.2025, 2025 and “Cuget Liber” newspaper as of 23.12.2025,

Legally and statutory convened in session on 30 January[2 February] 2026, 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 **January 23rd, 2026, deemed as Reference Date** for this meeting,

Hereby adopts the following resolution concerning the items 1- 8 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 [approved/rejected] the 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.**

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 [approved/rejected] the 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

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, **OGMS takes note** on 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).

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, **OGMS takes note** on 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.

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 [approved/rejected] the election of three (3) new members to the Board of Directors of Rompetrol Rafinare S.A., considering the approvals from the above articles, for a term beginning on the date of this 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), as follows:**

- Mrs./Mr. _____, _____ citizen, domiciled/residing in _____;
- Mrs./Mr. _____, _____ citizen, domiciled/residing in _____;
- Mrs./Mr. _____, _____ citizen, domiciled/residing in _____;

**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 [approved/rejected]** *the gross monthly remuneration of the members of the Board of Directors elected under point 5 of the agenda, in the amount established by Resolution No. 3 of the Ordinary General Meeting of Shareholders of April 29, 2025, respectively a gross monthly remuneration of Lei 17,094 corresponding to a net monthly remuneration of Lei 10,000.*

Article 7

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 [approved/rejected]** *the date of: (i) February 18, 2026, as Record Date, according to Article 87 (1) of Law No. 24/2017; and (ii) February 17, 2026, 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 8

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 [approved/rejected]** *the empowerment of Mr. Sorin Graure, 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. 1/2026 adopted by this OGMS and to carry out all legal formalities for registration, announcement, enforceability, execution, and publication of the adopted Resolution No. 1/2026, with the possibility of sub-mandating third parties*

ROMPETROL RAFINARE S.A.**By: Mr. Sorin Graure****General Manager of the Company****Proxy acting in virtue of article no. [8] of the Resolution no. 1/2026 of the General Ordinary Meeting of Shareholders as of [30.01/02.02].2025****Meeting secretary:**

Mr./Mrs. _____