

**No. 650/February 2, 2026**

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: **February 2, 2026**

#### **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: J1991000534130

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. 1/2026 adopted by Ordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. as of January 30<sup>th</sup>, 2026.**

**The Ordinary General Meeting of Shareholders of Rompetrol Rafinare S.A.** (referred to as the „**Meeting**” or “**OGMS**”), convened in session by virtue of art. 119 and 117 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 Meeting was published in the Official Gazette of Romania, 4<sup>th</sup> Part, no. 6165 as of 24.12.2025 and in “Adevarul” newspaper 749 as of 23 December 2025 and “Cuget Liber” newspaper as of 23 December 2025.

**The Ordinary General Meeting of Shareholders of Rompetrol Rafinare S.A.** met in session on January 30<sup>th</sup>, 2026 – 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 legal entities shareholders, representing 99.3324% of the Company’s share capital and 99.3324% of the total voting right registered with Depozitarul Central S.A. București on the reference date January 23<sup>rd</sup>, 2026, as follows:

- the representative of the shareholder KMG International 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 and representatives of the legal entities’ shareholders, holding 1,732,452,940 shares/voting rights, representing 6.5229% of the share capital.

Based on 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. 1/2026 in respect of issues 1 - 8 on the meeting agenda*, as follows:

**Resolution no. 1/2026:**

**“Article 1**

In the presence of the shareholders representing 99.3324% of the share capital and 99.3324% of the total voting rights, with 26,381,908,252 votes „for” representing 99.3324% of the share capital and 100% of the votes cast and no votes „against”, **it is hereby approved 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 99.3324% of the share capital and 99.3324% of the total voting rights, with 26,381,908,252 votes „for” representing 99.3324% of the share capital and 100% of the votes cast and no votes „against”, **it is hereby approved the revocation, as of the date of this Ordinary General Meeting of Shareholders, of Mr. Nicolae Bogdan Codruț 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 99.3324% of the share capital and 99.3324% of the total voting rights, with 26,381,908,252 votes „for” representing 99.3324% of the share capital and 100% of the votes cast and no votes „against”, **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 99.3324% of the share capital and 99.3324% of the total voting rights, with 26,381,908,252 votes „for” representing 99.3324% of the share capital and 100% of the votes cast and no votes „against”, **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 a director position as of the date of this Ordinary General Meeting of Shareholders.***

#### **Article 5**

*In the presence of the shareholders representing 99.3324% of the share capital and 99.3324% of the total voting rights, with 26,381,908,252 votes „for” representing 99.3324% of the share capital and 100% of the votes cast and no votes „against”, **it is hereby approved 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:***

- *Mr. Alexandru CORDOȘ, romanian citizen, domiciled in Feleacu, Cluj County;*
- *Mr. Nazar MUKHAMETKALI, Kazah citizen, residing in Bucuresti;*
- *Mr. Mihail-Silviu POCORA, romanian citizen, domiciled in Constanta, Constanta County.*

#### **Article 6**

*In the presence of the shareholders representing 99.3324% of the share capital and 99.3324% of the total voting rights, with 26,381,908,252 votes „for” representing 99.3324% of the share capital and 100% of the votes cast and no votes „against”, **it is hereby approved 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 99.3324% of the share capital and 99.3324% of the total voting rights, with 26,381,908,252 votes „for” representing 99.3324% of the share capital and 100% of the votes cast and no votes „against”, **it is hereby approved 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 99.3324% of the share capital and 99.3324% of the total voting rights, with 26,381,908,252 votes „for” representing 99.3324% of the share capital and 100% of the votes cast and no votes „against”, **it is hereby approved 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: General Manager**

**Mr. Sorin Graure**