



**RESOLUTION DRAFT no. 2/2026**  
**of the Ordinary General Meeting of the Shareholders of**  
**ROMPETROL RAFINARE S.A.**  
**as of April [29<sup>th</sup>/30<sup>th</sup>], 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 117 of the Law no. 31/1990 - as republished - by means of the convening notice published in the Official Gazette no. \_\_\_\_ as of 27.03.2026 and in “Bursa” newspaper no. 57 (historical no. 8051) as of 27.03.2026,

Legally and statutory convened in session on **April [29<sup>th</sup>/30<sup>th</sup>], 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 **April 22<sup>nd</sup>, 2026, deemed as Reference Date** for this meeting,

Hereby adopts the following resolution concerning the items 1 – 5, 6.1, 6.2, 6.3, 7 and 10 - 13 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, **there are hereby [approved/rejected] the Individual Annual Financial Statements of Rompetrol Rafinare SA as of and for the fiscal year ended December 31, 2025, drawn up according to the Order of the Ministry of Public Finance No. 2844/2016 on the approval of the Accounting Regulations according to International Financial Reporting Standards, as subsequently amended and supplemented, based on the Annual Report of the Board of Directors for 2025 drawn up according to the provisions of FSA Regulation No. 5/2018, and the Independent Financial Auditor's Report prepared by Ernst & Young Assurance Services SRL on the Individual Annual Financial Statements of Rompetrol Rafinare as of and for the fiscal year ended December 31, 2025.**

**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, **there are hereby [approved/rejected] the Consolidated Annual Financial Statements of Rompetrol Rafinare S.A. as of and for the fiscal year ended December 31, 2025 (including the financial statements of Rompetrol Rafinare SA and its subsidiaries: Rompetrol Downstream SRL, Rom Oil SA, Rompetrol Quality Control SRL, Rompetrol Logistics SRL (as well as the subsidiary Rompetrol Gas SRL) and Rompetrol Petrochemicals SRL, drawn up according to International Financial Reporting Standards (IFRS) adopted by the European Union, as amended, based on the Annual Report of the Board of Directors for 2025 and the Report of the Independent Financial Auditor on the Consolidated Annual Financial Statements as of and for the fiscal year ended December 31, 2025, including the Sustainability Report for the fiscal year 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, **there are hereby [approved/rejected] the Annual Financial Report for the financial year ended December 31, 2025, prepared in accordance with the provisions of Article 65 of Law no. 24/2017, republished, on issuers of financial instruments and market operations, which also includes the Individual and Consolidated Reports of the Board of Directors and those of the Independent Financial Auditor, including the Consolidated Sustainability Report at Group level RRC-2025 and the Auditor's Report on the Consolidated Sustainability Report at Group level RRC-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, **there are hereby [approved/rejected] the proposal of the Board of Directors of Rompetrol Rafinare S.A. regarding the distribution of the net profit for the fiscal year 2025, in the amount of RON 268,679,025, as follows: 14,719,026 RON to be allocated to the legal reserve and 253,959,999 RON to cover losses carried forward from previous years, as provided for in the note presented to 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, **there are hereby [approved/rejected] *the discharge of all directors of the Company for their activities carried out in the fiscal year 2025*** based on the reports submitted.

### **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, **there are hereby [approved/rejected] *the Income and Expenses Budget of the Company for 2026, the Production Program for 2026 and Investment Budget for 2026.***

#### **The main indicators for the Income and Expenses Budget of the Company for 2026:**

- Gross turnover: : **4,841,656** thousand USD;
- Net turnover: **3,053,333** thousand USD;
- Operating profit, without amortization & impairment expenses (EBITDA): **99,780** thousand USD;
- Operating profit (EBIT): **21,165** thousand USD;
- Net Loss: **50,349** thousand USD.

#### **The main indicators for the Company’s Production Plan for 2026:**

- Quantity processed by PETROMIDIA Refinery = 5,386,640 tons/year of raw materials, of which:
  - Crude oil: 5,094,500 tons/year;
  - Other raw materials: 292,140 tons/year
- Quantity processed by VEGA Refinery = 447,963 tons raw materials/ year
- Production obtained by PETROCHEMISTRY Plant:  
Polymers = 118,680 tons/year, of which:
  - a) Polypropylene (PP) = 46,080 tons/year;
  - b) Polyethylene of high pressure (LDPE) = 72,600 tons/year;

**The investments included in the proposed budget for the year 2026 in amount of 114,189,670 thousand USD.**

### **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, **there are hereby [approved/rejected] *the Remuneration Report of the Company's management structure for the fiscal year 2025 to the advisory 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 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, **there are hereby [approved/rejected] for the financial year 2026:**

- ***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 9**

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, **there are hereby [approved/rejected] a gross monthly remuneration of the Chairman of the Audit Committee in the amount of 8,548 Lei corresponding to a net monthly remuneration of 5,000 Lei.**

### **Article 10**

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) **May 19, 2026, as Record Date**, according to Article 87 (1) of Law No. 24/2017; and  
(ii) **May 18, 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 l) of Regulation No. 5/2018.

**Article 11**

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. 2/2026 adopted by this OGMS and to carry out all legal formalities for registration, announcement, enforceability, execution, and publication of the adopted Resolution No. 2/2026, with the possibility of sub-mandating third parties**

**ROMPETROL RAFINARE S.A.****By: Mr. Sorin Graure**

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**General Manager of the Company****Proxy acting in virtue of article no. [11] of the Resolution no. 2/2026 of the General Ordinary Meeting of Shareholders as of April [29/30].2026****Meeting secretary:**

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