



No. 3045/April 29, 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: **29 April 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. 2/2026 and no. 3/2026 adopted by the Ordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. as of April 29th, 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. 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 Meeting was published in the Official Gazette of Romania, 4th Part, no. 1876 as of 27.03.2026 and in “Bursa” newspaper no. 57 (historical no. 8051) as of 27.03.2026,

The Ordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. was convened in session on April 29th, 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 shareholders legal entities, representing 99.3336% of the Company’s share capital and 99.3336% of the total voting right registered with Depozitarul Central S.A. București on the reference date April 22th, 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 (directly attending) and representatives of the shareholders legal entities, holding 1,732,753,740 shares/voting rights, representing 6.5241% 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 *Resolutions No. 2/2026 and No. 3/2026 in respect of the issues on the meeting agenda*, as follows:

- Resolution no. 2/2026 - over the items 1, 2, 3, 4, 5, 6.1, 6.2, 6.3, 7, 10, 11, 12 and 13 on the agenda;
- and
- Resolution no. 3/2026 – over the items 8, 9, 12 and 13 on the agenda.

Resolution no. 2/2026 regarding the items 1, 2, 3, 4, 5, 6.1, 6.2, 6.3, 7, 10, 11, 12 and 13 on the agenda:

“Article 1

In the presence of the shareholders representing 99.3336% of the share capital and 99.3336% of the total voting rights, with 26,382,209,052 votes „*for*” representing 99.3336% of the share capital and 100% of the votes cast and no votes „*against*”, **there are hereby approved 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.**



The main financial indicators are:

- Net turnover: RON 17,313,621,919
- Net profit of the year: RON 268,679,025
- Total equity: RON 1,824,646,341

Article 2

In the presence of the shareholders representing 99.3336% of the share capital and 99.3336% of the total voting rights, with 26,382,209,052 votes „*for*” representing 99.3336% of the share capital and 100% of the votes cast and no votes „*against*”, **there are hereby approved 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.**

The main financial indicators are:

	USD	RON ¹
- Gross turnover:	6,159,304,250	26,741,851,262
- Net turnover:	4,404,155,168	19,121,520,493
-Profit for the year:	31,213,617	135,520,161

Article 3

In the presence of the shareholders representing 99.3336% of the share capital and 99.3336% of the total voting rights, with 26,382,209,052 votes „*for*” representing 99.3336% of the share capital and 100% of the votes cast and no votes „*against*”, **it is hereby approved 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 99.3336% of the share capital and 99.3336% of the total voting rights, with 26,382,209,052 votes „*for*” representing 99.3336% of the share

¹ RON as presentation currency information in USD. Amounts in Romanian lei are provided for information purpose basis only and are translated by multiplying the values in USD with the 31 December 2025 closing exchange rate published by Romanian national Bank of RON 4.3417 = USD 1.



capital and 100% of the votes cast and no votes „*against*”, **it is hereby approved 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 99.3336% of the share capital and 99.3336% of the total voting rights, with 26,382,209,052 votes „*for*” representing 99.3336% of the share capital and 100% of the votes cast and no votes „*against*”, **it is hereby approved 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 99.3336% of the share capital and 99.3336% of the total voting rights, with 26,382,209,052 votes „*for*” representing 99.3336% of the share capital and 100% of the votes cast and no votes „*against*”, **there are hereby approved 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 99.3336% of the share capital and 99.3336% of the total voting rights, with 26,382,209,052 votes „for” representing 99.3336% of the share capital and 100% of the votes cast and no votes „against”, **it is hereby approved 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 99.3336% of the share capital and 99.3336% of the total voting rights, with 26,382,209,052 votes „for” representing 99.3336% of the share capital and 100% of the votes cast and no votes „against”, **for the financial year 2026, there are hereby approved the following:**

- **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 99.3336% of the share capital and 99.3336% of the total voting rights, with 26,382,209,052 votes „for” representing 99.3336% of the share capital and 100% of the votes cast and no votes „against”, **it is hereby approved 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 99.3336% of the share capital and 99.3336% of the total voting rights, with 26,382,209,052 votes „for” representing 99.3336% of the share capital and 100% of the votes cast and no votes „against”, **it is hereby approved 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 1) of Regulation No. 5/2018.

Article 11

In the presence of the shareholders representing 99.3336% of the share capital and 99.3336% of the total voting rights, with 26,382,209,052 votes „for” representing 99.3336% 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. 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.**”

Resolution no. 3/2026 regarding the items 8, 9, 12 and 13 on the agenda:

“Article 1

In the presence of the shareholders representing 99.3336% of the share capital and 99.3336% of the total voting rights, with 26,382,209,052 votes „for” representing 99.3336% of the share capital and 100% of the votes cast and no votes „against”, **it is hereby approved the election of the 7 (seven) members who will form the new Board of Directors of the Company for a term of 4 years starting with 01.05.2026 as a result of the expiration of the mandates on 30.04.2026 of the current members of the Board of Directors.**

The composition of the new Board of Directors is as follows:

Mr. Yedil Utekov

Mr. Adrian Tohănean

Mr. Nazar Mukhametkali

Mrs. Botagoz Sakhariyeva

Mr. Mihail-Silviu Pocora

Mr. Bogdan-Cătălin Steriopol

Mr. Alexandru Cordoş

Article 2

In the presence of the shareholders representing 99.3336% of the share capital and 99.3336% of the total voting rights, with 26,382,209,052 votes „for” representing 99.3336% of the share capital and 100% of the votes cast and no votes „against”, **it is hereby approved the appointment of Mr. Dan Alexandru Iancu, financial auditor registered with the Romanian Chamber of Financial Auditors, as independent member in the Audit Committee, for a mandate equal to the mandate of the members of the Board of Directors elected according to item 8 on the agenda of this OGMS, i.e. from May 1st 2026 until April 30th, 2030.**

**Article 3**

In the presence of the shareholders representing 99.3336% of the share capital and 99.3336% of the total voting rights, with 26,382,209,052 votes „*for*” representing 99.3336% of the share capital and 100% of the votes cast and no votes „*against*”, **it is hereby approved the date of:**

(iii) **May 19, 2026, as Record Date**, according to Article 87 (1) of Law No. 24/2017; and

(iv) **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 1) of Regulation No. 5/2018.

Article 4

In the presence of the shareholders representing 99.3336% of the share capital and 99.3336% of the total voting rights, with 26,382,209,052 votes „*for*” representing 99.3336% 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. 3/2026 adopted by this OGMS and to carry out all legal formalities for registration, announcement, enforceability, execution, and publication of the adopted Resolution No. 3/2026, with the possibility of sub-mandating third parties”.

ROMPETROL RAFINARE S.A.

Chairman of the Board of Directors

Yedil Utekov