RESOLUTION DRAFT **no. 4/2026**
of the Extraordinary General Meeting of the Shareholders of
ROMPETROL RAFINARE S.A.
as of December [18th/21st], 2026

The Extraordinary General Meeting of the Shareholders ("EGMS") of the trade company ROMPETROL RAFINARE S.A., having its registered seat located in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanţa County, registered with Constanţa 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. 9055 as of 13.11.2026 and in "Bursa" newspaper no. 217 (historical no. 8212) as of 13.11.2026,

Legally and statutory convened in session on **December [18th/21st], 2026**, at 11:00 a.m. o'clock (first/second convening), at the Company's headquarters from Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanţa 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 **December 8th, 2026, deemed as Reference Date** for this meeting,

Hereby adopts the following resolution concerning the items 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 held by the shareholders present or represented and _____ votes „*against*" representing _____% of the share capital and _____% of the votes held by the shareholders present or represented, **there is hereby [approved/rejected] in principle the merger by absorption (the "Merger") of ROMPETROL PETROCHEMICALS S.R.L.,** a limited liability company established and operating under the laws of Romania, with its registered office at 215 Navodari Blvd., Administrative Pavilion, Room 21, Navodari, Constanta County, Romania, registered with the Constanta Trade Register under no. J2002002681139, holding a European Unique Identifier (EUID) of ROONRC.J2002002681139 and a unique registration code of 15077797 (**the "Absorbed Company") by ROMPETROL RAFINARE S.A. (the "Absorbing Company")**—collectively referred to as the "**Merging Companies**"—**and the initiation of the merger process**, based on the documents and information made available to the shareholders in accordance with the law prior to the Extraordinary General Meeting of Shareholders, including, but not limited to, the merger plan pertaining to the **Merger (the "Merger Plan").**

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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 held by the shareholders present or represented and _____ votes „*against*" representing _____% of the share capital and _____% of the votes held by the shareholders present or represented, **there is hereby** [**approved/rejected**] for the **Merger to be carried out as a merger by absorption, pursuant to Art. 238, paragraph (1), letter a)** and other applicable provisions of the Company Law, whereby the Absorbed Company shall be dissolved without entering into liquidation, and all its assets and liabilities shall be transferred to the Absorbing Company.

Given that the Absorbing Company holds the entire equity interest in the Absorbed Company, the simplified regime provided for by Article 2434 of the Companies Law shall apply; consequently, the Merger will not entail the determination of an exchange ratio, the issuance or allocation of new shares by the Absorbing Company, an increase in the share capital of the Absorbing Company, or the establishment of a merger premium.

It is clarified that the Merger does not imply the fulfillment of the following requirements:

(i) the preparation of the directors' report provided for by Article 2432 of the Companies Law, and its availability to shareholders pursuant to Article 244, paragraph (1), letter b) of the Companies Law; and

(ii) the examination of the Merger Project by one or more independent experts and the preparation of the report provided for by Article 2433 of the Companies Law, as well as its availability to shareholders pursuant to Article 244, paragraph (1), letter f) of the Companies Law.

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 held by the shareholders present or represented and _____ votes „*against*" representing _____% of the share capital and _____% of the votes held by the shareholders present or represented, **there is hereby** [**approved/rejected**] **of December 31, 2025, as the reference date for the financial statements for the purposes of the Merger,** the requirement to prepare new financial statements for the Absorbing Company—pursuant to Article 244, paragraph (2) of the Companies Law—does not apply, as the company publishes semi-annual reports and makes them available to the shareholders.

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 held by the shareholders present or represented and _____ votes „*against*" representing _____% of the share capital and _____% of the votes held by the shareholders present or represented, **there is**

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hereby [**approved/rejected**] **the empowerment of the Chairman of the Board of Directors** or **the legal representatives of the Company** Mr. **Sorin Graure**, General Manager, and Mr. **Alexandru-Cornel Anton**, Financial Manager, to sign, on behalf of and for the account of ROMPETROL RAFINARE S.A., the Merger Plan provided for by Article 241 of the Companies Law.

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 held by the shareholders present or represented and _____ votes „*against*" representing _____% of the share capital and _____% of the votes held by the shareholders present or represented, **there is hereby** [**approved/rejected**] **the empowerment of the legal representatives of the Company** Mr. **Sorin Graure**, General Manager, and Mr. **Alexandru-Cornel Anton**, Financial Manager, to sign the resolution to be adopted by the shareholders, as well as any documents related to this first stage of the Merger, including the resolution of the sole associate of ROMPETROL PETROCHEMICALS S.R.L. regarding the initiation of the Merger; and to carry out, on behalf of the Company, the submission, publicity, and registration formalities provided for by Article 242 of the Companies Law and applicable legislation. The authorized representatives shall be entitled to sign applications, declarations, and any other necessary documents, and may delegate the fulfillment of the submission, publicity, and registration formalities to third parties.

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 held by the shareholders present or represented and _____ votes „*against*" representing _____% of the share capital and _____% of the votes held by the shareholders present or represented, **there is hereby** [**approved/rejected**] **the date of: *(i)* January 12nd, 2027, as Record Date,** according to Article 87 (1) of Law No. 24/2017; **and *(ii)* January 11st, 2027, as *Ex-Date*,** the date from which the financial instruments are traded without the rights arising from the RRC' EGMS, according to Article 2 (2) item l) of Regulation No. 5/2018.

ROMPETROL RAFINARE S.A.
By Proxies according to article no. [5] of the Resolution no. 4/2026 of the Extraordinary General Meeting of Shareholders dated December [18/21], 2026

Mr. Sorin GRAURE — **Mr. Alexandru-Cornel ANTON**

_____ — _____

General Manager — **Financial Manager**

Meeting secretary:
Mr./Mrs. _____

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