

No.268/18.04.2023

To:

- **BUCHAREST STOCK EXCHANGE**
Fax: 021/256.92.76
- **FINANCIAL SURVEY AUTHORITY**
Fax: 021/659.60.51

CURRENT REPORT
according to FSA Regulation no. 5/2018
Report date : 18.04.2023

OIL TERMINAL S.A.Constanta

Headquarters: no.2 Caraiman str., Constanta

Phone no.: 0241/702600, fax: 0241/694833

Registration number at Trade Register Office: J13/512/1991

Unique register number: 2410163

Important event to be reported: *Decisions of the company's Shareholders Extraordinary General Assembly adopted within the meeting of 18.04.2023*

OIL TERMINAL SA' Shareholders Extraordinary General Assembly took place on 18.04.2023, 11:00 h, at first convocation, at company's headquarters in no. 2 Caraiman street. The decision of the Shareholders Extraordinary General Assembly of 18.04.2023 have the following content:

DECISION
of the Extraordinary General Meeting of Shareholders
of the Company OIL TERMINAL S.A.
No. 4 of 18.04.2023

Having in view the provisions of Law no. 31/1990 republished, with subsequent amendments and additions, those of Law no. 24/2017 regarding financial instruments issuers and market operations, FSA Regulation no. 5/2018 regarding financial instruments issuers and market operations, company' Constitutive Act and Shareholders General Extraordinary Assembly' meeting' Report of **18.04.2023** the followings were adopted:

Decision:

Art. 1 By 100 % of the present/ represented shareholders' voting rights, the report on the increase of the share capital of the company Oil Terminal S.A. is approved. The operations carried out to increase the share capital are validated and approved.

With a turnout of 2.632.393.116 votes, representing 87,83 % of the voting rights total, the votes cast were recorded as follows:

- 2.632.393.116 votes "for", representing 100% votes "for", representing;
- 0 votes "against",
- 0 votes "unexpressed",

A number of 0 votes was annulled.

Art. 2 By 100 % of the present/ represented shareholders' voting rights, it is approved the updated of art. 7 of Constitutive Act of Oil Terminal S.A., following the completion of the share capital increase operations, as follows:

<u>PREVIOUS FORM</u>	<u>Proposal FORM of the update</u>																								
Art. 7. Share capital	Art. 7. Share capital																								
(1) The OIL TERMINAL company is a joint-stock, open-type company	(1) The OIL TERMINAL company is a joint-stock, open-type company																								
(2) The share capital of 58,243,025.30 RON divided into 582,430,253 registered shares with a nominal value of 0.10 RON each and is fully subscribed and paid up by the shareholders.	(2) The share capital of 299,717,713.20 RON divided into 2,997,177,132 registered shares, with a nominal value of 0.10 RON each and is fully subscribed and paid up by the shareholders (contribution in kind - 286,543,053.50 RON ; cash contribution 13,174,659.70 RON).																								
3) The shareholding and capital structure is:	3) The shareholding and capital structure is:																								
<table border="1"> <thead> <tr> <th>Shareholders</th> <th>Number of shares</th> <th>Percentage of share capital</th> </tr> </thead> <tbody> <tr> <td>Ministry of Energy</td> <td>347.257.973</td> <td>59,62</td> </tr> <tr> <td>Other individuals and legal entities</td> <td>235.172.280</td> <td>40,38</td> </tr> <tr> <td>TOTAL</td> <td>582.430.253</td> <td>100</td> </tr> </tbody> </table>	Shareholders	Number of shares	Percentage of share capital	Ministry of Energy	347.257.973	59,62	Other individuals and legal entities	235.172.280	40,38	TOTAL	582.430.253	100	<table border="1"> <thead> <tr> <th>Shareholders</th> <th>Number of shares</th> <th>Percentage of share capital</th> </tr> </thead> <tbody> <tr> <td>Ministry of Energy</td> <td>2.630.258.255</td> <td>87,7579</td> </tr> <tr> <td>Other individuals and legal entities</td> <td>366.918.877</td> <td>12,2421</td> </tr> <tr> <td>TOTAL</td> <td>2.997.177.132</td> <td>100%</td> </tr> </tbody> </table>	Shareholders	Number of shares	Percentage of share capital	Ministry of Energy	2.630.258.255	87,7579	Other individuals and legal entities	366.918.877	12,2421	TOTAL	2.997.177.132	100%
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- 2.632.393.116 votes "for", representing 100% votes "for", representing;
- 0 votes "against",
- 0 votes "unexpressed",

A number of 0 votes was annulled.

Art. 3 By 100 % of the present/ represented shareholders' voting rights, is approved the amendment of Article 19 of Oil Terminal S.A. articles of incorporation based on the new legal provisions in force as follows:

<u>CURRENT FORM</u>	<u>FORM of the supposed AMENDMENT</u>
Art.19 The management of the company is controlled by the shareholders and the statutory auditor as well as through internal audit activity. The statutory audit will be carried out in accordance with the conditions laid down in the O.U.G. no. 90/2008, approved with amendments by Law no. 278/2008, as amended.	Art.19 The management of the company is controlled by the shareholders and the statutory auditor as well as through internal audit activity. The statutory audit shall be carried out under the conditions laid down by law.

Internal audit is organised in the company in accordance with the legal provisions in force.

The duties of the statutory auditor :

- Ensures that the financial statements are examined in accordance with auditing standards with a view to expressing the auditors' opinion presented to the general meeting of shareholders at the close of the financial year.
- Convene ordinary or extraordinary shareholders' meetings when not convened by the directors.
- It takes part, as a guest, in ordinary and extraordinary meetings and may have any proposals it deems necessary included in the agenda.

The duties of the internal auditors are as follows:

- shall draw up methodological rules specific to the company in which it operates, with the opinion of the Central Harmonisation Unit for Internal Public Auditing (U.C.A.A.P.I), and in the case of subordinate public units, i.e. under the coordination or authority of another public entity, with its opinion;
- prepares the draft multiannual internal public audit plan, as a rule for a period of three years, and on the basis of this, the draft annual internal public audit plan;
- carries out internal public audit activities to assess whether the company's financial management and control systems are transparent and comply with the rules of legality, regularity, economy, efficiency and effectiveness;
- informs the U.C.A.A.P.I. about the recommendations not followed by the head of the audited structure and their consequences;

Internal audit is organised in the company in accordance with the legal provisions in force.

The duties of the statutory auditor :

- Ensures that the financial statements are examined in accordance with auditing standards with a view to expressing the auditors' opinion presented to the general meeting of shareholders at the close of the financial year.
- Convene ordinary or extraordinary shareholders' meetings when not convened by the directors.
- It takes part, as a guest, in ordinary and extraordinary meetings and may have any proposals it deems necessary included in the agenda.

The duties of the internal auditors are as follows:

- shall draw up methodological rules specific to the company in which it operates, with the opinion of the Central Harmonisation Unit for Internal Public Auditing (U.C.A.A.P.I), and in the case of subordinate public units, i.e. under the coordination or authority of another public entity, with its opinion;
- prepares the draft multiannual internal public audit plan, as a rule for a period of three years, and on the basis of this, the draft annual internal public audit plan;
- carries out internal public audit activities to assess whether the company's financial management and control systems are transparent and comply with the rules of legality, regularity, economy, efficiency and effectiveness;
- informs the U.C.A.A.P.I. of recommendations not followed by the company's management and their consequences;

<ul style="list-style-type: none"> • report regularly on the findings, conclusions and recommendations resulting from its audit activities; • prepares the annual report of the internal public audit activity; <p>OIL TERMINAL S.A.</p> <ul style="list-style-type: none"> • in the event of identification of irregularities or possible damage, report immediately to the company's general manager and the competent internal control structure. • carries out internal audit activities in accordance with legal provisions and reports directly to the Board of Directors. 	<ul style="list-style-type: none"> • reports regularly on the findings, conclusions and recommendations resulting from its audit activities; • prepares the annual report of the internal public audit activity; • in the event of identification of irregularities or possible damage, report immediately to the company's general manager and the competent internal control structure. • carries out internal audit activities in accordance with legal provisions and reports directly to the Board of Directors.
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With a turnout of 2.632.393.116 votes, representing 87,83 % of the voting rights total, the votes cast were recorded as follows:

- 2.632.393.116 votes "for", representing 100% votes "for", representing;
- 0 votes "against",
- 0 votes "unexpressed",

A number of 0 votes was annulled.

Art. 4 By 100 % of the present/ represented shareholders' voting rights, it is approved the amendment of the Constitutive Act according to the proposals presented and the President of the Board of Directors is mandated to sign the updated Constitutive Act in authentic form is approved.

With a turnout of 2.632.393.116 votes, representing 87,83 % of the voting rights total, the votes cast were recorded as follows:

- 2.632.393.116 votes "for", representing 100% votes "for", representing;
- 0 votes "against",
- 0 votes "unexpressed",

A number of 0 votes was annulled.

Art. 5 By 100 % of the present/ represented shareholders' voting rights, the establishment of the date of 09.05.2023, as registration date and the date of 08.05.2023 as ex-date according to legal provisions is approved.

With a turnout of 2.632.393.116 votes, representing 87,83 % of the voting rights total, the votes cast were recorded as follows:

- 2.632.393.116 votes "for", representing 100% votes "for", representing;
- 0 votes "against",
- 0 votes "unexpressed",

A number of 0 votes was annulled.

Art. 6 By 100 % of the present/ represented shareholders' voting rights, the empowerment of the meeting' President to sign the decisions of the assembly is approved.

With a turnout of 2.632.393.116 votes, representing 87,83 % of the voting rights total, the votes cast were recorded as follows:

- 2.632.393.116 votes "for", representing 100% votes "for", representing;

- 0 votes “against”,
- 0 votes “unexpressed”,

A number of 0 votes was annulled.

Art. 7 By 100 % of the present/ represented shareholders’ voting rights, the empowerment of the company’ general director to sign the necessary documents regarding the registration of the shareholders general assembly’ decisions at the Trade Register Office attached to Constanta Court and to carry out the formalities regarding the publication of these decisions is approved.

With a turnout of 2.632.393.116 votes, representing 87,83 % of the voting rights total, the votes cast were recorded as follows:

- 2.632.393.116 votes “for”, representing 100% of the votes cast total;
- 0 votes “against”,
- 0 votes “unexpressed”,

A number of 0 votes was annulled.

**Chairman of OIL TERMINAL S.A.’
Shareholders General Extraordinary Assembly of 18.04.2023
Cristian-Florin GHEORGHE**

**Chairman of the Board of Directors
Cristian- Florin GHEORGHE**

**Development Director
Marieta STAȘI**

**Chief of Shareholding-Communication Dept.
Georgiana DRAGOMIR**