



No. 1503/March 22, 2023

To: **BUCHAREST STOCK EXCHANGE
FINANCIAL SUPERVISORY AUTHORITY**

Current report according to the provisions of FSA Regulation No.5/2018

Date of report: 22 March, 2023

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: J13/534/1991

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)

Significants event to be reported: Decision no. 2 adopted by the Board of Directors on March 22nd, 2023 with respect to the convening of the Ordinary General Meeting of Shareholders (“OGMS”) and Extraordinary General Meeting of Shareholders (“EGMS”) of Rompetrol Rafinare S.A. on April 27th, 2023 (April 28th, 2023 – second convening).

The Board of Directors of **Rompetrol Rafinare S.A.** (hereinafter referred to as “the Company” or “RRC”), in the meeting held on March 22, 2023, adopted the decision to convene:

the **Ordinary General Meeting of Shareholders**, in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța County, on **April 27, 2023** (first convening), **starting at 11:00 a.m.**, respectively, **April 28, 2023** (the second convening), starting at 11:00 a.m. for all the shareholders registered in the Company Shareholders’ Registry held by Depozitarul Central S.A., Bucharest, at the end of **April 18^h, 2023**, considered as **Reference Date** for this meeting,

and

the **Extraordinary General Meeting of Shareholders**, in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța County, on **April 27, 2023** (first convening), **starting at 01:00 p.m.**, respectively, **April 28, 2023** (the second convening), **starting at 01:00 p.m.** for all the shareholders registered in the Company Shareholders’ Registry held by Depozitarul Central S.A., Bucharest, at the end of **April 18, 2023**, considered as **Reference Date** for this meeting,

**The Ordinary General Meeting of Shareholders has the following agenda:**

- 1. Approval of the Individual Annual Financial Statements of Rompetrol Rafinare SA as of and for the year ended December 31, 2022**, drawn up in accordance with the Order of the Ministry of Public Finance No. 2844/2016 for approval of Accounting Regulations in accordance with International Financial Reporting Standards, as further amended and supplemented, based on the Annual Report of the Board of Directors for 2022 drawn up in accordance with the provisions of the FSA Regulation No 5/2018, and the Independent Financial Auditor's Report drawn up by Ernst & Young Assurance Services S.R.L. on the Annual Standalone Financial Statements of Rompetrol Rafinare on and for the financial year ended on December 31st, 2022.
- 2. Approval of the Consolidated Annual Financial Statements of Rompetrol Rafinare on and for the financial year ended on December 31st, 2022** (including the financial statements of Rompetrol Rafinare S.A. and those of its subsidiaries: Rompetrol Downstream S.R.L., Rom Oil S.A., Rompetrol Quality Control S.R.L., Rompetrol Logistics S.R.L. (together with the subsidiary Rompetrol Gas S.R.L.) and Rompetrol Petrochemicals S.R.L.), drawn up in accordance with the International Financial Reporting Standards (IFRS) adopted by the European Union, based on the Report of the Board of Directors for 2022 and of the Independent Financial Auditor's Report on the Annual Consolidated Financial Statements on and for the financial year ended on December 31st, 2022.
- 3. Approval of the proposal of the Board of Directors of Rompetrol Rafinare S.A. regarding the distribution of the net profit for the fiscal year 2022, in the amount of RON 666,277,159**, as follows: 62,195,597 RON to be allocated to the legal reserve and 604,081,562 RON to cover losses carried forward from previous years, as provided for in the note presented to shareholders.
- 4. Approval of the discharge of all directors of the Company for their activities carried out in the fiscal year 2022**, based on the reports submitted.
- 5. Approval of the following documents:**
 - 5.1. Income and Expenditure Budget for 2023;**
 - 5.2. Company's Production program for 2023;**
 - 5.3. Investment budget for 2023.**
- 6. Revocation** of Mr. Yedil Utekov as a member of the Board of Directors of Rompetrol Rafinare S.A. as a result of his resignation as a director starting May 1, 2023 (the last day of his term of office being April 30, 2023)



7. **Revocation** of Mr. Askar Abilov as a member of the Board of Directors of Rompetrol Rafinare S.A. as a result of his resignation as a director starting May 1, 2023 (the last day of his term of office being April 30, 2023)

8. **Approval of the election of 4 new members of the Board of Directors of Rompetrol Rafinare S.A. for a term of office starting from May 1, 2023 and which will expire on April 30, 2026** (the date of expiry of the term of office of the current members of the Board of Directors).

9. **Approval of the amended version of the Remuneration Policy of the Company**, in the form attached to the Note related to this item on the agenda, which will be made available to the shareholders in accordance with the law; the amended Policy will enter into force from the date of its approval by the Ordinary General Meeting Shareholders.

10. **Approval of the gross monthly remuneration of members of the Board of Directors for the financial year 2023, as well as the establishment of the general limit of the additional remunerations of the members of the Board of Directors to whom specific duties have been assigned within the Board of Directors.**

11. **Submission to the consultative vote of OGMS of the Remuneration report of the management structure** related to the financial year 2022, according to the provisions of art. 107 of Law no. 24/2017 on issuers of financial instruments and market operations, republished.

12. **Approval of the date of (i) May 16, 2023, as Record Date**, according to Article 87 (1) of Law No. 24/2017; and **(ii) May 15, 2023, 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.

13. **Empowerment of Mr. Felix Crudu-Tesloveanu**, as a member of the Board of Directors and General Manager, to conclude and/ or sign on behalf of the Company and/ or the shareholders of the Company the decisions to be adopted by this OGMS and to carry out all legal formalities for registration, announcement, enforceability, execution, and publication of the adopted decisions, with the possibility of sub-mandating third parties.

The Extraordinary General Meeting of the shareholders has the following agenda:

1. a) **Approval of the amendment of the Articles of Incorporation of the Company** as per the proposal below, while the remaining provisions of the Articles of Incorporation remain unchanged:



Amendment of Article 15 “Responsibilities”, item 15.1. (g) of Chapter V entitled “Company management (one-tier governance system)”. Board of Directors” of the Articles of Incorporation of the Company as follows:

“15.1. The Board of Directors has the following main responsibilities:

... g) except for the legal documents for whose adoption/ conclusion the approval of the General Meeting of Shareholders is necessary, according to the imperative provisions of the law, approving the adoption/conclusion on behalf of the Company of the legal documents whose object exceeds the value of:

(i) USD 50,000,000 as regards the legal documents having as object the purchase of crude oil, respectively the sale of the following products: Gasoline, Diesel, Jet A1, and Liquefied Petroleum Gas.

(ii) USD 20,000,000 as regards the legal documents having another object than the purchase of crude oil, respectively, the sale of the products referred to in (i) above, including the approval of participation in the formation of companies or an increase in their share capital with a contribution exceeding this value limit.”

b) Approval of the update of the Articles of Incorporation of the Company following the approval of the previous sub-topic on the agenda.

2. Approval of the date of (i) May 16, 2023, as Record Date, according to Article 87 (1) of Law No. 24/2017; and **(ii) May 15, 2023, 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 1) of Regulation No. 5/2018.

3. Empowerment of Mr. Felix Crudu-Tesloveanu, as a member of the Board of Directors and General Manager, to conclude and/ or sign on behalf of the Company and/ or the shareholders of the Company the decisions to be adopted by this EGMS, including the signing of the updated Articles of Incorporation of the Company, as well as to carry out all legal formalities for registration, announcement, enforceability, execution, and publication of the adopted decisions, with the possibility of sub-mandating third parties.

The convening notice of the Ordinary General Meeting of Shareholder and Extraordinary General Meeting of Shareholders as of April 27th/28th, 2023 and the documents related to the meetings agenda will be available to the shareholders according to the applicable legal and statutory provisions, starting with March 27, 2023, in electronic format on the Company's website <https://rompetrol-rafinare.kmginternational.com>, Investors’ Relations Section/General Meeting of the Shareholders subsection/ General Meeting of the Shareholders for the running year, well as at the Company's registered office.



The convening notice of the Ordinary General Meeting of Shareholders and Extraordinary General Meeting of Shareholders as of April 27th/28th, 2023 shall be published in the Official Gazette of Romania, Part IV and in a wide-spread newspaper.

The Convening Notice of the OGMS and EGMS was approved in the Company's Board of Directors meeting dated March 22th, 2023.

Attached:

- **Convening Notice of the Ordinary General Meeting of Shareholders and Extraordinary General Meeting of Shareholders on April 27th/28th, 2023.**

ROMPETROL RAFINARE S.A.

Member of the Board of Directors and General Manager

Felix Crudu-Tesloveanu



CONVENING NOTICE

The Board of Directors of the company **ROMPETROL RAFINARE S.A.**, hereinafter referred to as the “Company”, headquartered in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța County, registered with Constanța Trade Register under no. J13/534/1991, having the sole registration code 1860712, convened on March 22nd, 2023, through the Microsoft Teams application, on the grounds of art. 117 of Law no. 31/1990 on commercial companies, republished as further amended and supplemented, of Law no. 24/2017 on the issuers of financial instruments and market operations, republished, of the Financial Supervisory Authority’s (ASF) Regulation no. 5/2018 on the issuers of financial instruments and market operations as well as the Company’s Articles of Incorporations,

HEREBY CONVENES

The Ordinary General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders (hereinafter collectively referred to as the “Meetings”), for the date of **April 27th, 2023**, as it follows:

- **Ordinary General Meeting of Shareholders (hereinafter referred to as “OGMS”), starting at 11:00 a.m.** (Romanian time), at headquartered in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța County;
- and**
- **Extraordinary General Meeting of Shareholders (hereinafter referred to as “EGMS”), starting at 01:00 p.m.** (Romanian time), at headquartered in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța County;

In the case that, on the aforementioned date, the quorum requirements stipulated by the law and by the Articles of Incorporation of the Company is not fulfilled for kiping OGMS, and respectively EGMS, the Board of Directors shall convene and fix, based on art. 118 of Law no 31/1990, **the second OGMS, and respectively the second EGMS on April 28th, 2023**, with the same agenda, as it follows:

- **OGMS starting at 11:00 a.m.** (Romanian time), at headquartered in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța County;
- and**
- **EGMS starting at 01:00 p.m.** (Romanian time), at headquartered in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța County;

Only the persons registered as shareholders in the Company’s shareholders’ Register held by Depozitarul Central S.A. at the end of the day on **April 18, 2023 (Reference Date)** have the right



to attend and cast their votes in the OGMS and respectively the EGMS. Should there be a second calling of the OGMS and respectively of the EGMS, the Reference Date remains the same.

The Ordinary General Meeting of Shareholders has the following agenda:

- 1. Approval of the Individual Annual Financial Statements of Rompetrol Rafinare SA as of and for the year ended December 31, 2022**, drawn up in accordance with the Order of the Ministry of Public Finance No. 2844/2016 for approval of Accounting Regulations in accordance with International Financial Reporting Standards, as further amended and supplemented, based on the Annual Report of the Board of Directors for 2022 drawn up in accordance with the provisions of the FSA Regulation No 5/2018, and the Independent Financial Auditor's Report drawn up by Ernst & Young Assurance Services S.R.L. on the Annual Standalone Financial Statements of Rompetrol Rafinare on and for the financial year ended on December 31st, 2022.
- 2. Approval of the Consolidated Annual Financial Statements of Rompetrol Rafinare on and for the financial year ended on December 31st, 2022** (including the financial statements of Rompetrol Rafinare S.A. and those of its subsidiaries: Rompetrol Downstream S.R.L., Rom Oil S.A., Rompetrol Quality Control S.R.L., Rompetrol Logistics S.R.L. (together with the subsidiary Rompetrol Gas S.R.L.) and Rompetrol Petrochemicals S.R.L.), drawn up in accordance with the International Financial Reporting Standards (IFRS) adopted by the European Union, based on the Report of the Board of Directors for 2022 and of the Independent Financial Auditor's Report on the Annual Consolidated Financial Statements on and for the financial year ended on December 31st, 2022.
- 3. Approval of the proposal of the Board of Directors of Rompetrol Rafinare S.A. regarding the distribution of the net profit for the fiscal year 2022, in the amount of RON 666,277,159**, as follows: 62,195,597 RON to be allocated to the legal reserve and 604,081,562 RON to cover losses carried forward from previous years, as provided for in the note presented to shareholders.
- 4. Approval of the discharge of all directors of the Company for their activities carried out in the fiscal year 2022**, based on the reports submitted.
- 5. Approval of the following documents:**
 - 5.4. Income and Expenditure Budget for 2023:**
 - 5.5. Company's Production program for 2023;**
 - 5.6. Investment budget for 2023.**
- 6. Revocation** of Mr. Yedil Utekov as a member of the Board of Directors of Rompetrol Rafinare S.A. as a result of his resignation as a director starting May 1, 2023 (the last day of his term of office being April 30, 2023)



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8. Approval of the election of 4 new members of the Board of Directors of Rompetrol Rafinare S.A. for a term of office starting from May 1, 2023 and which will expire on April 30, 2026 (the date of expiry of the term of office of the current members of the Board of Directors).

9. Approval of the amended version of the Remuneration Policy of the Company, in the form attached to the Note related to this item on the agenda, which will be made available to the shareholders in accordance with the law; the amended Policy will enter into force from the date of its approval by the Ordinary General Meeting Shareholders.

10. Approval of the gross monthly remuneration of members of the Board of Directors for the financial year 2023, as well as the establishment of the general limit of the additional remunerations of the members of the Board of Directors to whom specific duties have been assigned within the Board of Directors.

11. Submission to the consultative vote of OGMS of the Remuneration report of the management structure related to the financial year 2022, according to the provisions of art. 107 of Law no. 24/2017 on issuers of financial instruments and market operations, republished.

12. Approval of the date of (i) May 16, 2023, as Record Date, according to Article 87 (1) of Law No. 24/2017; and **(ii) May 15, 2023, 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.

13. Empowerment of Mr. Felix Crudu-Tesloveanu, as a member of the Board of Directors and General Manager, to conclude and/ or sign on behalf of the Company and/ or the shareholders of the Company the decisions to be adopted by this OGMS and to carry out all legal formalities for registration, announcement, enforceability, execution, and publication of the adopted decisions, with the possibility of sub-mandating third parties.

The Extraordinary General Meeting of Shareholders has the following agenda:

1. a) Approval of the amendment of the Articles of Incorporation of the Company as per the proposal below, while the remaining provisions of the Articles of Incorporation remain unchanged:



Amendment of Article 15 “Responsibilities”, item 15.1. (g) of Chapter V entitled “Company management (one-tier governance system)”. Board of Directors” of the Articles of Incorporation of the Company as follows:

“15.1. The Board of Directors has the following main responsibilities:

... g) except for the legal documents for whose adoption/ conclusion the approval of the General Meeting of Shareholders is necessary, according to the imperative provisions of the law, approving the adoption/conclusion on behalf of the Company of the legal documents whose object exceeds the value of:

(i) USD 50,000,000 as regards the legal documents having as object the purchase of crude oil, respectively the sale of the following products: Gasoline, Diesel, Jet A1, and Liquefied Petroleum Gas.

(ii) USD 20,000,000 as regards the legal documents having another object than the purchase of crude oil, respectively, the sale of the products referred to in (i) above, including the approval of participation in the formation of companies or an increase in their share capital with a contribution exceeding this value limit.”

b) Approval of the update of the Articles of Incorporation of the Company following the approval of the previous sub-topic on the agenda.

2. Approval of the date of (i) May 16, 2023, as Record Date, according to Article 87 (1) of Law No. 24/2017; and **(ii) May 15, 2023, 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 1) of Regulation No. 5/2018.

3. Empowerment of Mr. Felix Crudu-Tesloveanu, as a member of the Board of Directors and General Manager, to conclude and/ or sign on behalf of the Company and/ or the shareholders of the Company the decisions to be adopted by this EGMS, including the signing of the updated Articles of Incorporation of the Company, as well as to carry out all legal formalities for registration, announcement, enforceability, execution, and publication of the adopted decisions, with the possibility of sub-mandating third parties.

DETAILS ON THE OGMS AND EGMS

a) The right of the shareholders to participate to the Ordinary General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders:

The Reference Date is April 18th, 2023.

Only shareholders who are registered with the Company’s Shareholders Registry at the Reference Date are entitled to attend and cast their votes in the OGMS and EGMS, according to the legal provisions and Articles of Incorporation provisions, **in person** (by the legal representatives) or **by proxy** (based on a special/ general Power of Attorney or Affidavit given by the custodian),



considering the legal constraints, or **by correspondence**, prior to the OGMS and EGMS (based on a Correspondence Voting Ballot).

Also, a shareholder may be represented by a credit institution supplying custody services, that could vote at the general meeting of shareholders based on the voting instructions received via electronic communication means, without the necessity of drafting a special or general Power of Attorney by the shareholder. The custodian votes exclusively at OGMS and EGMS in compliance and within the limit of the instructions received from their clients, shareholders at the Reference Date.

The access to the meeting room and/or the vote by mail of the shareholders entitled to attend the OGMS and EGMS is allowed by the simple proof of their identity made by, in case of shareholders who are natural persons, their identity document (identity card for the Romanian citizens or, as the case may be, Passport/ residence permit for the foreign citizens) and, in case of legal entities, based on the identity document of the legal representative (identity card for the Romanian citizens or, as the case may be, Passport/ residence permit for the foreign citizens).

The representatives of the shareholders - natural persons shall be identified based on their identity document (identity card for the Romanian citizens or, as the case may be, Passport/ residence permit for the foreign citizens), accompanied by the special/ general Power of Attorney signed by the shareholder - natural person or the Affidavid given by the custodian and signed by its legal representative.

The representatives of the shareholders – legal persons shall prove their capacity by means of the identity document (identity card for Romanian citizens or, as the case may be, passport/residence permit for foreign citizens), accompanied by a special/general Power of Attorney signed by the legal representative of by the respective shareholder - legal entity or the Affidavid given by the custodian and signed by its legal representative.

The quality as shareholder and also, in case of shareholders - legal persons or entities without legal status, **the quality as legal representative** shall be acknowledged based on the Rompetrol Rafinare list of shareholders at the Reference Date, received from Depozitarul Central S.A.

In case: *i) the shareholders – natural persons* did not registered in the system of Depozitarul Central S.A. the valid and updated identification data (so that the Shareholders' register shows this fact at Reference Date), then they will present also a copy of the updated identity document (identity card/ Passport/ residence permit); *ii) the legal representative of the shareholders – legal persons* is not mentioned in the list of Company shareholders received from Depozitarul Central S.A., then they will present also an official document attesting the capacity as legal representative (issued by a competent authority, original or certified copy, not older than 3 months before the date of publication of the convening notice of the present Meetings).



The documents certifying the legal representative capacity presented in a foreign language, other than English (except for the identity documents valid on Romanian territory) shall be accompanied by the translation made by an authorized translator, into Romanian or English language.

Information concerning the special and general Powers of Attorney, the Correspondence Voting Ballots and the Affidavits is enclosed at points c) - e) below.

b) Documents related to the OGMS and EGMS agenda

Starting with March 27th, 2023, the following documents may be downloaded from the Company's website <https://rompetrol-rafinare.kmginternational.com>, Investor Relations/General Meeting of Shareholders, or may obtain, upon request, in any business day, during 09:00 a.m. – 04:00 p.m., at the Company's headquarter, via fax or by mail:

- **Convening Notice** for the OGMS and EGMS (available in Romanian and English);
- **Special Power of Attorney - forms** for the representation of the shareholders in the OGMS and EGMS, which shall be updated if new points or proposals of resolutions will be inserted on the agenda (available in Romanian and English languages);
- **Correspondence Voting Ballots - forms** for the participation and voting of the shareholders in the OGMS and EGMS, which shall be updated if new points or proposals of resolutions will be inserted on the agenda (available in Romanian and English languages);
- **Reasoning documents and materials** related to the points on the agenda of the Meetings;
- **Drafts of resolutions** for the points on the agenda of the OGMS and EGMS.

If the case would be, the updated agenda shall be published **no later than April 13, 2023**, as per the legal provisions.

c) Vote by representative, based on general Power of Attorney

In virtue of art. 105 par. (10) of Law no. 24/2017 on issuers of financial instruments and market operations, the shareholder's representation in GMS may also be done by other persons than the shareholders, based on a special or general Power of Attorney. So, the shareholder may give a general Power of Attorney valid no longer than 3 years, unless the parties did not stipulated a longer period, permitting to the representative to vote all the points on which the general meetings of shareholders debate for the one or more issuers named in the Power of Attorney, individually or by a generic formulation referring to a certain category of issuers, including the disposal acts, with the condition that the Power of Attorney shall be granted by a shareholder as client to an intermediary, in compliance with the legal provisions or a lawyer.

For the validity of the mandate, the proxy should have the quality either of intermediary (according to the provisions of art. 2 para. (1) point (19) of Law no. 24/2017, republished) or lawyer and the shareholder should be client of it. Also, the proxy should not be in a conflict of interest, like:



- a) is a major shareholder of the Rompetrol Rafinare, or another company controlled by such shareholder;
- b) is a member of the administrative, management or supervisory body of the Rompetrol Rafinare, of a majority shareholder or a person controlled by that shareholder;
- c) is an employee or an auditor of the Company or of a majority shareholder or a person controlled by that shareholder;
- d) is the spouse, relative or affinitive up to the fourth degree of one of the individuals referred to in subparagraph a) -c).

The proxy cannot be replaced by another person, except in the case where this right has been expressly given by the shareholder by power of attorney, this without affecting the shareholder's right to designate, by power of attorney, one or more alternate proxies, thus ensuring the shareholder's representation in the GMS. If the proxy is a legal entity, it may exercise its mandate by any person in its administrative or management body or by one of its employees.

The Company does not impose a specific form for the general Power of Attorney.

Together with the general Power of Attorney, the shareholders shall submit to the Company the statement issued by the legal representative of the intermediary or lawyer who received the power of representation by general Power of Attorney, signed, in original and, as the case, stamped, which to confirm that:

- a) the Power of Attorney is given by the respective shareholder, in its capacity as client, to the intermediary or, as the case, to the lawyer;
- b) the general Power of Attorney is signed by the shareholder, including by attaching an extended electronic signature, if the case.

The quality as shareholder and also, in case of shareholders - legal persons or entities without legal status, the quality as legal representative shall be acknowledged based on the following documents submitted by the shareholder to the Company and issued by Depozitarul Central S.A. or the intermediaries, as they are defined by the art. 2 para. 1 point 19 of Law no. 24/2017, republished, which provide custody services:

- a) the account statement, which shows the quality as shareholder and the number of shares owned;
- b) documents attesting the enrolment of the information regarding the legal representative with Depozitarul Central S.A./ respective intermediaries (in the case of shareholders – legal persons).

The documents submitted in a foreign language, other than English language (except for identity documents valid in Romania) shall be accompanied by the authorized translation thereof into Romanian or English language.



Before their first use, general Powers of Attorney accompanied by the related documents shall be deposited/sent, in copy, containing the mention of conformity with the original under the signature of the representative, as to be registered as received with Company Registration desk **until April 25th, 2023, at 11:00 a.m.** (Romanian time) **for the OGMS**, clearly mentioning on the envelope „**FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 27th/28th, 2023**”, and respectively **until April 25th, 2023, at 01:00 p.m.** (Romanian time) **for the EGMS**, clearly mentioning on the envelope „**FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 27th/28th, 2023**”, The general Powers of Attorney, in certified copies, will be retained by the Company, mentioning about these in the minutes of the Meetings. The general Powers of Attorney are valid for a period that could not exceed 3 years, if the parties have expressly provided for a longer period.

The general Powers of Attorneys accompanied by the related documents may be sent also by e-mail with extended electronic signature, in compliance with Law no. 455/2001 on digital signature, as amended and supplemented, and according to the regulations of the Autoritatea de Supraveghere Financiară (FSA) - Financial Supervisory Authority, at the address: Investor.Relations.RRC@rompetrol.com, so that to be registered as received to the Company's Registration Desk **until April 25th, 2023, at 11:00 a.m.** (Romanian time) for the OGMS, clearly mentioning to the subject: „**FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF APRIL 27th/28th, 2023**”, respectively **until April 25th, 2023, at 01:00 p.m.** (Romanian time) for the EGMS, clearly mentioning to the subject: „**FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF APRIL 27th/28th, 2023**”.

The verification and validation of the general Powers of Attorney shall be made by the technical secretary appointed according to the law, they are going to keep the documents safely.

d) Vote by representative, based on special Power of Attorney and the vote by corespondence

Shareholders may participate personally or may be represented in OGMS/EGMS by a designated representative ("Proxy") who was issued a special Power of Attorney, based on the representation form provided by the Company, according to art. 105 par. (12) of Law no. 24/2017, republished.

The special Powers of Attorney must be filed in by the shareholder (in three original copies: one form for the shareholder, one for the proxy and one for RRC), they must be signed and contain specific voting instructions for each point on the OGMS/EGMS agenda for which the Proxy is going to vote in the name of the shareholder, clearly specifying the voting option (i.e. vote “for”, “against” or mention “abstain”). One shareholder may be represented in the OGMS/EGMS by only one Proxy, having a special power of attorney granted for the OGMS/EGMS dated **27/28.04.2023**.

The Company's Shareholders registered on the Reference Date in the shareholders register issued by Depozitarul Central S.A. have the possibility to vote through correspondence, before the OGMS/EGMS, using the Ballot Papers form, for voting through correspondence.



The special Power of Attorney Forms and Correspondence Voting Ballots, both in Romanian and English languages, can be obtained from the Company's headquarters, located at the above-mentioned address, under chapter "Documents afferent to GMS" or can be downloaded from the Company's website, <https://rompetrol-rafinare.kmginternational.com>, under section Investor Relations/ General Meeting of Shareholders, starting with March 27th, 2023.

The special Powers of Attorney and Correspondence Voting Ballots shall have the form issued by the Company and shall contain specific instructions for each point on the agenda (meaning vote "For" or vote "Against" or, as the case may be, to mention "Abstention").

The vote by correspondence may be expressed through the Correspondence Voting Ballot also by the shareholder's representative only the case the representative:

- a) has received from the shareholder that it represents a special/ general Power of Attorney, which is submitted to the Company in the form required by the legal regulations and within the deadline stipulated in the convening notice, or
- b) is a credit institution providing custody services, being allowed to vote exclusively according with and within the limits of the instructions received from its clients being shareholders at the Reference Date.

The quality as shareholder and also, in case of shareholders - legal persons or entities without legal status, the quality as legal representative shall be acknowledged based on the list of Rompetrol Rafinare S.A. shareholders for the Reference Date received from Depozitarul Central S.A.

In case: *i) the shareholders – natural persons* did not registered in the system of Depozitarul Central S.A. the valid and updated identification data, then they will present also a copy of the updated identity document (identity card/ Passport/ residence permit); *ii) the legal representative of the shareholders – legal persons* is not mentioned in the list of Company shareholders for the reference Date received from Depozitarul Central S.A., then they will present also an official document attesting the capacity as legal representative of the signatory of the special Power of Attorney/ Correspondence Voting Ballot (issued by a competent authority, original or certified copy, not older than 3 months before the date of publication of the convening notice of these Meetings).

Any documents submitted in a foreign language, other than English (except for identity documents valid in Romania) shall be accompanied by the authorized translation thereof into Romanian or English language.

In case of the OGMS, for the **points 4, 6, 7 and 8** on the agenda, for which secret vote, there shall be used the forms of special Power of Attorney/ Correspondence Voting Ballot dedicated to these points, made available by the Company; for the rest of the points on the OGMS agenda (namely **points 1, 2, 3, 5, 9, 10, 11, 12 and 13 on the OGMS agenda**), there shall be used the forms of special Power of Attorney/ Correspondence Voting Ballot dedicated to these points, made available also by the Company.



In case of the EGMS, there shall be used a single form of special Power of Attorney/ Correspondence Voting Ballot for all points on the agenda, made available by the Company.

When filling in the special Powers of Attorney/ Correspondence Voting Ballots, the shareholders or, as the case, their representatives are asked to consider that new points on the agenda of the OGMS and/or EGMS or proposals of resolutions could be added, in which case the updated agenda shall be published **starting with April 13, 2023**.

For the OGMS, the special Power of Attorney/ Correspondence Voting Ballot dedicated to **the points 4, 6, 7 and 8** on the agenda, filled in by the shareholders or, as the case, their representatives, with their options (respectively vote “For”, vote “Against” or, as the case may be, to mention “Abstention”), signed, in original, shall be introduced within a separate envelope, closed, clearly mentioning on the envelope “**Confidential – Secret voting instructions for the points 4, 6, 7 and 8 - for the Ordinary General Meeting of Shareholders as of April 27th/28th, 2023**”, which shall be placed, in turn, within the envelope containing the special Power of Attorney/ Correspondence Voting Ballot dedicated to the other items on the agenda of the OGMS and the related documents; these shall be sent as to be registered with the Company registration desk **no later than April 25, 2023, at 11:00 a.m.** (Romanian time), clearly mentioning on the envelope „**SPECIAL POWER OF ATTORNEY/ CORRESPONDENCE VOTING BALLOT FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF APRIL 27th/28th, 2023**”.

For the EGMS, the special Powers of Attorney/ Correspondence Voting Ballots and the related documents shall be sent as to be registered with the Company registration desk **no later than April 25, 2023, at 01:00 p.m.** (Romanian time), clearly mentioning on the envelope „**SPECIAL POWER OF ATTORNEY/ CORRESPONDENCE VOTING BALLOT FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF APRIL 27th/28th, 2023**”.

The special Powers of Attorney and the Correspondence Voting Ballots may be sent also by e-mail with extended electronic signature, in compliance with Law no. 455/2001 on digital signature, republished, and according to the regulations of the ASF, at the address: Investor.Relations.RRC@rompetrol.com, as following:

- for the OGMS, the special Power of Attorney/ Correspondence Voting Ballot dedicated to **the points 4, 6, 7 and 8**, filled in by the shareholders or, as the case, their representatives with their options (vote “For”, vote “Against” or, as the case may be, to mention “Abstention”), signed, having attached extended electronic signature, accompanied by the related documents shall be sent by e-mail clearly mentioning on the subject “ **Confidential – Secret voting instructions for points 4, 6, 7 and 8 - for the Ordinary General Meeting of Shareholders as of April 27th/28th, 2023**”, so that to be registered as received to the Company’s registration desk **until April 25th, 2023, 11:00 a.m.** (Romanian time);
- for the OGMS, the special Power of Attorney/ Correspondence Voting Ballot dedicated to the **items 1, 2, 3, 5, 9, 10, 11, 12 and 13** on the agenda, filled in by the shareholders or, as the case,



their representatives with their options (vote “For”, vote “Against” or, as the case may be, to mention “Abstention”), signed, having attached extended electronic signature shall be sent within a separate e-mail, clearly mentioning on the subject “**For the Ordinary General Meeting of Shareholders as of April 27th/28th, 2023**”, so that to be registered as received to the Company’s registration desk **until April 25th, 2023, 11:00 a.m.** (Romanian time);

- for the EGMS, the special Power of Attorney/ Correspondence Voting Ballot, filled in by the shareholders or, as the case, their representatives with their options (vote “For”, vote “Against”, mention “Abstention”), signed, having attached extended electronic signature, accompanied by the related documents shall be sent by e-mail clearly mentioning on the subject “**For the Extraordinary General Meeting of Shareholders as of April 27th/28th, 2023**”, so that to be registered as received to the Company’s registration desk **until 25.04.2023, 01:00 p.m.** (Romanian time).

The special Powers of Attorney and Correspondence Voting Ballots in Romanian and/or English languages, which are not registered with the Company’s Registration Office/email address specified in the previous paragraph until the date and hour mentioned hereinbefore, shall not be considered for determining the quorum and majority in the OGMS and EGMS.

If the special Power of Attorney was sent to the Company by email, the Proxies shall also provide to the Technical Secretariat an original copy of the special power of attorney.

When filling in the special Powers of Attorney/ Correspondence Voting Ballots, in compliance with all of the above-mentioned, the shareholders or, as the case, their representatives are asked to consider that new items on the agenda of the OGMS and/or EGMS or proposals of resolutions could be added. In this case, the special Powers of Attorney/ Correspondence Voting Ballots shall be updated and published as described at letter b) **starting with April 13th, 2023**.

The special Power of Attorney is valid only for the GMS for which it has been requested; the representative is required to vote in compliance with the instructions formulated by the empowering shareholder, under sanction of vote cancellation.

Generally a shareholder may mandate only one representative to represent him/her in GMS. However, the Power of Attorney may name one or more alternative representatives to ensure the representation in the general meeting, for the case in which the main representative named above cannot fulfill his mandate. If more alternative representatives are assigned by the Power of Attorney, there shall be set the succession in which they are to exercise their mandate.

If the shareholder expressing his/her vote through correspondence participates personally or by a representative to the OGMS/EGMS, the vote through correspondence expressed for that general meeting shall be annulled. In this case, only the vote expressed personally or by representative shall be taken into consideration.

If the person representing the shareholder by his/her personal presence in the general meeting is another person than the one who expressed the vote through correspondence, then, in order for his/her vote to be valid, the person shall submit in the general meeting, a written revocation of the



vote expressed through correspondence, signed by the shareholder or by the representative who expressed that vote through correspondence. If the shareholder, or his/her legal representative, is present at the general meeting, this is not necessary anymore.

The centralization, checking and recordkeeping of the Correspondence Voting Ballots, as well as the verification and validation of the special Powers of Attorney deposited with the Company shall be made by the technical secretary, she/he are going to keep the documents safely and shall maintain confidentiality over the votes cast until the items on the agenda are submitted for voting.

e) **The Affidavits**

In case a shareholder is represented by a credit institution that provides custody services, the latter will be able to vote on the OGMS, respectively EGMS on the basis of the voting instructions received by electronic means of communication, without the need for a special or general power of attorney to be drawn up by the shareholder. The custodian votes in the OGMS, respectively EGMS exclusively in accordance with and within the limits of instructions received from its clients as shareholders of the Company at the Reference Date.

The credit institution may participate and vote at the OGMS, respectively EGMS, provided that it submits a declaration on its own responsibility (Affidavit), stating:

- a) clearly the name of the shareholder on behalf of which the credit institution participates and votes in the OGMS, respectively EGMS;
- b) the credit institution provides custody services to that shareholder;
- c) clearly the name of the person who is part of the management body or among the employees of the credit institution and will represent the credit institution in the OGMS, respectively EGMS.

Documents accompanying the Affidavit:

- an official document attesting the capacity as legal representative of the signatory of the Affidavit (issued by a competent authority, original or certified copy, not older than 3 months before the date of publication of the convening notice of the OGMS and EGMS);
- copy of the identity document of the person who is part of the management body or among the employees of the credit institution nominated in the Affidavit and will represent the credit institution in the OGMS and EGMS.

The documents submitted in a foreign language, other than English (except for the identity documents valid on the territory of Romania) shall be accompanied by a sworn translation, in Romanian or English languages.

The Affidavit, signed by the legal representative of the credit institution, in original, accompanied by the related documents, shall be deposited/sent so that to be registered as received to the Company's registration desk **until 25.04.2023, at 11:00 a.m.**, clearly mentioning on the envelope **„FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF APRIL 27th/28th, 2023”**, respectively **until 25.04.2023, at 01:00 p.m.**, clearly mentioning on the



envelope „**FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF APRIL 27th/28th, 2023**”.

The Affidavits, signed, accompanied by the related documents may be sent also by e-mail with an extended electronic signature, in compliance with Law no. 455/2001 on digital signature, as amended and supplemented, and according to the regulations of the Financial Supervisory Authority, at the address: Investor.Relations.RRC@rompetrol.com, mentioning to the subject: „**FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS AS OF APRIL 27th/28th, 2023**”, so that to be registered as received to the Company’s registration desk **until 25.04.2023, at 11:00 a.m.** (Romanian time) **for the OGMS**, respectively mentioning to the subject: „**FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS AS OF APRIL 27th/28th, 2023**”, so that to be registered as received to the Company’s registration desk **until 25.04.2023, at 01:00 p.m.**(Romanian time) **for the EGMS**.

The verification and validation of the Affidavits deposited with the Company shall be made by the technical secretary appointed according to the law, she/he are going to keep the documents safely.

f) The shareholders rights to introduce additional points on the agenda and to make new resolution proposals for the existing or proposed points to be included on the agenda

The shareholders representing, individually or collectively, at least 5% of the Company’s share capital, have the right according to the law to ask for introducing **new points on the agenda** of the OGMS, respectively EGMS, as well as to make new resolutions’ proposals for the points included or proposed to be included on its agenda, by recommended letter with receiving confirmation/by courier, clearly mentioning on the envelope „**For the Ordinary/Extraordinary General Meeting of Shareholders as of 27/28.04.2023**”, so that to be registered as received to the Company’s registration desk **until 10.04.2023, at 04:00 p.m.** Each new proposed point must be accompanied by a reasoning memo or a draft resolution proposed for adoption to the meeting.

The right to propose candidates for the position of member of the Board of Directors

Whereas the agenda specifies the election of the new members, the shareholders of the Company, regardless of the participation held in the share capital, are entitled as per the law, to nominate the candidates for the positions of new members of the Board of Directors, containing information about the name, domicile and professional qualifications of the proposed persons, accompanied by copy of the candidate’s valid identification documents (identity card/passport) and candidate’s information notice for personal data processing, as well as copies of the shareholder’s valid identification documents (identity card/passport for natural persons and for legal persons / entities without legal personality, identity card/passport of the legal representative), as follows:



- a) at the Correspondence Entry or by mail or courier with confirmation of receipt at the Correspondence Entry, **no later than 10 April 2023, 4:00 p.m.**, in a sealed envelope bearing the clearly written statement in capital letters: **“FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 27/28 APRIL 2023”**, or
- b) by e-mail having attached an extended electronic signature in compliance with Law on Digital Signature No. 455/2001, **no later than 10 April 2023, 4:00 p.m.**, at Investor.Relations.RRC@rompetrol.com, indicating in the “subject matter” field: **“FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 27/28 APRIL 2023”**.

The list containing information regarding the name, residence locality and professional qualification of the persons proposed for the position of member of the Board of Directors shall be made available to the shareholders, and open for their consultation and supplementation. Based on the proposals received until the limit-date, the Company shall make available to the shareholders the candidates’ proposals for the positions of members of the Board of Directors and the afferent information in electronic format, both in Romanian and in English languages, on the Company’s website (<https://rompetrol-rafinare.kmginternational.com>), Investors Relation/ General Meeting of Shareholders, final list of proposals, following to be posted until the **April 13th, 2023**, date previous to the Reference Date.

The documents submitted in a foreign language, other than English (except for the identity documents valid on the territory of Romania) shall be accompanied by a sworn translation, in Romanian or English languages.

g) The shareholders right to ask questions concerning the agenda

Any interested shareholder has the right to ask questions regarding the points included on the agenda of the OGMS, respectively EGMS; the questions shall be submitted in writing and shall be deposited/ sent so that to be registered as received to the Company’s registration desk **until 18.04.2023, at 4:00 p.m.**, clearly mentioning on the envelope „**For the Ordinary/Extraordinary General Meeting of Shareholders as of 27/28.04.2023**”.

The answers shall be available on the Company’s website <https://rompetrol-rafinare.kmginternational.com>, Investors Relations/General meetings of shareholders, **starting with 25.04.2023, at 06:00 p.m.**

The right to submit questions and the Company’s obligation to respond shall be subject to the protection of confidentiality and business interests of the Company.

For the valid exercise of the rights stipulated at letters f) and g), the shareholders shall submit to the Company the following documents issued by Depozitarul Central S.A. or by the intermediaries defined in art. 2 para. (1) point 19 of the Law 24/2017, republished, which provide custody services:

- a) the account statement, which shows the quality as shareholder and the number of shares owned;



b) documents attesting the enrolment of the information regarding the legal representative with Depozitarul Central S.A./ respective intermediaries (in case of shareholders – legal persons).

The documents submitted in a foreign language, other than English (except for identity documents valid in Romania) shall be accompanied by the authorized translation thereof into Romanian or English language.

On the convening date, the Rompetrol Rafinare S.A.'s registered share capital is of Lei 2,655,920,572.60 and consists of 26,559,205,726 shares, dematerialized shares, with a par value of Lei 0.10, each share giving the right to one vote within the General Meeting of Shareholders.

Further information can be received at phone number 0241/506553 on working days, between 9:00 a.m. – 04:00 p.m. and on the Company's website <https://rompetrol-rafinare.kmginternational.com>, section Investors Relation, sub-section Shareholders General Assembly / Shareholders General Assembly current year.

Besides, on website <https://rompetrol-rafinare.kmginternational.com>, Section Investors Relation it is posted a notice of information regarding the shareholders' rights in the processing of their personal data by the Company, according to Regulation (EU) 2016/679 of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation).

Chairman of the Board of Directors
Yedil Utekov