

SPECIAL EMPOWERMENT

**filled in for representation in the Ordinary General Shareholders' Assembly of
OIL TERMINAL S.A. on 26(27).04.2021**

A. The mandant shareholder's name:

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B. The mandant shareholder's identification data:

Residence or social office:

Personal numeric code or Registration unic code:
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C. The shares' number owned by the mandant shareholder according to OIL TERMINAL' shareholders' Register on **15.04.2021**, reference data of the **Ordinary General Shareholders' Assembly on 26(27).04.2021**:

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D. The shares of the mandant shareholder reported to OIL TERMINAL S.A.' total shares' number and to the total voting rights' number in the General Assembly (in percentage):

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E. The representative' name (to whom the special empowerment is given):

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F. The representative' identification data:

Residence or social office:

Personal numeric code or Registration unic code:
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G. The date, time, location of the general assembly for which the special empowerment is given:

26(27).04.2021, 10.00 h , the meeting hall at OIL TERMINAL S.A.' office, Constanta, no. 2., Caraiman str.
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H. The powers given to the representative by empowerment:

To take part to the meeting in the name of the mandant shareholder and to exercise, in the name of the mandant representative, his voting right in relation with the mandant shareholder's shares registered in OIL TERMINAL S.A.' shareholders' Register on 15.04.2021 , reference date of the company' Ordinary General Shareholders' Assembly on 26(27).04.2021 .
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I. The voting exercising rule:

At point 1 of the day agenda, regarding *the Information on the half-yearly report regarding management activity for the second semester of 2020, according to art. 55, paragraph (1) of GEO 109/2011.*

, the mandant shareholder's representative will vote as followings:

"it takes note of the information"	
"it does no take note of the information"	

Note: it will check by 'x' the voted box. The other boxes will remain blank.

At point 2 of the day agenda, regarding *the Information regarding the Annual Report of the Nomination and Remuneration Committee regarding the remunerations and other advantages granted to non-executive managers and directors with a mandate related to the 2020 financial year according to art. 55 paragraph (2) of GEO 109/2011*, the mandant shareholder's representative will vote as followings:

"it takes note of the information"	
"it does no take note of the information"	

Note: it will check by 'x' the voted box. The other boxes will remain blank.

At point 3 of the day agenda, about *the Approval of the financial statements for 2020, issued according to the International Financial Reporting Standards (IFRS), which include: statement of financial position, statement of overall result, statement of own capitals alterations, statement of cash flows, notes to the financial statements, based on the Report of the Board of Directors and on the Report of the independent financial auditor*, the mandant shareholder's representative will vote as followings:

"it takes note of the information"	
"it does no take note of the information"	

Note: it will check by 'x' the voted box. The other boxes will remain blank.

At point 4 of the day agenda, regarding *the Approval of the distribution of the net profit related to the financial year 2020 in the amount of 4,027,237 lei*, as follows:

- *Legal reserve:* 283,358 lei
- *Other reserves representing fiscal facilities provided by law:* 526,339 lei
- *Employees' participation in profit:* 321,754 lei
- *50% shareholders dividends:* 1,608,770 lei
- *Own financing source:* 1,287,016 lei

the mandant shareholder's representative will vote as followings:

"pro"	
"against"	
"abstentation"	

Note: it will check by 'x' the voted box. The other boxes will remain blank.

At point 5 of the day agenda, regarding *the Establishment of value of gross dividend value proposed to be given to shareholders in the amount of 0.00276217 lei/share*, the mandant shareholder's representative will vote as followings:

"pro"	
"against"	
"abstention"	

Note: it will check by 'x' the voted box. The other boxes will remain blank.

At point 6 of the day agenda, regarding *the Setting the date of 07.06.2021 as payment of dividends by shareholders date*, the mandant shareholder's representative will vote as followings:

"pro"	
"against"	
"abstention"	

Note: it will check by 'x' the voted box. The other boxes will remain blank.

At point 7 of the day agenda, regarding *the Empowerment of Board of Directors to designate payment agent according to applicable regulation framework of dividend payment. Dividend payment shall be expressed in lei only by shareholders registered by Shareholders register (held by "Central Depository S.A.") on registration date set by the General Assembly of Shareholders, and the way of dividend payment shall be brought to attention before the starting date of payment*, the mandant shareholder's representative will vote as followings:

"pro"	
"against"	
"abstention"	

Note: it will check by 'x' the voted box. The other boxes will remain blank.

At point 8 of the day agenda, regarding *the Approval of 2020 financial exercise's annual financial report for 2nd semester 2020 according to Law no. 24/2017 and ASF Regulations 5/2018*, the mandant shareholder's representative will vote as followings:

"pro"	
"against"	
"abstention"	

Note: it will check by 'x' the voted box. The other boxes will remain blank.

At point 9 of the day agenda, regarding *the Approval of managers discharge for the activity unfolded in 2020 financial exercise*, the mandant shareholder's representative will vote as followings:

"pro"	
"against"	
"abstention"	

Note: it will check by 'x' the voted box. The other boxes will remain blank.

At point 10 of the day agenda, regarding *the Annual evaluation of non-executive managers activity according to provisions of art. 30 paragraph 7 of OUG 109/2011. Approval of maintenance the amount of variable component of these as it was approved by AGA decision no. 32/10.12.2018 and maintained with AGA decision no. 14/05.08.2019 and no. 9/23.03.2020*, the mandant shareholder's representative will vote as followings:

"pro"	
"against"	
"abstention"	

Note: it will check by 'x' the voted box. The other boxes will remain blank.

At point 11 of the day agenda, regarding *the Approval of the Remuneration Policy, issued according to art. 92¹ of Law 24/2017 regarding issuers of financial instruments and market operations.*

, the mandant shareholder's representative will vote as followings:

"pro"	
"against"	
"abstention"	

Note: it will check by 'x' the voted box. The other boxes will remain blank.

At point 12 of the day agenda, regarding *the Empowerment of the meeting' Chairman to sign the assembly' documents.*, the mandant shareholder's representative will vote as followings:

"pro"	
"against"	
"abstention"	

Note: it will check by 'x' the voted box. The other boxes will remain blank.

At point 13 of the day agenda, regarding *the Empowerment of the company' general director to sign the documents, necessary regarding the shareholders general assembly decisions' registration in the Commerce Registrar Office by Constanta Court of Justice and to effect the frmalities regarding these decisions' publishing,* the mandant shareholder's representative will vote as followings:

"pro"	
"against"	
"abstention"	

Note: it will check by 'x' the voted box. The other boxes will remain blank.

At point 14 of the day agenda, regarding *the Settling the date 18.05.2021, as registration date and the date 17.05.2021, as ex-date according to legal provisions,* the mandant shareholder's representative will vote as followings:

"pro"	
"against"	
"abstention"	

Note: it will check by 'x' the voted box. The other boxes will remain blank.

J.The special empowerment date (according to standard day-month-year):

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K.The shareholder's name in clear and authorized signature:

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* **Specifications made by OIL TERMINAL S.A.:**

1. The present special empowerment contains information according to ASF' Regulation no. 5/2018.
2. The present special empowerment is signed and dated by the mandant shareholder.
3. The special empowerment having a further date revokes the previous dated empowerment.
4. The special empowerment will be filled in by the manadant shareholder at all the registered sections.
5. The special empowerment is issued and used only in original, in 3 (three) original copies, from which:
 - ✓ an original copy remains at the shareholder;
 - ✓ an original copy will be given to the empowered representative (who will present it at the assembly' works);
 - ✓ an original copy will be deposited at OIL TERMINAL S.A. Constanta' office at last on **24.04.2021, 10.00 h.**, date mentioned in the convenor and in the present specifications as well.
6. All the shareholders registered in the shareholders' register on **15.04.2021'** end, day, **set as reference date**, are entitled to participate in the assembly' works.
7. The following documents will be annexed to the empowerment:
 - ✓ the certified copy, on his own responsibility, of the shareholder identity act physical person/representative juridical person (BI/CI/PASSPORT/RESIDENCE ACT)
 - ✓ Certificate issued by the Commerce Register or copy according to the original, or any other docment, in original or in copy according to the original, issued by a competent authority in the state in which the shareholder is legaly registered, certifying his right of legal representative, issued not later than 3 months from the
 - ✓ Extraordinary General Shareholders' Assembly' convenor' issue date.
 - ✓ Statement, on his own responsibility, issued by the credit company, supplying custody services for the Company' shareholders, from which the followings are understood:
 - i. the credit company supplies custody services for that shareholder;
 - ii. the instructions in the special Empowerment are identical to those in the SWIFT message received by the credit company to vote in the name of that shareholder;
 - iii. The special Empowerment is signed by the shareholder.
8. The shareholders can participate and vote in the general assembly by representation according to the present special empowerment, given only for the **Ordinary General Shareholders' Assembly of 26(27).04.2021**. The votes enlisted in the special empowerment are executed only according to the shareholder' wish.
9. The shareholders not having execution capacity and the legal persons can be represented by their legal representatives, who, on their turn, can give empowerment to other persons for **the Ordinary General Shareholders' Assembly of 26(27).04.2021**.
10. The members of the managing board, the managers or the company' employees can't be the shareholders' representatives.

11. The person representing more shareholders, according to special empowerments, express the votes of persons represented by the total of votes' number "pro", "against" and "abstention" without compensate them (for ex. at p. x of the day agenda represent "a" votes "pro", "b" votes "against" and "c" votes "abstentions"). The votes so expressed are validated according to the third copy of the special empowerments, by the general assembly' secretariat.
11. The present Special Empowerment will be deposited in original at OIL TERMINAL S.A.' office in Constanta, no.2, Caraiman str., or at the email address actionariat@oil-terminal.com, with the extended electronic signature introduced at latest on **24.04.2021, 10.00 h**, under the voting' right loss in the assembly.
12. The present Special Empowerment form can be found at the company' office. No.2, Caraiman str., Constanta, or on the company' site, [http://relatia.oil-terminal.com/aga-2021/agoa-26\(27\).04.2021/](http://relatia.oil-terminal.com/aga-2021/agoa-26(27).04.2021/), starting **26.03.2021, both in Romanian language and in English language.**