



Str. Caraiman nr. 2, Cod Poștal: 900117; CONSTANȚA, ROMÂNIA  
Capital Social: 58.243.025,30 RON; R.C. J/13/512/1991; C.U.I. - 2410163  
Tel.: 0040 241 702600; Fax: 0040 241 694833; Telex: 14210; office@oil-terminal.com  
www.oil-terminal.com



No. 57/14.02.2022

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 day: 14.02.2022**

#### **OIL TERMINAL S.A. Constanta**

Headquarter: no.2, Caraiman str., Constanta

Phone: 0241/702600, fax: 0241/694833

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

Unique register number: 2410163

**Important event to be reported:** *Convening of the company's Shareholders Extraordinary General Assembly*

**OIL TERMINAL SA' Board of Directors**, unitary administered trading company, set up and operating according to Romanian legislation, registered in Trade Register office near Constanta Court under no. J/13/512/1991, taxpayer identification number 2410163, headquartered in Constanta, Caraiman street 2, with a subscribed and paid-up share capital in an amount of 58,243,025.30 lei, **gathered within the meeting of 14.02.2022 convenes Shareholders Extraordinary General Assembly on 21.03.2022, 11:00 hours**, in company' headquarter meeting room, Caraiman street 2, Constanta.

#### **Shareholders Extraordinary General Assembly' agenda is the following:**

1. The approval for the continuation of social capital increase procedure with contribution in kind of **2,283,000,282** shares and cash contribution in maximum value of **154,610,814.80 lei**, by issuing a maximum number of **1,546,108,148** new shares, nominative, in dematerialized form, with a nominal value of **0.1 lei/share**, from which:

a) **Contribution in kind** – a number of **2,283,000,282** shares, with a nominal value of **0.1 lei/share**, in total value of **228,300,028.20 lei**, representing the value of fields for which certificates attesting property rights were issued, established by evaluation report no. 155/2021 issued by Mapps – Master Appraisal SRL, J40/7308/2004, CUI 16400917, and namely:

i. Field in surface of 254,261.325 sqm, located in Constanta county, no. 2 Caraiman street, registered in land book no. 215416 held by OCPI, cadastral number 215416, according to certificate attesting property right on fields series M03 no. 11703/02.02.2011, and

ii. Field in surface of 129,334.70 sqm, located in Constanta county, no. 2 Caraiman street, registered in land book no. 215382 held by OCPI, cadastral number 215382, according to certificate attesting property right on fields series M03 no. 11704/02.02.2011.

b) **Cash contribution** – a maximum number of **1,546,108,148** shares, with a nominal value of **0.1 lei/share**, in a total value of maximum **154,610,814.80 lei**, to be offered to subscription to other shareholders in preferential right exercise, in order to maintain participation in Oil Terminal S.A. social capital on registration date.

Social capital increase process will be carried out with no issue premium according to provisions of art. 12 para. 51 and para. 52 of Law no. 137/2002 regarding some measure for accelerating privatization.

OIL TERMINAL' shareholders may exercise preferential rights within 45 days since the date mentioned in the proportioned prospectus to be elaborated by the authorized intermediary. The number of preferential rights is equal to the number of shares registered in the issuer's register on the registration date. A preferential right is equal to one share.

The subscription rate is of 6.574363900926190. The actual number of shares to be subscribed by each shareholder when exercising of preferential right is determined by multiplying the subscription Rate by the number of shares held. If the result is not a whole number, the result is rounded down to the nearest whole number.

2. The approval for the empowerment of the Board of Directors to appoint an intermediary authorized by FSA, to issue the proportionate prospectus and to fulfill any and all legal formalities related to registration, approval, implementation of prospectus, according to the provisions of FSA Regulation regarding securities issuers and operations and of delegated Regulation (EU) no. 980/2019 of European Commission.

3. The approval for the empowerment of the Board of Directors to fulfill any and all formalities to implement EGSM decision including, but not limiting to the following:

- a) Approval of the proportionate prospectus,
- b) Monitoring and coordinating the approval of the proportionate prospectus by FSA and its publication,
- c) Implementation of the offer (establishment and approval of subscription procedure, of date, place and payment methods, of how subscriptions are approved and evaluated, taking measures regarding unsubscribes shares and any other measures required),
- d) Termination of subscription and notification of FSA regarding the final situation of subscriptions,
- e) Approval of final results after the subscriptions termination; determination of the exact value increasing social capital, from which, how much is contribution in kind and how much is cash contribution, while detailing the number of shares issued for the contribution in kind and the total number of shares issued for the cash contribution; establishment of the social capital value after the increase and social capital's distribution per shareholder; modification of constitutive act corresponding to the increase; taking ancillary decision to inform FSA regarding subscription termination and to register in ONRC and register company.

4. The empowerment of the meeting's Chairman to sign the assembly's decisions.

5. The empowerment of the company's general director to sign the documents required regarding the registration of the shareholders general assembly's decisions in Trade Register Office near Constanta Court and to conduct formalities regarding the publication of these decisions.

6. Establishing the date of 08.04.2022, as registration date and the date of 07.04.2022 as ex-date according to legal provisions and date of payment 11.04.2022.

**If, on 21.03.2022, the quorum conditions provided by law are not fulfilled, the next Shareholders Extraordinary General Assembly shall take place on 22.03.2022, 11:00 hours, at same place and with same agenda.**

All shareholders registered in shareholders register kept and issued by Central Depository are entitled to participate in Assembly' work, at the end of the day on **10.03.2022**, day set as **reference date**. Only persons who are shareholders on this date have the right to participate and vote in general assembly.

**Proxies and voting forms shall be provided to shareholders both in Romanian and English, on company' web site, <http://relatia.oil-terminal.com/agea-21-03-2022/>, starting from 18.02.2022.**

**All materials regarding agenda as well as draft resolutions** shall be provided to shareholders, at their request, at company' headquarter, Caraiman street 2, Constanta, both in Romanian and English or can be downloaded from the site <http://relatia.oil-terminal.com/agea-21-03-2022/> starting from 18.02.2022.

One or more shareholders representing, individually or together, at least 5% of company' social capital (hereinafter referred to as Originators) has/have the right:

- a) **to put new items on EGSM agenda** provided each item to be accompanied by a justification or a draft resolution proposed to be adopted by general assembly, requests going to be received at **OIL TERMINAL SA' Registry** by any means of delivery, within 15 days since convocation publishing date, namely until **02.03.2022, 11:00 hours**, in a sealed envelope, with mention clearly written and in capital letters: FOR SHAREHOLDERS EXTRAORDINARY GENERAL ASSEMBLY OF **21(22).03.2022**, or **sent by email**, with extensive electronic signature embedded, to [actionariat@oil-terminal.com](mailto:actionariat@oil-terminal.com), mentioning as subject: FOR SHAREHOLDERS EXTRAORDINARY GENERAL ASSEMBLY OF **21(22).03.2022**,
- b) **to present draft resolutions for items included or proposed to be included in general assembly' agenda**, requests going to be received at **OIL TERMINAL SA' Registry** by any means of delivery, within 15 days since convocation publishing date, namely until **02.03.2022, 11:00 hours**, in a sealed envelope, with mention clearly written and in capital letters: FOR SHAREHOLDERS EXTRAORDINARY GENERAL ASSEMBLY OF **21(22).03.2022**, or **sent by email**, with extensive electronic signature embedded, to [actionariat@oil-terminal.com](mailto:actionariat@oil-terminal.com), mentioning as subject: FOR SHAREHOLDERS EXTRAORDINARY GENERAL ASSEMBLY OF **21(22).03.2022**.

**Company' shareholders**, regardless of participation in social capital, have the right to ask **questions in writing** regarding items on EGSM agenda, which will be sent and registered in **OIL TERMINAL SA' Registry** of Constanta, Caraiman street 2, by any means of delivery, in a sealed envelope, with mention clearly written and in capital letters: FOR SHAREHOLDERS EXTRAORDINARY GENERAL ASSEMBLY OF **21(22).03.2022**, or **sent by email**, with extensive electronic signature embedded, to [actionariat@oil-terminal.com](mailto:actionariat@oil-terminal.com), mentioning as

subject: FOR SHAREHOLDERS EXTRAORDINARY GENERAL ASSEMBLY OF **21(22).03.2022**.

Answers to questions shall be published on company' web site, on <http://relatia.oil-terminal.com/intrebari-frecvente/>.

In order to identify the shareholder individual or, as appropriate, the shareholder' legal representative as legal person or entity without legal personality, who asks questions, who submits proposals for agenda or who proposes draft resolutions, they shall annex to that request copies of documents to certify their identity.

**Shareholders can participate** in person or can be represented in EGSM by **their legal representative or by a designated representative** who was given a special or general proxy to.

Only shareholders registered in Company' Shareholders Registry consolidated by Depozitarul Central SA on reference date **10.03.2022** can participate and vote in EGSM, in person or by representatives, under a special or general empowerment, according to legal provisions.

Special and general proxies shall be provided starting from **18.02.2022**, 18:00 hours, both in Romanian and English, both at company' headquarter and electronically, on company' web site: <http://relatia.oil-terminal.com/agea-21-03-2022/>.

The general proxy is given for no more than 3 years, expressly allowing the Representative to vote in all aspects debated by company' shareholders general assemblies, including regarding acts of disposition, provided that the general proxy: (i) to be given by the shareholder, as client, to an intermediary defined according to Law no. 24/2017 or to a lawyer and (ii) to be mentioned in the general proxy content the representative quality of intermediary or lawyer. The representative can not be substituted by another person. However, if the representative is a legal person, he can exercise the mandate received by any person who is a part of administrative or managing body or one of its employees. The proof of the quality of representative as intermediary or shareholder' lawyer shall be made by Representative' affidavit given on published form along with support materials of EGSM on company' website and signed by the Representative when entering the meeting room in front of assembly' organizers. Company' shareholders can not be represented in EGSM according to general proxy by a person in conflict of interests who can occur in one of the following cases:

- a) he is a company' major shareholder, or another entity controlled by that shareholder;
- b) he is a member of the company' administrative, managing or supervision body, of a major shareholder or of a controlled entity, according to those provided in letter a);
- c) he is an employee or an auditor of company or of a major shareholder or of a controlled entity, according to those provided in letter a);
- d) he is the spouse, relative or related up to the fourth degree included to one of the individual provided in letters a) to c).

Before their first application, general proxies in copies with mention of compliance with the original under Representative' signature, along with a copy of shareholder' identity document (for individuals, identity document/passport, namely for legal persons: identity document of legal representative along with ascertaining certificate issued by trade registry, in original or copy complying with original, or any other document in original or copy complying with original,

issued by a competent authority of the state in which the shareholder is legally registered, which certifies the quality of legal representative, no later than **19.03.2022**. The documents which certify the quality of shareholder's legal representative shall be issued at earliest 3 months before publishing EGSM convocation. General proxies shall be submitted in company's Registry or sent by any other mean of delivery with confirmation of receipt to Company's Registry, in order **to be registered as received in company's Registry no later than 19.03.2022, 11 hours**, in a sealed envelope, with mention clearly written and in capital letters FOR SHAREHOLDERS EXTRAORDINARY GENERAL ASSEMBLY OF **21(22).03.2022**.

The proxies can be sent by email with extensive electronic signature embedded according to law 455/2001 regarding electronic signature **no later than 19.03.2022, 11 hours**, to **actionariat@oil-terminal.com**, mentioning as subject: FOR SHAREHOLDERS EXTRAORDINARY GENERAL ASSEMBLY OF **21(22).03.2022**.

**Special proxies** must contain specific voting instructions for each item of EGSM agenda (namely vote „for”, „against” or „abstention”). It is allowed for a shareholder to give a special proxy to one or more deputy representatives to ensure representation in general assembly. If there are more deputy representatives designated by the proxy, the order according to which these shall exercise the mandate shall be established, such a proxy is valid only for EGSM of **21(22).03.2022**.

**Special proxies** in original, completed and signed by the shareholder, either in Romanian or in English, along with documents certifying identity, namely:

- for individuals shareholders: certified copy at own risk of identity document (identity card, passport, residence permit),
- for legal persons shareholders: identity card of legal representative along with ascertaining certificate issued by trade registry presented in original or copy complying with original, or any other document in original or copy complying with original issued by a competent authority of the state in which the shareholder is legally registered, which certifies the quality of legal representative.
- Documents which certify the quality of legal representative of legal persons shareholders shall be issued at earliest 3 months before publishing EGSM convocation.

**Shall be sent to Company's Registry** no later than **18.02.2022, 11 hours**, in a sealed envelope, with mention clearly written and in capital letters: FOR SHAREHOLDERS EXTRAORDINARY GENERAL ASSEMBLY OF **21(22).03.2022** or **sent by email** with extensive electronic signature embedded, no later than **19.03.2022, 11 hours**, to **actionariat@oil-terminal.com**, mentioning as subject: FOR SHAREHOLDERS EXTRAORDINARY GENERAL ASSEMBLY OF **21(22).03.2022**.

A special proxy for participating and voting in EGSM given by a shareholder to a credit institution which provides custodial services shall be accepted, without other additional documents regarding the shareholder, if the special proxy is issued according to FSA Regulations no. 5/2018 and signed by the shareholder and accompanied by an affidavit given by the credit institution which received the empowerment of representation by special proxy, from which shows that:

- The credit institution provides custodial services for the shareholder;
- Special proxy's instructions are identical to SWIFT message instructions received by credit institution in order to vote on behalf of the shareholder;
- The special proxy is signed by the shareholder.

The special proxy and declaration above mentioned must be submitted in original and signed, if necessary, stamped, without other formalities regarding the form of these documents. On the general assembly' date, when entering the meeting room, shareholders must present the original of the identity card to be verified by company' representatives.

If a legal person shareholder participates in EGSM by his legal representative, the latter must present the original of the identity card to be verified by company' representatives, along with proof of quality of legal person shareholder' legal representative, ascertaining certificate issued by trade registry in original or copy complying with original, or any other document in original or copy complying with original issued by a competent authority of the state in which the shareholder is legally registered, which certifies the quality of legal representative, as well as the account statement certifying the quality of shareholder and number of owned shares issued by the central depository or if the case, by the participants defined in Law no. 24/2017 regarding financial instruments and market operations issuers and Regulation no. 5/2018, if a shareholder is represented by a credit institution which provides custodial services.

The documents which certify the quality of legal representative of legal person shareholder shall be issued at earliest 3 months before publishing EGSM convocation.

Shareholders shall hand over to the company' representatives the special proxy original if this was sent by email with extensive electronic signature embedded.

For legal persons shareholders, the quality of legal representative is certified by an ascertaining certificate issued by trade registry presented in original or copy complying with original, or any other document in original or in copy complying with original issued by a competent authority of the state in which the shareholder is legally registered, which certifies the quality of legal representative.

Documents which certify the quality of legal representative of legal person shareholder shall be issued at earliest 3 months before publishing shareholders general assembly' convocation.

Documents which certify the quality of legal representative issued in any language other than English shall be accompanied by a translation of a authorized translator in Romanian or English. The issuer shall not request legalization or apostillation of documents which certify the quality of legal representative of shareholder.

**Oil Terminal SA' shareholders registered on reference date** in shareholders registry issued by Depozitarul Central SA, **can vote by email, by using voting by email form**, made available both in romanian and English, starting from **18.02.2022**, on company' website **<http://relatia.oil-terminal.com/agea-21-03-2022/>** or from company' headquarter, Caraiman street 2, Constanta, Accounting-Communication Dept. and shall be updated in case of new items on EGSM agenda.

**Voting by email forms must** be completed and signed by individual shareholders and accompanied by the copy of shareholder' identity card, signed according to the original by the identity card' owner/ completed and signed by the legal representative of shareholder along with the official document which certifies the quality of legal representative.

**Voting by email forms** accompanied by legal documents shall be **sent to company' registry**, by any means of delivery, with confirmation of receipt, in order to be registered as received until **19.03.2022, 11 hours**, in a sealed envelope, with mention clearly written and in capital letters: **FOR SHAREHOLDERS EXTRAORDINARY GENERAL ASSEMBLY OF 21(22).03.2022**, or **sent by email**, with extensive electronic signature embedded to **actionariat@oil-terminal.com**,

until **19.03.2022, 11 hours**, mentioning as subject: **FOR SHAREHOLDERS EXTRAORDINARY GENERAL ASSEMBLY OF 21(22).03.2022.**

Voting by email forms which are not received at Oil Terminal registry or on email until the date and hour above mentioned can not be taken into account in order to determine the quorum and majority in EGSM.

The documents which certify the quality of legal representative issued in a foreign language, other than English, shall be accompanied by a translation made by an authorized translator, in Romanian or English. The issuer shall not request legalization or apostillation of documents which certify the quality of legal representative of shareholder.

**Materials regarding agenda and draft resolutions** shall be made available to shareholders, at their request, at company' headquarter, Caraiman street 2, Constanta, both in Romanian and English, or shall be downloaded from website <http://relatia.oil-terminal.com/agea-21-03-2022/> strating from **18.02.2022.**

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

**Development Director  
Marieta STAȘI**

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