

SPECIAL EMPOWERMENT

**filled in for representation in the Extraordinary General Shareholders' Assembly of
OIL TERMINAL S.A. of 21(22).03.2022**

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:

C. The shares' number owned by the mandant shareholder according to OIL TERMINAL' shareholders' Register on **10.03.2022, reference date of the Extraordinary General Shareholders' Assembly on 21(22).03.2022:**

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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:

G. The date, time, location of the general assembly for which the special empowerment is given:

21(22).02.2022, 11.00 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 **10.03.2022**, reference date of the company' Extraordinary General Shareholders' Assembly on **21(22).03.2022**.

I. The voting exercising rule:

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

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

For item 1 of the day agenda, regarding the *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 for 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 up down to the nearest whole number, **the mandant shareholder's representative will vote as follows:**

' pro''	
'against''	
'abstention''	

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

For item 2 of the day agenda, regarding *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,* **the mandant shareholder's representative will vote as follows:**

' pro''	
'against''	
'abstention''	

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

For item 3 of the day agenda, regarding *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,* **the mandant shareholder's representative will vote as follows:**

' pro''	
'against''	

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

For item 4 of the day agenda, the *Empowerment of the meeting' Chairman to sign the assembly' decisions*, **the mandant shareholder's representative will vote as follows:**

' pro'	
'against'	
'abstention'	

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

For item 5 of the day agenda, regarding the *Empowerment of the company' general director to sign the necessary documents regarding the registration of shareholders general assembly' decisions in Trade Register Office of Constanta Court and to conduct the formalities regarding publishing these decisions*, **the mandant shareholder's representative will vote as follows:**

' pro'	
'against'	
'abstention'	

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

For item 6 of the day agenda, regarding *Establishing the date of 08.04.2022, as the date of registration and the date of 07.04.2022 as ex-date according to the legal provisions and the date of 11.04.2022 as payment date*, **the mandant shareholder's representative will vote as follows:**

' pro'	
'against'	
'abstention'	

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

I here-annex to the present the available identity act/copy of the identification act**

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 no later than 18 January 2022, 11:00 h, date mentioned in the convenor and in the present specifications as well.

6. All the shareholders registered in the shareholders' register on **10.03.2022**' 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 document, in original or in copy according to the original, issued by a competent authority in the state in which the shareholder is legally 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 **Extraordinary General Shareholders' Assembly of 21(22).03.2022**. 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 Extraordinary General Shareholders' Assembly of 21(22).03.2022**.
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' "abstentions"). The votes so expressed are validated according to the third copy of the special empowerments, by the general assembly' secretariat.
12. 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 no later than **19.03.2022, 11.00 h**, under the voting' right loss in the assembly.

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/agea-21-03-2022/>** starting from **18.02.2022**, **both in Romanian language and in English language.**