

Note regarding the interim managers of Oil Terminal S.A.

By OGSM Decision no. 14 adopted within the meeting of 29.07.2022, the following provisional members of OIL TERMINAL S.A.' Board of Directors were appointed, with a term of office of 4 months, respectively until 04.12.2022 or until the completion of the recruitment and selection procedure provided in G.E.O. no. 109/2011 regarding the corporate governance of public enterprises, if this will take place earlier than 4 months after the appointment by the OGSM:

- **GHEORGHE Cristian Florin;**
- **UNGUR Ramona;**
- **ANDREI Aurelian Ovidiu;**
- **TEȘELEANU George;**
- **NICOLAE Emilian;**
- **LAZARIU Dragos- Ciprian;**
- **MICU Ionuț Stelian.**

By OGSM Decision no. 13 adopted within the meeting of 16.06.2022, the selection procedure for the managers has started according to the provisions of GEO 109/2011 and shall be carried out by the Ministry of Energy.

On 21.06.2022, the initial component of the selection plan was posted on the website of the Ministry of Energy. Currently, the Ministry of Energy is carrying out the procedure of acquisition of an independent expert services, based on the provisions of art. 29 paragraph 5 of GEO 109/2011.

Having in view:

- The selection procedure of managers according to GEO 109/2011 is ongoing,
- The mandate of the interim managers expires on 04.12.2022,

and

Considering:

- The provisions of art. 111 para. 2 lit. b) of Law no. 31/1990 regarding companies, republished, with subsequent amendments and additions, according to which the shareholders ordinary general assembly is obliged "*to appoint and revoke the members of the board of directors, respectively of the supervisory board*";
- The provisions of art. 29 para. (1) from GEO no. 109/2011 regarding the corporate governance of public enterprises, with subsequent amendments and additions, according to

which *"The members of the board of directors are appointed by the shareholders general assembly, at the proposal of the board of directors in office or of the shareholders"*;

- The provisions of art 64¹ para. (5) of GEO 109/2011 regarding the corporate governance of public enterprises, with subsequent amendments and additions according to which *"In the situations provided for in para. (2)-(4), the duration of the mandate is 4 months, **with the possibility of extension, for good reasons, up to a maximum of 6 months**"* and para. (7), according to which *"The remuneration of the interim managers shall be equal to the remuneration of the managers provided for in art. 64 para. (3)"*

We propose convening the Shareholders Ordinary General Assembly with the following agenda:

1. The extension of the term of office of the interim managers of Oil Terminal S.A. by two months from the expiry date, respectively for the period: 04.12.2022-03.02.2023 inclusive.
2. The approval of the form and content of the additional act to the mandate contract to be concluded with the interim managers.
3. The empowerment of a representative of the Ministry of Energy in the Shareholders Ordinary General Assembly to sign the additional act to the mandate contract of the interim managers.

We hereby attach the draft of the proposed Additional Act, having a single article: *"The duration of the Mandate Contract no. _____ is extended by 2 (two) months starting from 04.12.2022 until 03.02.2023 inclusive."*

Chairman of the Nomination and Remuneration Committee
Ovidiu Aurelian Andrei