

SPECIAL EMPOWERMENT
for representation in the Extraordinary General Shareholders' Assembly of
OIL TERMINAL S.A. of 18(19).04.2023

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 unique registration code:

C. The shares' number owned by the mandant shareholder according to OIL TERMINAL' shareholders' Register on **07.04.2023, reference data of the Extraordinary General Shareholders' Assembly of 18(19).04.2023:**

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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 unique registration code:

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

18(19).04.2023, 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 **07.04.2023**, reference date of the company' Extraordinary General Shareholders' Assembly on **18(19).04.2023**.

I. The voting exercising rule:

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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For item 1 of the day agenda, regarding *Approval of the Report on the increase of the share capital of the company Oil Terminal S.A.*, **the mandant shareholder's representative shall 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 *Approval of the update of article 7 of Oil's articles of incorporation*, following the completion of the share capital increase operations, as follows:

<u>PREVIOUS FORM</u>	<u>Proposal FORM of the update</u>
Art. 7. Share capital	Art. 7. Share capital
(1) The OIL TERMINAL company is a joint-stock, open-type company	(1) The OIL TERMINAL S.A. company is a joint-stock, open-type company
(2) The share capital of 58,243,025.30 RON divided into 582,430,253 registered shares with a nominal value of 0.10 RON each and is fully subscribed and paid up by the shareholders.	(2) The share capital of 299,717,713.20 RON divided into 2,997,177,132 registered shares, with a nominal value of 0.10 RON each and is fully subscribed and paid up by the shareholders (contribution in kind - 286,543,053.50 RON; cash contribution 13,174,659.70 RON).
3) The shareholding and capital structure is:	3) The shareholding and capital structure is:

<i>Shareholders</i>	<i>Number of shares</i>	<i>Percentage of share capital</i>	<i>Shareholders</i>	<i>Number of shares</i>	<i>Percentage of share capital</i>
<i>Ministry of Energy</i>	<i>347.257.973</i>	<i>59,62</i>	<i>Ministry of Energy</i>	<i>2.630.258.255</i>	<i>87,7579</i>
<i>Other individuals and legal entities</i>	<i>235.172.280</i>	<i>40,38</i>	<i>Other individuals and legal entities</i>	<i>366.918.877</i>	<i>12,2421</i>
<i>TOTAL</i>	<i>582.430.253</i>	<i>100</i>	<i>TOTAL</i>	<i>2.997.177.132</i>	<i>100%</i>

the mandant shareholder's representative shall 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 *Approval of the amendments to Article 19 of Oil Terminal S.A. articles of incorporation based on the new legal provisions in force as follows:*

<u>CURRENT FORM</u>	<u>FORM of the supposed AMENDMENT</u>
<p><u>Art.19</u> The management of the company is controlled by the shareholders and the statutory auditor as well as through internal audit activity. The statutory audit will be carried out in accordance with the conditions laid down in the O.U.G. no. 90/2008, approved with amendments by Law no. 278/2008, as amended.</p> <p>Internal audit is organised in the company in accordance with the legal provisions in force.</p> <p>The duties of the statutory auditor :</p> <ul style="list-style-type: none"> • Ensures that the financial statements are examined in accordance with auditing standards with a view to expressing the auditors' opinion presented to the general meeting of shareholders at the close of the financial year. • Convene ordinary or extraordinary shareholders' meetings when not convened by the directors. • It takes part, as a guest, in ordinary and extraordinary meetings and may have any proposals it deems necessary included in the agenda. 	<p><u>Art.19</u> The management of the company is controlled by the shareholders and the statutory auditor as well as through internal audit activity. The statutory audit shall be carried out under the conditions laid down by law.</p> <p>Internal audit is organised in the company in accordance with the legal provisions in force.</p> <p>The duties of the statutory auditor :</p> <ul style="list-style-type: none"> • Ensures that the financial statements are examined in accordance with auditing standards with a view to expressing the auditors' opinion presented to the general meeting of shareholders at the close of the financial year. • Convene ordinary or extraordinary shareholders' meetings when not convened by the directors. • It takes part, as a guest, in ordinary and extraordinary meetings and may have any proposals it deems necessary included in the agenda. <p>The duties of the internal auditors are as follows:</p>

The duties of the internal auditors are as follows:

- shall draw up methodological rules specific to the company in which it operates, with the opinion of the Central Harmonisation Unit for Internal Public Auditing (U.C.A.A.P.I), and in the case of subordinate public units, i.e. under the coordination or authority of another public entity, with its opinion;
- prepares the draft multiannual internal public audit plan, as a rule for a period of three years, and on the basis of this, the draft annual internal public audit plan;
- carries out internal public audit activities to assess whether the company's financial management and control systems are transparent and comply with the rules of legality, regularity, economy, efficiency and effectiveness;
- informs the U.C.A.A.P.I. about the recommendations not followed by the head of the audited structure and their consequences;
- report regularly on the findings, conclusions and recommendations resulting from its audit activities;
- -prepares the annual report of the internal public audit activity;

OIL TERMINAL S.A.

- in the event of identification of irregularities or possible damage, report
- immediately to the company's general manager and the competent internal control structure.
- carries out internal audit activities in accordance with legal provisions and
- reports directly to the Board of Directors.

- shall draw up methodological rules specific to the company in which it operates, with the opinion of the Central Harmonisation Unit for Internal Public Auditing (U.C.A.A.P.I), and in the case of subordinate public units, i.e. under the coordination or authority of another public entity, with its opinion;
- prepares the draft multiannual internal public audit plan, as a rule for a period of three years, and on the basis of this, the draft annual internal public audit plan;
- carries out internal public audit activities to assess whether the company's financial management and control systems are transparent and comply with the rules of legality, regularity, economy, efficiency and effectiveness;
- informs the U.C.A.A.P.I. of recommendations not followed by the company's management and their consequences;
- reports regularly on the findings, conclusions and recommendations resulting from its audit activities;
- prepares the annual report of the internal public audit activity;
- in the event of identification of irregularities or possible damage, report
- immediately to the company's general manager and the competent internal control structure.
- carries out internal audit activities in accordance with legal provisions and
- reports directly to the Board of Directors.

,the mandant shareholder’s representative shall vote as follows:

”pro”	
”against”	
”abstention”	

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

For item 4 of the day agenda, regarding *Approval of the amendments to the Articles of Incorporation in accordance with the proposals submitted and the empowerment of the Chairman of the Board of Directors to sign the updated Articles of Incorporation in authentic form*, **the mandant shareholder's representative shall 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 meeting' President to sign the decisions of the assembly*, **the mandant shareholder's representative shall 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 the *Empowerment of the company' general director to sign the necessary documents regarding the registration of shareholders general assembly' decisions at the Trade Register Office attached to Constanta Court and to carry out the formalities regarding the publication of these decisions*, **the mandant shareholder's representative shall vote as follows:**

"pro"	
"against"	
"abstention"	

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

For item 7 of the day agenda, regarding *The establishment of the date of 09.05.2023, as registration date and the date of 08.05.2023 as ex-date according to legal provisions*, **the mandant shareholder's representative shall 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 16 April 2023, 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 **07.04.2023** 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 Trade 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 18(19).04.2023**. 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 18(19).04.2023**.
 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 **16.04.2023, 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/aga-2023/agea-18\(19\).04.2023/](http://relatia.oil-terminal.com/aga-2023/agea-18(19).04.2023/), as of **17.03.2023, 18.00 h**, **both in Romanian language and in English language.**