

Convening notice for EGSM

The Board of Directors of OIL TERMINAL S.A., an unitary administered commercial company, set up and operating according to Romanian legislation, registered in Trade Register Office near Constanta Court under no. J/13/512/1991, tax identification code 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 in the meeting of 28.07.2023 convenes the Shareholders Extraordinary General Assembly on 01.09.2023, 11:00 hours**, in company' headquarter meeting room, Caraiman street 2, Constanta.

Shareholders Extraordinary General Assembly' agenda is the following:

1. Approval of the establishment of a partnership between Oil Terminal S.A. and Iulius Real Estate S.R.L. ("the Developer") for the purpose of carrying out an urban regeneration and development project at the Developer's cost with the following main elements:
 - a. Form of Collaboration
 - a.1. **Association Agreement** to start the PUZ phase of project permitting, improvement or extinguishment of environmental obligations with respect to the Land at the developer's cost, decommissioning of existing infrastructure on the land for the implementation of an urban regeneration and development project at the developer's cost under the Superficies Contract.
 - a.2. **Contract for the creation of a right of superficies** in favour of the Developer, the Developer acquiring the **a** right of superficies over the Lands.
 - b. **The object of the Superficies Contract:** The land owned by OIL TERMINAL S.A. in the area of 254.261 sqm registered in CF 215416 UAT Constanta, cadastral number 215416 and the land in the area of 129.335 sqm registered in CF 215382 UAT Constanta, cadastral number 215382.
 - c. **Superficies Tax : 2.000.000 EURO/year** for the entire surface of the Lands payable in the amount and at the terms negotiated between the parties. A superficies tax shall be paid in the amount and at the times negotiated and shall be indexed in accordance with the negotiated provisions contained in the Superficies Contract.
 - d. **Duration of the Superficies Contract:** The contract is concluded for a period of 99 years with the possibility of extension in accordance with the applicable legal provisions.
 - e. **Duration of the Association** The association will be valid for the duration of the Superficies Contract.
 - f. **Project Functions Developed Directly by the Developer/Functions Developed by Other Entities:**
 - f.1. The following functions within the Project will be developed directly by - Developer: Retail, Office, Residential, Entertainment, Park, Botanical Garden, Fresh Market , Related parking
 - f.2. The following functions may be developed, at the Developer's decision, with or directly by public or private institutional partners: University/university campus, Aquarium, Hotel, Related parking, SPA

After approval of the Zoning Urban Plan, the Developer will be able to decide on the development of the previously foreseen functions.

2. The empowerment of the General Director, the Financial Director, the Development Director, the Head of the Legal Litigation Office or their legal substitutes to represent the company in its relations with the developer, notary public and to sign on behalf of and for the company the Association Agreement and the Superficies Contract, the additional acts to them, as well as any other documents necessary to carry out the contractual relationship with the developer for the implementation of the project.
3. The empowerment of the administrative and executive management to take the necessary steps to carry out any conduct or obligations arising from the Association Agreement and/or the Superficies Contract, including but not limited to: granting of any approval, agreement, power of attorney would be required by the Developer in the permitting process of the Investment Project, performance of any obligation undertaken to the Developer, demolition of existing buildings and their removal from the land register of the Project Lands, surrender of the Project Lands to the Developer, signing of agreements/contracts of any kind with any utility providers or local authorities for the performance of the steps to which the Developer is entitled under the negotiated terms, collaborating with the Developer in providing the Developer with any support in relation to any deeds, documents or agreements that are or may be required in the development of the Project, carrying out any dismemberments or alienations of the Lands, representing the Company before any central or local authorities and any public or private entities in relation to the development of the Project.
4. The empowerment of the meeting' President to sign the decisions of the assembly.
5. 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.
6. The establishment of the date of 21.09.2023, as registration date and the date of 20.09.2023 as ex-date according to legal provisions.

If, on 01.09.2023, the quorum conditions provided by law are not fulfilled, the next Shareholders Extraordinary General Assembly shall take place on 04.09.2023, 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 **21.08.2023**, 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/aga-2023/agea-01\(04\).09.2023/](http://relatia.oil-terminal.com/aga-2023/agea-01(04).09.2023/), as of 01.08.2023, 18:00 h.

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/aga-2023/agea-01\(04\).09.2023/](http://relatia.oil-terminal.com/aga-2023/agea-01(04).09.2023/), as of 01.08.2023,18:00 h.

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 **15.08.2023, 11:00 h**, in a sealed envelope, with mention clearly written and in capital letters: FOR SHAREHOLDERS EXTRAORDINARY GENERAL ASSEMBLY OF **01(04).09.2023**, or **sent by email**, with extensive electronic signature embedded, to actionariat@oil-terminal.com, mentioning as subject: FOR SHAREHOLDERS EXTRAORDINARY GENERAL ASSEMBLY OF **01(04).09.2023**,
- 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 **15.08.2023, 11:00 h**, in a sealed envelope, with mention clearly written and in capital letters: FOR SHAREHOLDERS EXTRAORDINARY GENERAL ASSEMBLY OF **01(04).09.2023**, or **sent by email**, with extensive electronic signature embedded, to actionariat@oil-terminal.com mentioning as subject: FOR SHAREHOLDERS EXTRAORDINARY GENERAL ASSEMBLY OF **01(04).09.2023**.

Company' shareholders, regardless of participation in social capital, have the right to ask **questions in writing** regarding items on EGSM agenda, questions going to 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 **01(04).09.2023**, or **sent by email**, with extensive electronic signature embedded, to actionariat@oil-terminal.com, mentioning as subject: FOR SHAREHOLDERS EXTRAORDINARY GENERAL ASSEMBLY OF **01(04).09.2023**,

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 on the **reference date of 21.08.2023**, in the Company' Shareholders Registry consolidated by Depozitarul Central SA 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 **01.08.2023, 18:00 h**, both in Romanian and English, both at company' headquarter and electronically, on company' web site: [http://relatia.oil-terminal.com/aga-2023/agea-01\(04\).09.2023/](http://relatia.oil-terminal.com/aga-2023/agea-01(04).09.2023/).

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. The documents which certify the quality of shareholder' legal representative shall be issued at earliest 3 months before publishing EGSM convocation. General proxies shall be submitted in company' Registry or sent by any other mean of delivery with confirmation of receipt to Company' Registry, in order **to be registered as received in company' Registry no later than 30.08.2023, 11:00 h**, in a sealed envelope, with mention clearly written and in capital letters FOR SHAREHOLDERS EXTRAORDINARY GENERAL ASSEMBLY OF **01(04).09.2023**.

The proxies can be sent by email with extensive electronic signature embedded according to law 455/2001 regarding electronic signature **no later than 30.08.2023, 11:00 h**, to actionariat@oil-terminal.com, mentioning as subject: FOR SHAREHOLDERS EXTRAORDINARY GENERAL ASSEMBLY OF **01(04).09.2023**.

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 **01(04).09.2023**.

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' Registry no later than **30.08.2023, 11:00 h**, in a sealed envelope, with mention clearly written and in capital letters: FOR SHAREHOLDERS EXTRAORDINARY GENERAL ASSEMBLY OF **01(04).09.2023** or **sent by email** with extensive electronic signature embedded, no later than **30.08.2023, 11:00 h**, to actionariat@oil-terminal.com, mentioning as subject: FOR SHAREHOLDERS EXTRAORDINARY GENERAL ASSEMBLY OF **01(04).09.2023**

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' 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**, before EGSM, **by using voting by email form**, made available both in romanian and English, starting from **01.08.2023, 18:00 h**, on company' website ul [http://relatia.oil-terminal.com/aga-2023/agea-01\(04\).09.2023/](http://relatia.oil-terminal.com/aga-2023/agea-01(04).09.2023/), 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 **30.08.2023, 11:00 h**, in a sealed envelope, with mention clearly written and in capital letters: FOR SHAREHOLDERS EXTRAORDINARY GENERAL ASSEMBLY OF **01(04).09.2023** or **sent by email**, with extensive electronic signature embedded to actionariat@oil-terminal.com, until **30.08.2023, 11:00 h**, mentioning as subject: FOR SHAREHOLDERS EXTRAORDINARY GENERAL ASSEMBLY OF **01(04).09.2023**.

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/aga-2023/agea-01\(04\).09.2023](http://relatia.oil-terminal.com/aga-2023/agea-01(04).09.2023)/as of **01.08.2023, 18:00 h**.

Chairman of Board of Directors
Cristian-Florin GHEORGHE