



MINISTRY OF ENERGY

MINISTER CABINET

To
OIL TERMINAL S.A.
Constanța, 2 Caraiman Street

Mr. Florin Gheorghe- Chairman of the Board of Directors

Having considered:

- The Convening Notice of the Ordinary General Meeting for April 9, 2025, published in the Romanian Official Gazette No. 1147, Part IV, dated March 7, 2025
- Pursuant to the provisions of:
 - art. 117¹, paragraph (1) of Companies Law no. 31/1990, republished with subsequent amendments and additions,
 - art. 105 paragraph (3) of Law no. 24/2017 regarding issuers of financial instruments and market operations, republished with subsequent amendments and additions,
 - art. 189 of Regulation no. 5/2018 regarding issuers of financial instruments and market operations,
 - The Articles of Incorporation
 - The European Commission Letter no. Ares (2024) 7351246-16/10/2024

The Ministry of Energy, on behalf of the Romanian State, as a shareholder of the Company, holding a number of 2,630,258,255 shares, representing 87.7579% of the Company's share capital, requests the inclusion of the following new items on the agenda of the meeting on 09.04.2025:

1. Removal of members of the Board of Directors for reasons not attributable to them, in order to fulfill milestone no. 121 of Romania's National Recovery and Resilience Plan, in accordance with the provisions of Article 36.10 of the Mandate Contract (secret vote).
2. Removal of members of the Board of Directors for attributable reasons, in accordance with the provisions of Article 36.3 in conjunction with the provisions of Article 9 of the Mandate Contract, specifically the refusal to implement the decisions of the GSM by not signing Additional Act No. 2 to the Mandate Contract by 04.04.2025 (secret vote).
3. Election of interim members of the Board of Directors (secret vote).
4. Approval of the term of office for the interim members of the Board of Directors elected according to item 3, for a period of 5 months, in accordance with the

provisions of GEO No. 109/2011 regarding the corporate governance of public enterprises, as subsequently amended and supplemented.

5. Setting the gross monthly fixed remuneration of the interim members of the Board of Directors elected according to item 3, in the amount established in accordance with the Resolution of the Ordinary General Shareholders Meeting of OIL TERMINAL S.A. No. 12 of 27.04.2023.
6. Approval of the form of the mandate contract to be concluded with the interim members of the Board of Directors elected according to item 3, in the form proposed by the Ministry of Energy.
7. Mandating the representative of the Ministry of Energy in the OGSM to sign, on behalf of and for the account of the Company, the mandate contracts of the interim members of the Board of Directors.
8. Approval of initiating the selection procedure for the vacant positions of member on the Board of Directors, in accordance with the provisions of GEO No. 109/2011 regarding the corporate governance of public enterprises, as subsequently amended and supplemented. The selection procedure will be carried out by the Ministry of Energy, in its capacity as the tutelary public authority.
9. Empowering the chairman of the meeting, the General Director of the Company, to fulfill all and any of the formalities required for the registration and for ensuring the enforceability against third parties of the resolutions adopted by the OGSM. The empowered person may delegate their mandate regarding the fulfillment of the aforementioned formalities to other persons.

Attached hereto:

- The form of the Mandate Contract to be signed with the interim members of the Board of Directors, elected according to item 3 on the agenda.
- The List containing information regarding the name, domicile, and professional qualifications of the persons proposed for the position of member on the Board of Directors of OIL TERMINAL S.A., in accordance with the provisions of Article 117¹ paragraph (2) of Companies Law No. 31/1990, republished with subsequent amendments and additions, along with copies of their ID cards and CVs.

We propose the following Draft Resolution for the proposed items:

1. The OGMS approves the removal, for reasons not attributable to them, in order to fulfill milestone no. 121 of Romania's National Recovery and Resilience Plan, in accordance with the provisions of Article 36.10 of the Mandate Contract, of the following members of the Board of Directors:
 - (i) Mr./Ms.
 - (ii) Mr./Ms.
 - (iii) Mr./Ms.

2. The OGMS approves the removal, for attributable reasons in accordance with the provisions of Article 36.3 in conjunction with the provisions of Article 9 of the Mandate Contract, specifically the refusal to implement the resolution of the GSM by not signing Additional Act No. 2 to the Mandate Contract by 04.04.2025, of the following members of the Board of Directors:
 - (i) Mr./Ms.
 - (ii) Mr./Ms.

3. The OGMS approves the election of the following interim members of the Board of Directors
 - (i) Mr./Ms.
 - (ii) Mr./Ms.
 - (iii) Mr./Ms.

4. The OGMS approves the term of office for the interim members of the Board of Directors elected according to item 3, for a period of 5 months, in accordance with the provisions of GEO No. 109/2011 regarding the corporate governance of public enterprises, as subsequently amended and supplemented.

5. The OGMS approves the setting of the gross monthly fixed remuneration for the interim members of the Board of Directors elected according to item 3, in the amount established in accordance with the Resolution of the Ordinary General Shareholders Meeting of OIL TERMINAL S.A. No. 12 of 27.04.2023.

6. The OGMS approves the form of the mandate contract to be concluded with the interim members of the Board of Directors elected according to item 3, in the form proposed by the Ministry of Energy.

7. The OGMS approves the mandating of the representative of the Ministry of Energy in the OGMS to sign, on behalf of and for the account of the Company, the mandate contracts with the interim members of the Board of Directors.

8. The OGMS approves the initiation of the selection procedure for the vacant positions of member on the Board of Directors, in accordance with the provisions of GEO No. 109/2011 regarding the corporate governance of public enterprises, as subsequently amended and supplemented. The selection procedure will be carried out by the Ministry of Energy, in its capacity as the tutelary public authority.

9. The OGMS approves the empowerment of the chairman of the meeting, the General Director of the Company, to fulfill all and any of the formalities required for the registration and for ensuring the enforceability against third parties of the resolutions adopted by the OGSM. The empowered person may delegate their mandate regarding the fulfillment of the aforementioned formalities to other persons.

Best regards,

**MINISTER OF ENERGY
Sebastian Ioan BURDUJA**

**Corporate Governance Department
Deputy General Director**

Laura Codrina PUSCASU

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