

## BOARD OF DIRECTOR' DECISION

No. 58/15.04.2025

OIL TERMINAL SA' Board of Directors, gathered within the meeting of 15.04.2025,

As a result of the debates noted in the Minutes on report no. 269/11.04.2025 on behalf of the Development Director and Shareholding Office Communication,

### DECIDES:

**Art. 1** The convocation and the COMPLETED convening notice of the company's Shareholders Ordinary General Assembly taking place on 28(29).04.2025, 11:00 h, is endorsed, with the following items:

- Approval of the distribution of the net profit for the financial year 2024 amounting to 20,694,970 lei, reinstated with the provision for employee profit sharing (Updated version reflecting the Ministry of Energy's request) as follows:
  - Legal reserve: 1,256,778 lei
  - Other reserves representing tax facilities provided by law: 4,528,279 lei
  - Employees profit sharing: 1,490,991 lei
  - Shareholders dividends 90%: 13,418,922 lei
  - Own financing source: 0 lei
- The establishment of the gross dividend value proposed to be granted to shareholders in the amount of 0.00447719 lei per share (Updated version reflecting the Ministry of Energy's request).

**Consequently, the agenda of the Ordinary General Shareholders Meeting is the following:**

- Information on the Semi-annual Report on the management activity for the second half of 2024, according to Article 55, paragraph (1) of GEO 109/2011.
- Information regarding the Annual Report of the Nomination and Remuneration Committee on the remunerations and other benefits granted to non-executive directors and executive directors for the financial year 2024, according to art. 55 para. (2) of GEO 109/2011.
- Approval of the financial statements for the year 2024, prepared in accordance with International Financial Reporting Standards (IFRS), comprising: the statement of financial position, the statement of comprehensive income, the statement of changes in equity, the statement of cash flows, the notes to the financial statements, based on the Board of Directors' Report and the Independent Auditor's Report.
- Approval of the annual financial report for the financial year 2024, prepared in accordance with Law no. 24/2017 and FSA Regulation 5/2018 and art. 56 of GEO 109/2011, including in the single electronic reporting format (Extensible Hypertext Markup Language – XHTML) stipulated in art. 1 of the Financial Supervisory Authority Regulation no. 7/2021 and art. 3 of the Commission Delegated Regulation (EU) 2018/815 of 17 December 2018 supplementing Directive 2004/109/EC of the European Parliament and of the Council, for which the auditor Transilvania Audit & Fiscality SRL issued the Limited Assurance Report on sustainability reporting.
- Approval of the distribution of the net profit for the financial year 2024 amounting to 20,694,970 lei, as follows:
  - Legal reserve: 1,256,778 lei
  - Other reserves representing fiscal facilities provided by law: 4,528,279 lei
  - Employees profit sharing: 1,490,991 lei
  - Shareholders dividends 50%: 7,454,957 lei

- Own financing source: 5,963,965 lei
6. Setting the value of the gross dividend proposed to be granted to shareholders at the amount of 0.00248733 lei per share.
  7. Setting the date of 05.06.2025, as the shareholders dividend payment date.
  8. Mandating the Board of Directors to appoint the payment agent in accordance with the applicable regulatory framework for dividend payments. The dividend payment will be made in lei, only to shareholders registered in the Shareholders' Register (kept by "Depozitarul Central" SA) on the registration date established by the General Meeting of Shareholders. The method of dividend payment will be communicated to shareholders prior to the date of payment.
  9. Approval of the discharge of liability of the directors for their activity during the financial year 2024.
  10. Annual evaluation of the activity of non-executive directors in accordance with the provisions of art. 30 para. (7) of GEO 109/2011. Approval of granting their variable component for the year 2024 as approved by OGSM Resolution no. 13/28.08.2023.
  11. Approval of the updated Remuneration Policy, prepared in accordance with art. 106, para. (7) of Law 24/2017 on issuers of financial instruments and market operations.
  12. Approval of Remuneration Report, prepared in accordance with art. 107 of Law 24/2017 on issuers of financial instruments and market operations.
  13. Approval of the establishment and use, as a company's own source of investment financing, of the surplus from revaluation reserves capitalized into the "Retained earnings representing surplus from revaluation reserves" account, symbol 1175, recorded in the company's accounting records as of 31.12.2024, in the amount of 8,082,921.97 lei.
  14. Approval of supplementing the company's own source of investment financing for the period 2025-2027 with the surplus achieved from revaluation reserves, amounting to 8,082,921.97 lei, credit balance of the "Retained earnings representing surplus from revaluation reserves" account, symbol 1175.
  15. Empowering the Chairman of the meeting to sign the resolutions of the meeting.
  16. Empowering the general director of the company to sign the necessary documents regarding the registration of the resolutions of the General Meeting of Shareholders with the Trade Registry Office attached to the Constanta Tribunal and for carrying out the formalities regarding the publication of these resolutions.
  17. Setting the date of 19.05.2025, as the registration date and the date of 16.05.2025, as the ex-date in accordance with legal provisions.
  18. Approval of the distribution of the net profit for the financial year 2024 amounting to 20,694,970 lei, reinstated with the provision for employee profit sharing (**Updated version reflecting the Ministry of Energy's request**) as follows:
    - Legal reserve: 1,256,778 lei
    - Other reserves representing fiscal facilities provided by law: 4,528,279 lei
    - Employees profit sharing: 1,490,991 lei
    - Shareholders dividends 90%: 13,418,922 lei
    - Own financing source: 0 lei
  19. The establishment of the gross dividend value proposed to be granted to shareholders in the amount of 0.00447719 lei per share (**Updated version reflecting the Ministry of Energy's request**).

**Art. 2** Starting from this date, any provision against this decision is no longer valid.

**Art. 3** The company' functional departments are entrusted to apply this decision

**Board of Directors' Chairman,  
Ion LUNGU**