

**SPECIAL PROXY FORM  
COMPLETED  
For representation in the Shareholders Ordinary General Assembly of  
OIL TERMINAL S.A.  
of 28(29).04.2025**

A .Name of the principal shareholder:

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B. Identification data of the principal shareholder:

Address of registered office, as applicable:

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Personal identification number of Unique registration code, as applicable:

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C. Number of shares held by the principal shareholder according to OIL TERMINAL SA' shareholders Register on **17.04.2025**, reference date of **Shareholders Ordinary General Assembly of 28(29).04.2025**:

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D. Shareholding of the principal shareholder in relation to the total number of shares of OIL TERMINAL S.A. and to the total number of voting rights in the General Assembly (in percentages):

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E. Name of the representative (to whom the special proxy is granted):

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F. Identification data of the representative:

Address of registered office, as applicable:

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Personal identification number of Unique registration code, as applicable:

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G. Date, time and place of the Ordinary General Assembly to which the special proxy refers:

**28(29).04.2025, 11:00 am**, meeting room at the headquarters of OIL TERMINAL S.A. in Constanța, 2 Caraiman Street.

H. Powers granted by the special proxy to the representative:

Participation in the meeting on behalf of the principal shareholder and exercise, on behalf of the principal shareholder, of its voting rights in relation to the principal shareholder's shares registered in the OIL TERMINAL S.A. shareholders Register on **28.03.2025**, reference date of **Shareholders Ordinary General Assembly of 28(29).04.2025**.

I. Method of voting:

J. Date of the special proxy (day – month – year format):

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K. Full name and authorized signature of the shareholder:

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**For item 1 of the day agenda**, regarding *the Information on the Half-yearly report on the management activity for the second half of 2024, according to art 55, paragraph (1) of GEO 109/2011, it will be voted as follows :*

**1.1. Initial version proposed by the OIL TERMINAL S.A., the mandant shareholder's representative will vote as follows:**

|   |  |
|---|--|
| „It is taken note of the information”     |  |
| „It is not taken note of the information” |  |

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

**1.2. Updated version reflecting the Ministry of Energy's request, the mandant shareholder's representative will vote as follows:**

|   |  |
|---|--|
| „It is taken note of the information”     |  |
| „It is not taken note of the information” |  |

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

**For item 2 of the day agenda**, regarding *the Report on the Annual Report of the Nomination and Remuneration Committee on the remuneration and other benefits granted to non-executive directors and directors with mandate for the financial year 2024 pursuant to art. 55 para.(2) of GEO 109/2011, the mandant shareholder's representative will vote as follows:*

|   |  |
|---|--|
| „It is taken note of the information”     |  |
| „It is not taken note of the information” |  |

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

**For item 3 of the day agenda**, regarding *the Approval of the financial statements for the year 2024, prepared in accordance with International Financial Reporting Standards (IFRS), comprising: statement of financial position, statement of comprehensive income, statement of changes in equity, statement of cash flows, notes to the financial statements, based on the Report of the Board of Directors and the Report of the independent auditor, it will be voted as follows :*

**3.1. Initial version proposed by the OIL TERMINAL S.A., the mandant shareholder's representative will vote as follows:**

|              |  |
|--------------|--|
| „pro”        |  |
| „against”    |  |
| „abstention” |  |

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

**3.2. Updated version reflecting the Ministry of Energy's request, the mandant shareholder's representative will 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 the Approval of the annual financial report for the financial year 2024, prepared in accordance with Law no. 24/2017 and ASF 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 & Fiscalita SRL issued the Limited Assurance Report on sustainability reporting auditor, it will be voted as follows :

**4.1. Initial version proposed by the OIL TERMINAL S.A., the mandant shareholder's representative will vote as follows:**

|              |  |
|--------------|--|
| "pro"        |  |
| "against"    |  |
| "abstention" |  |

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

**4.2. Updated version reflecting the Ministry of Energy's request, the mandant shareholder's representative will 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 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 funding source: 5,963,965 lei

**the mandant shareholder's representative will 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 Setting the value of the gross dividend proposed to be granted to shareholders at the amount of 0.00248733 lei per share, **the mandant shareholder's representative will 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 Setting the date of 05.06.2025, as the dividend payment date to shareholders, **the mandant shareholder's representative will vote as follows:**

|              |  |
|--------------|--|
| "pro"        |  |
| "against"    |  |
| "abstention" |  |

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

**For item 8 of the day agenda**, regarding the 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 before the payment commencement date, **the mandant shareholder's representative will vote as follows:**

|              |  |
|--------------|--|
| "pro"        |  |
| "against"    |  |
| "abstention" |  |

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

**For item 9 of the day agenda**, regarding the Approval of the discharge of liability of the directors for their activity during the financial year 2024, **the mandant shareholder's representative will vote as follows:**

|              |  |
|--------------|--|
| "pro"        |  |
| "against"    |  |
| "abstention" |  |

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

**For item 10 of the day agenda**, regarding the 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 EGSM Resolution no. 13/28.08.2023, **the mandant shareholder's representative will vote as follows:**

|              |  |
|--------------|--|
| "pro"        |  |
| "against"    |  |
| "abstention" |  |

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

**For item 11 of the day agenda**, regarding the 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, **the mandant shareholder's representative will vote as follows:**

|              |  |
|--------------|--|
| "pro"        |  |
| "against"    |  |
| "abstention" |  |

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

**For item 12 of the day agenda**, regarding the Approval of the remuneration report prepared in accordance with art. 107 of Law 24/2017 on issuers of financial instruments and market operations, **the mandant shareholder's representative will vote as follows:**

|              |  |
|--------------|--|
| "pro"        |  |
| "against"    |  |
| "abstention" |  |

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

**For item 13 of the day agenda**, regarding the Approval of the establishment and use as an own source of investment financing of the surplus realized from revaluation reserves capitalized in the account "Retained earnings representing the surplus realized from revaluation reserves", symbol 1175, recorded in the company's accounting records on 31.12.2024 in the amount of 8,082,921.97 lei, **the mandant shareholder's representative will vote as follows:**

|              |  |
|--------------|--|
| "pro"        |  |
| "against"    |  |
| "abstention" |  |

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

**For item 14 of the day agenda**, regarding the Approval of the completion of the own source of investment financing in the period 2025-2027 with the surplus realized from revaluation reserves established, in the amount of 8,082,921.97 lei, credit balance of the account "Retained earnings representing the surplus realized from revaluation reserves", symbol 1175, **the mandant shareholder's representative will vote as follows:**

|              |  |
|--------------|--|
| ”pro”        |  |
| ”against”    |  |
| ”abstention” |  |

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

**For item 15 of the day agenda**, regarding the Empowering the Chairman of the meeting to sign the resolutions of the assembly, **the mandant shareholder’s representative will vote as follows:**

|              |  |
|--------------|--|
| ”pro”        |  |
| ”against”    |  |
| ”abstention” |  |

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

**For item 16 of the day agenda**, 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 Constanța Tribunal and for carrying out the formalities regarding the publication of these resolutions, **the mandant shareholder’s representative will vote as follows:**

|              |  |
|--------------|--|
| ”pro”        |  |
| ”against”    |  |
| ”abstention” |  |

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

**For item 17 of the day agenda**, regarding the 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, **the mandant shareholder’s representative will vote as follows:**

|              |  |
|--------------|--|
| ”pro”        |  |
| ”against”    |  |
| ”abstention” |  |

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

**For item 18 of the day agenda**, regarding the 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

**the mandant shareholder’s representative will vote as follows:**

|              |  |
|--------------|--|
| ”pro”        |  |
| ”against”    |  |
| ”abstention” |  |

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

**For item 19 of the day agenda**, regarding 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**), **the mandant shareholder’s representative will vote as follows:**

|              |  |
|--------------|--|
| ”pro”        |  |
| ”against”    |  |
| ”abstention” |  |

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

I hereby annex the available identity document/copy of the identification document.\*\*

## Clarifications made by OIL TERMINAL S.A.:

1. This special proxy includes information in accordance with FSA Regulation no. 5/2018.
2. This special proxy is signed and dated by the principal shareholder.
3. The special proxy dated later has the effect of revoking the previously dated proxy.
4. The special proxy will be completed by the principal shareholder in all listed items.
5. The special proxy is drafted and used only in original, in 3 (three) copies, of which:
  - One original copy for the principal;
  - One original copy will be handed to the authorized representative (who will present it at the meeting);
  - One original copy will be submitted at OIL TERMINAL S.A; headquarters, no later than **April 26, 2025, 11.00 am**, noted in the convening notice and in these clarifications.
6. All shareholders registered in the shareholders' register at the end of the day of **28.03.2025, day established as reference date**, are entitled to participate in the meeting.
7. The following documents will be attached to the special proxy:
  - Certified copy of the identity document of the individual shareholder/legal entity representative (ID card/passport/residence permit)
  - Registration Certificate issued by the Trade Register or a certified copy of the original, or any other document, in original or certified copy of the original, issued by a competent authority from the state where the shareholder is legally registered, certifying the capacity of legal representative, not older than 3 months before the date of publication of the convening notice of the Shareholders Ordinary General Assembly
  - affidavit issued by the credit institution that provides custody services for the company's shareholders, from which it results that:
    - i. the credit institution provides custody services for the respective shareholder;
    - ii. the instructions in the special proxy are identical to those in the SWIFT message received by the credit institution to vote on behalf of the respective shareholder;
    - iii. the special proxy is signed by the shareholder.
8. Shareholders may participate and vote in the general assembly by representation based on this special proxy, granted only for the **Shareholders Ordinary General Assembly of 28(29)04.2025**. The votes recorded in the special proxy are exercised only in the manner desired by the shareholder.
9. Shareholders who do not have legal capacity, as well as legal entities, may be represented by their legal representatives who, in turn, may grant other persons power of attorney for the **Shareholders Ordinary General Assembly of 28(29)04.2025**.
10. Members of the board of directors, directors or employees of the company cannot represent the shareholders.
11. The person who represents several shareholders based on special proxies expresses the votes of the represented persons by totaling the number of "for", "against" and "abstention" votes without compensating them (e.g., at item x of the agenda I represent "a" "for" votes, "b" "against" votes and "c" "abstention" votes). The votes expressed are validated based on the third copy of the special proxy, by the secretariat of the general assembly.
12. This special proxy will be submitted, in original, at OIL TERMINAL S.A.'s headquarters in Constanta, 2 Caraiman Street, or at the email address [actionariat@oil-terminal.com](mailto:actionariat@oil-terminal.com), with incorporated extended electronic signature, no later than **26.04.2025, 11.00 am**, under penalty of losing the exercise of voting in the assembly.

This special proxy can be found at the company's headquarters, Constanta, 2 Caraiman Street, at the Shareholding-Communication Dept. Or on the company's website, [http://relatia.oil-terminal.com/aga-2025/AGO-28\(29\).04.2025/](http://relatia.oil-terminal.com/aga-2025/AGO-28(29).04.2025/), starting from **28.03.2025, 18.00 pm, in both Romanian and English.**