

## MINISTRY of ENERGY

To,  
**OIL TERMINAL S.A.**  
**Mr. CIUTUREANU VIOREL SORIN – General Director**

**For the attention of: Ms. RAMONA UNGUR – Chairman of the Board of Directors**

*Ref: Ordinary General Meeting of Shareholders of OIL TERMINAL S.A convened on 15.12.2025.*

### **Considering:**

The Convening Notice of the Ordinary General Meeting of Shareholders of *OIL TERMINAL S.A* of 15.12.2025

#### **Pursuant to the provisions of:**

- Article 105 paragraphs (3) and (5) of Law no. 24/2017 on issuers of financial instruments and market operations, republished, as subsequently amended and supplemented (“*Law no. 24/2017*”)
- Article 189 of Financial Supervisory Authority Regulation no. 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented (“*Regulation no. 5/2018*”);
- Article 117<sup>1</sup> paragraph (1) of Companies Law no. 31/1990, republished, as subsequently amended and supplemented,
- **The Articles of Incorporation of the company,**
- Article 29 of Government Emergency Ordinance no.109/2011 on the corporate governance of public enterprises, as subsequently amended and supplemented,

**The Ministry of Energy, on behalf of the Romanian State,** as a shareholder holding a **number of 2,630,258,255 shares, representing 87.7579 % of the company’s share capital,** hereby requests the inclusion of new points on the agenda of the Ordinary General Meeting of Shareholders of December 15, 2025, as follows:

1. Approval of the initiation of the selection procedure for the vacant position on the Board of Directors of OIL TERMINAL S.A. in accordance with the provisions of Government Emergency Ordinance no.109/2011 on the corporate governance of public enterprises, as subsequently amended and supplemented. The selection procedure shall be carried out by the Ministry of Energy in its capacity as the public tutelary authority.
2. Election of the provisional member of the Board of Directors of OIL TERMINAL SA, starting from the date of the meeting (secret ballot).
3. Establishment of the mandate period for the provisional member of the Board of Directors elected under point (2), starting from the date of the meeting, for a period of 5 months, or until the selection procedure is completed.

4. Establishment of the gross monthly fixed indemnity for the provisional member of the Board of Directors elected under point (2), in the amount established and calculated in accordance with Article 4 of the Ordinary General Shareholders Meeting Resolution no. 12 of 27.04.2023.
5. Approval of the form of the mandate contract to be concluded with the provisional member of the Board of Directors elected under point (2), as proposed by the Ministry of Energy.
6. Mandating the representative of the majority shareholder, the Ministry of Energy, within the Ordinary General Meeting of Shareholders to sign on behalf and for the Company, the mandate contract to be concluded with the provisional member of the Board of Directors elected under point (2).

**Attached hereto:**

- The form of the mandate Contract to be signed with the members of the Board of Directors, elected according to point 2 on the agenda.

The Ministry of Energy proposed the following draft resolution:

1. *OGSM approves the initiation of the selection procedure for the vacant position on the Board of Directors of OIL TERMINAL S.A. in accordance with the provisions of Government Emergency Ordinance no.109/2011 on the corporate governance of public enterprises, as subsequently amended and supplemented. The selection procedure shall be carried out by the Ministry of Energy in its capacity as the public tutelary authority.*
2. *OGSM approves the election of the provisional member of the Board of Directors of OIL TERMINAL SA, starting from the date of the meeting (secret ballot).*
  - (i) *Mr./Ms.....*
2. *OGSM approves the establishment of the mandate period for the provisional member of the Board of Directors elected under point (2), starting from the date of the meeting, for a period of 5 months, or until the selection procedure is completed.*
3. *OGSM approves the establishment of the gross monthly fixed indemnity for the provisional member of the Board of Directors elected under point (2), in the amount established and calculated in accordance with Article 4 of the Ordinary General Shareholders Meeting Resolution no. 12 of 27.04.2023.*
4. *OGSM approves the form of the mandate contract to be concluded with the provisional member of the Board of Directors elected under point (2), as proposed by the Ministry of Energy.*
5. *OGSM approves the mandating of the representative of the majority shareholder, the Ministry of Energy, within the Ordinary General Meeting of Shareholders to sign on behalf and for the Company, the mandate contract to be concluded with the provisional member of the Board of Directors elected under point (2).*

**Sincerely,**

**MINISTER OF ENERGY**

**Bogdan-Gruia IVAN**