

To : **BOARD OF DIRECTORS**

**With reference to: Necessity to procure external legal services for consultancy, assistance and representation in File no. 5012/P/2025 .**

Considering the provisions of Article I, paragraph 3, letter a) of Government Emergency Ordinance no. 26/06.06.2012 regarding certain measures for reducing public expenditure, strengthening financial discipline and amending and supplementing certain normative acts, which stipulates that:

*„(3) In duly justified cases where the legal activities of consultancy, assistance and/or representation necessary for national companies, national corporations and commercial companies, as well as autonomous public corporations provided for in paragraph (1), cannot be provided by the specialized legal personnel employed by these entities, such services can be purchased, under the terms of the law, only with the approval and mandate of the representatives of the state or of the territorial administrative units within their management bodies:*

*a) by the coordinating main credit allocator, in the case of those where the state is the sole or majority shareholder”*,

we hereby submit for your review and approval the justification of the necessity for the procurement of external legal services for consultancy, assistance and legal representation, within the limits provided by law, necessary within File no.5012/P/2025 of the Directorate for Investigating Organized Crime and Terrorism, Central Structure – Organized Crime Combating Section of the High Court of Cassation and Justice, in which the initiation of criminal investigation in rem has been ordered for the commission of the offenses of: *establishing an organized criminal group*, stipulated by Article 367 paragraphs (1), (2), (3) of the Criminal Code; *using, at the customs authority, forged customs, transport or commercial documents*, stipulated by Article 273, related to Article 274, both of Law no. 86/2006, regarding the Customs Code of Romania; *and tax evasion*, stipulated by Article 9 paragraph (1) letters b) and c) and paragraph (3) of Law no. 241/2005, based on the following:

- On 27.11.2025, at the headquarters of OIL TERMINAL SA, within the context of investigations conducted in a criminal case wherein the proceedings are carried out in rem, prosecutors from the Directorate for Investigating Organized Crime and Terrorism – Central Structure, together with the police officers from the Directorate for Combating Organized Crime and its subordinate units, were present at the headquarters of Oil Terminal, requesting commercial documents pertaining to the company’s services during the 2022-2025 period.
- We specify that as of the current date, Oil Terminal does not hold any procedural capacity in this criminal case; the company has not been assigned any such capacity, being involved solely as an entity that provides the criminal investigation bodies with the documents necessary to clarify the facts of the case.
- In order to ensure proper assistance and representation of the company throughout the investigation in this file, we propose the approval for contracting legal services in criminal matters.

We mention that Oil Terminal S.A. is currently undertaking a series of activities that engage the human resources of both the Legal Litigation Office and the other departments of the company, in addition to the current consultancy activities and representation before courts and other state bodies, specifically, promoting and defending its interests, and complying with the rights and obligations of Oil Terminal S.A. in relations with third parties, especially given that the company is listed on the

Bucharest Stock Exchange. Therefore, it is deemed necessary to support the company's internal legal structure with external specialists experienced in criminal law.

The procurement procedure for these external legal services for consultancy, assistance and legal representation shall be conducted in accordance with the Internal Regulations for the award of procurement contracts, within the limits of the approved Budget of Revenues and Expenses, with due regard to the principles of non-discrimination, equal treatment and transparency.

In consideration of the complexity, importance and impact of such a file on the company's activity, we request your approval for the procurement of external legal services for consultancy, assistance and legal representation in criminal matters referring to the management of **File no. 5012/P/2025** and any other files or control actions deriving therefrom, including the conduct of the criminal investigation activity, and the provisions of assistance and representation in all procedural stages.

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