Rules of Procedure for the Board Meetings

of

China Petroleum & Chemical Corporation

Revised at the Second Extraordinary General Meeting for the Year 2025 on 18 December 2025

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CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to ensure that the board of directors of China Petroleum & Chemical Corporation (the "Company") fulfils the duties and responsibilities conferred by all shareholders of the Company, conducts discussions efficiently, makes scientific, efficient and prudent decisions and standardizes the operation of the board of directors, these Rules are formulated according to laws, regulations and normative documents such as the "Company Law of the People's Republic of China", the "Securities Law of the People's Republic of China", "Guidelines for the Articles of Association of Listed Companies", "Standards for the Governance of Listed Companies", and the relevant provisions under the relevant laws, regulations, normative documents, and securities regulatory rules of the places where the Company's shares are listed (the "Relevant Regulatory Rules") and the Articles of Association of China Petroleum & Chemical Corporation (the "Articles of Association").

Article 2 The board of directors is responsible to the general meetings and shall exercise the functions and powers conferred by the Relevant Regulatory Rules and the Articles of Association.

CHAPTER 2 PROCEDURES FOR THE HOLDING OF THE BOARD MEETING

Section 1 General Provisions

Article 3 The board meetings shall include regular board meetings and extraordinary board meetings.

Article 4 The regular board meetings shall include the following:

(1) The annual results meetings

The annual results meetings shall be held within 4 months from the end of the accounting year of the Company. The directors shall consider the Company's annual reports and deal with other relevant matters at such meetings. The timing of such meetings shall ensure that the annual reports of the Company will be dispatched to the shareholders within the time limit specified by the Relevant Regulatory Rules, the Articles of Association and these Rules, and shall ensure that the preliminary annual financial results of the Company will be announced within the time limit specified by the Relevant Regulatory Rules, and shall ensure that the annual general meeting will be held within 6 months from the end of the accounting year of the Company.

(2) The interim results meetings

The interim results meetings shall be held within 2 months from the end of the first 6 months of the accounting year of the Company. The directors shall consider the Company's interim reports and deal with other relevant matters at such meetings.

(3) The quarterly results meetings

The quarterly results meetings shall be held in April and October of the Gregorian calendar year. The directors shall consider the Company's first quarterly and third quarterly reports at such meetings.

Article 5 The chairman of the board shall approve the issue of a notice convening the extraordinary board meeting within 10 days from the date of receipt of such proposal in any one of the following events:

(1) where the chairman of the board considers necessary;

(2) where 1/3 or more of the directors propose in their joint names;

(3) where a proposal is considered and approved by a special meeting of the independent directors;

(4) where the audit committee of the board of directors proposes;

(5) where the shareholders representing 10% or more of the voting rights propose;

(6) where the president proposes;

(7) any situation provided by the Articles of Association and these Rules.

Article 6 All the board meetings may be held by the way of on-site meetings.

Apart from on-site meetings, the board meetings may be held by the way of video, telephone, written resolutions, or any other methods, provided that directors are ensured to fully communicate and express their opinions.

When the Company holds the board meetings by way of video, telephone, or other methods, all attending directors shall be deemed to have attended the meeting in person, provided that the attending directors are able to hear clearly the director who speaks at the meeting and communicate among themselves. The meetings held by this way shall be recorded or videotaped. In the event that the attending directors are unable to sign for the resolutions on site, they shall express their opinions orally or by a show of hands during the meeting and shall complete the signing procedures as soon as practicable. The verbal or show-of-hands voting by a director shall have the same effect as signing the resolutions, provided that there is no discrepancy between the written opinions expressed by such director in completing signing procedure and the opinions orally or by a show of hands expressed by him/her during the meeting. In case of any inconsistency, the vote cast at the meeting shall prevail.

In the case where an on-site meeting or a video or telephone meeting or other methods is impractical, the board meeting may be held by written resolutions, in which case the proposed resolutions for consideration and approval shall be sent in writing form to all of the directors for their approval, and directors participating in the vote shall complete the corresponding written signature procedures within the time limit specified in the notice of the meeting. Unless otherwise expressed by the directors, signing on the written resolutions by the directors shall be sufficient evidence that they have agreed to the resolutions.

Section 2 Putting forward Resolutions

Article 7 The resolutions of the board meetings shall be put forward primarily in the following circumstances:

(1) matters required to be submitted to the board of directors for consideration under the Relevant Regulatory Rules and the Articles of Association;

(2) matters proposed by the directors;

(3) matters considered and approved by a special meeting of the independent directors;

(4) proposals from the special committees of the board of directors;

(5) matters proposed by the president;

(6) matters to be considered by the shareholders of the subsidiaries controlled or invested by the Company in their general meetings.

Article 8 The secretary to the board shall be responsible for organizing and collecting the draft proposals in respect of the matters to be considered at the meeting. Each person who puts forward the relevant resolutions shall submit the resolutions and relevant explanatory materials before the date of the meeting. Any matters that are required to be considered in advance by the special meeting of the independent directors or the special committee of the board of directors in accordance with the Relevant Regulatory Rules and the Articles of Association shall only be submitted to the board of directors for consideration after completing the prescribed procedures.

The relevant materials shall be submitted to the chairman of the board after being scrutinized by the secretary to the board, who shall also set out the time, venue and agenda of the meeting in the materials submitted.

Section 3 Notice of the Meeting

Article 9 A board meeting shall be convened by the chairman of the board. The vice chairman shall assist the chairman with his/her work, where the chairman fails to convene a meeting for no reasons or is unable to convene a meeting for special reasons, the meeting shall be convened by the vice chairman; where vice chairman is unable to convene or fails to convene the meeting, the meeting shall be convened by the director recommended by a majority of all the directors.

The convener of the meeting shall be responsible for approving the issue of the notice of the meeting.

Article 10 A notice for a regular board meeting shall be given to directors at least 14 days in advance, and a notice for an extraordinary board meeting shall be given to directors at least 10 days in advance.

Article 11 Meeting materials for a regular board meeting shall be sent out at least 10 days in advance, and for an extraordinary board meeting, at least 5 days in advance.

The meeting materials shall include the notice of the meeting and relevant materials formally signed by the convener of the meeting. The notice of the meeting shall generally set out the following:

(1) the time and venue of the meeting;

(2) the duration of the meeting;

(3) the agenda, reasons and subject matters of the meeting;

(4) the date of the issue of the notice.

The meeting materials shall be sent to other senior management members present at the meeting.

Article 12 Under special circumstances, where an extraordinary board meeting needs to be held as soon as possible, notice may be sent by way of telephone communication, oral communication or other methods at any time, provided that the convener shall explain and the situation shall be recorded in the minutes of the board meeting.

Any director may waive the right to receive the notice of board meeting and materials within the time limit stipulated in these Rules. Notice of a meeting and materials shall be deemed to have been given to any director who attends the meeting without protesting against, before or at its commencement, any lack of notice and materials.

Article 13 The notice of the board meeting or written materials may be delivered to directors by personal delivery, post, email, or other means. The notice shall be in Chinese, with an English version attached if necessary.

Section 4 Holding of the Meeting

Article 14 After the issue of the notice of a board meeting and materials and before the date of the meeting, the secretary to the board shall be responsible for, and shall communicate and liaise with all directors, especially the independent directors, to seek their opinions or suggestions in respect of the resolutions of the meeting, and shall pass on these opinions or suggestions to the persons put forward the resolutions, so as to enable necessary amendments to be made to them. The secretary to the board shall also, in a timely manner, arrange for the provision of the supplemental materials which are required for the directors to make decisions on the resolutions of the meeting, including the background information relating to the subject of the meeting and other information which will assist the directors in making scientific, efficient and prudent decisions.

Article 15 Where 1/4 or more of the directors or 2 or more independent directors are of the opinion that the materials provided are insufficient or unclear, they may make a written proposal jointly concerning the postponement of the board meeting or the postponement of considerations on certain matters to be considered on the board meeting, and the board of directors shall adopt such a proposal. Unless such a proposal is put forward during the meeting, the secretary to the board shall serve a notice on the directors and other personnel attending the meeting upon receiving a written request concerning the postponement of the meeting or the postponement of considerations on certain matters to be considered on the board meeting.

Article 16 Unless otherwise provided for in the Relevant Regulatory Rules, the Articles of Association, and these Rules, meetings of the board shall be held only if a majority of the directors (including directors who have delegated other directors to attend the board meeting on their behalf by written proxy) attend.

Article 17 If the Company repurchases its own shares for any of the following reasons, a resolution shall be passed at a board meeting attended by 2/3 or more of the directors, pursuant to the Articles of Association:

(1) to use the shares for an employee stock ownership plan or equity incentive;

(2) to use the shares to convert the corporate bonds issued by the Company that are convertible into shares;

(3) as required to protect the value of the Company and the interests of its shareholders.

Article 18 Directors shall attend the board meetings in person. Where a director is unable to attend a meeting for any reason, he/she may by a written power of attorney appoint another director to attend the meeting on his/her behalf, provided that he/she has reviewed the meeting materials in advance and formed a clear opinion.

The power of attorney shall set out the name of the attorney, the particulars and the scope of authorization, duration of the validity of such authorization, and shall be signed or sealed by the appointer. If matters of voting are involved, the appointer shall explicitly state his/her opinion on each matter as to whether he/she is voting for, against, or abstaining in the power of attorney.

Article 19 Directors shall not make or accept a proxy without voting intentions, a full proxy, or a proxy with an unclear scope of authorization. A director shall not accept proxies from more than 2 directors to attend a single board meeting. An independent director shall not appoint a nonindependent director as proxy to attend the meeting. When considering related transactions, non-related directors shall not appoint related directors as proxy to attend the meeting.

The responsibility of a director for matters subject to voting shall not be exempted by appointing another director to attend on their behalf.

Article 20 Where a director doesn't attend a board meeting and fails to appoint a proxy to act on his/her behalf, such director shall be deemed to have waived his/her rights to vote at the meeting.

Article 21 All expenses incurred by the directors for attending the board meeting shall be borne by the Company, including but not limited to traffic expense, board and lodging expenses and other expenses.

Article 22 The board meeting shall be chaired by the chairman of the board, the vice chairman shall assist the chairman with his/her work, where the chairman fails to chair a meeting for no reasons or is unable to chair a meeting for special reasons, the meeting shall be chaired by the vice chairman, where vice chairman is unable to chair or fails to chair the meeting, the meeting shall be chaired by the director recommended by a majority of all the directors.

Section 5 Consideration and Voting at the Meeting

Article 23 The presider of the meeting shall declare the commencement of the meeting as scheduled. The directors in presence shall reach an agreement on the agenda of the meeting thereafter. Where 1/4 or more of the directors or 2 or more of independent directors are of the opinion that the materials of the meeting are insufficient or unclear, they may make a proposal jointly concerning the postponement of the board meeting or the postponement of consideration on certain matters to be considered on the board meeting, and the presider shall adopt such a proposal.

Article 24 When an agreement is reached in respect of the agenda of the meeting by the directors attending the meeting, the presider of the meeting shall direct the resolutions to be considered one by one. The senior management members in charge of the relevant business shall report to the board of directors their work or make statements in respect of the resolutions.

Article 25 In considering the relevant plans, resolutions and reports, in order to understand the key points and the background information of the resolutions in detail, the board meeting may require the heads of the departments which are responsible for handling the resolutions to attend the meeting to listen to and make inquiries of the relevant statements made at the meeting. If, in the course of the meeting, any resolutions considered are found to be unclear or infeasible, the board of directors shall require the departments which are responsible for handling the resolutions to give a statement at the meeting, and the resolutions can be returned to such departments for re-handling without voting.

Article 26 In considering the resolutions at the board meeting, all attending directors shall deliver their opinions in respect of voting for, against of such resolutions or abstention from voting.

The directors who are acting as proxies of others shall exercise the rights of voting within the authorization.

Article 27 A resolution of the board of directors must be passed by a majority of all directors, except where otherwise provided for in the Relevant Regulatory Rules, the Articles of Association, or these Rules.

Article 28 Where the board of directors resolves to issue new shares pursuant to the Articles of Association or under the authorization of the general meeting, such resolution of the board of directors shall be passed by 2/3 or more of all directors.

Article 29 In the interests of the Company, the board of directors may, pursuant to the Articles of Association or under the authorization of the general meeting, resolve that the Company may provide financial assistance to others for the acquisition of shares of the Company or its parent company, provided that the aggregate amount of such financial assistance shall not exceed 10% of the total issued share capital. Such resolution of the board of directors shall be passed by 2/3 or more of all directors.

Article 30 Matters concerning external guarantees provided by the Company shall be considered and approved by a majority of all directors and 2/3 or more of the directors attending the meeting.

Where the Company provides guarantees for related parties, such matters shall be considered and approved by a majority of all non-related directors and 2/3 or more of the non-related directors attending the meeting.

Article 31 Provision of financial assistance by the Company shall be considered and approved by a majority of all directors and 2/3 or more of the directors attending the meeting.

Where the Company provides financial assistance to a related company in which the Company has an equity interest but is not controlled by its controlling shareholders or de facto controllers, and where other shareholders of such company provide financial assistance under equal conditions in proportion to their capital contributions, such matter shall be considered and approved by a majority of all non-related directors and 2/3 or more of the non-related directors attending the meeting, and shall be submitted to the general meeting for consideration.

Article 32 The resolutions of the board of directors may be decided by way of: show of hands, verbal, or written poll. Each director shall have one vote.

Article 33 Where directors have related relations with the enterprises or individual involved in the resolutions passed by the board of directors, such director shall promptly submit a written report to the board of directors. If an independent director discovers any circumstances that may affect his/her independence in relation to a matter under consideration, he/she shall declare the same to the Company and recuse himself/herself. The related directors shall neither vote on this resolution nor act as agent for other directors to exercise voting power, and their voting right shall not be counted towards the total voting right. The board meeting may not be held unless it has a majority of the non-related directors attending the meeting and the resolutions passed by the board of directors requires the approval of a majority of the non-related directors. Where the non-related directors attending the board meeting are less than 3, the relevant resolutions shall be submitted directly to the general meeting for consideration.

Article 34 In principle, the board meeting shall resolve on all the matters considered at the meeting.

If an independent director votes against or abstains from voting on a resolution of the board of directors, he/she shall state the specific reasons and basis, the legality and compliance of the matter involved in the resolution, the possible risks and the impact on the Company and the rights and interests of the minority shareholders. The Company shall disclose the dissenting opinions of the independent directors when disclosing the resolutions of the board of directors, and shall set out the dissenting opinions in the resolutions of the board of directors and the minutes of the meetings.

Article 35 The board of directors shall prepare the meeting minutes in Chinese regarding the decisions on the matters considered at the meeting. Minutes of the board meeting are proof of the decisions on the matters considered at the meeting and shall state the following:

(1) the date, venue, names of the conveners and presider of the meeting;

(2) the names of the attending directors and the names of the directors (proxies) attending the meeting on behalf of others;

(3) the agenda of the meeting;

(4) the key points of the directors' presentations (the written resolution meeting shall be subject to the directors' feedback in writing);

(5) the voting methods and outcome for each resolution (the outcome of the voting shall set out the respective numbers of votes that voting for, against or abstained).

Article 36 The secretary to the board shall arrange for the matters considered at the meeting to be properly recorded and summarized. The attending directors, the secretary to the board and the minute-taking officer shall sign the minutes of the board meeting.

The minutes of the board meeting, being an important document, shall be kept at the business address of the Company for at least 10 years.

Section 6 Matters after the Meeting

Article 37 The board of directors shall strictly comply with the requirements of the Relevant Regulatory Rules to fulfil its information disclosure obligations regarding the matters considered or resolutions passed at the board meeting.

Article 38 Where the independent directors express independent opinions on a matter considered by the board of directors, the Company shall disclose such opinions in the relevant announcement; if the independent directors are of divergent views and cannot reach any consensus, the board of directors shall disclose the respective opinions of each of the independent directors.

Article 39 Persons who have knowledge of the matters considered at the board meeting shall strictly fulfil their confidentiality obligations. Those who are in breach of this duty shall bear corresponding liabilities.

Article 40 Matters requiring approval by the general meeting shall not be implemented until they are submitted to the general meeting for approval after consideration and approval by the board meeting.

Article 41 After resolutions are passed at a board meeting, the president shall implement the resolutions which fall within the scope of the authority of the president, or which the board of directors authorizes the president or other senior management members to handle. The president shall report the status of implementation to the board of directors on a regular basis or as required by the chairman of the board.

Article 42 The chairman of the board or any other director authorized by him/her shall have the power to urge, examine and supervise the implementation of the resolutions of the meeting.

Article 43 Under the direction of the board of directors and the chairman, the secretary to the board shall monitor the implementation of the resolutions and requirements of the board meetings, and shall, in a timely manner, report to and submit proposals to the board of directors and the chairman in relation to the important matters to be implemented.

CHAPTER 3 SUPPLEMENTAL ARTICLES

Article 44 Unless otherwise stated, the terms used in these Rules shall have the same meanings as those in the Articles of Association.

Article 45 These Rules shall come into effect upon approval by the general meeting by a special resolution.

Article 46 Any amendments to these Rules shall be proposed by the board of directors and submitted to the general meeting for approval by a special resolution.

Article 47 These Rules shall be interpreted by the board of directors.

Article 48 Where matters are not covered by these Rules or where there is any conflict between these Rules and Relevant Regulatory Rules as promulgated from time to time, the provisions of the Relevant Regulatory Rules shall prevail.