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**RESOLUTION DRAFT no. 4/2015  
of the General Ordinary Meeting of the Shareholders of  
S.C. ROMPETROL RAFINARE S.A.  
as of April [29<sup>th</sup> /30<sup>th</sup> ], 2015**

**The General Extraordinary Meeting of the Shareholders** (“GEMS”) of the trade company ROMPETROL RAFINARE S.A., having its registered seat located in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța County, registered with Constanța Trade Registry under no. J13/534/1991, having the sole registration code 1860712 (hereinafter referred to as the “Company”), with subscribed and paid up share capital of 4,410,920,572.6 lei, divided into 44,109,205,726 registered shares, with a par value of 0.1 lei each,

Convened in virtue of article 117 par. 1 of the Law no. 31/1990 - as republished - by means of the convening notice published in the Official Gazette no. \_\_\_\_\_ and in “Bursa” newspaper no. 60 as of 27.03.2015,

Legally and statutory convened in session on 29[30] of April 2015, at 11:00 o'clock (first/second convening), at the Company's headquarters from Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța County, in the presence of the Company shareholders representing \_\_\_\_% of the share capital and respectively \_\_\_\_% of the entirety of voting rights, for all the Company's shareholders registered in the Registry of the Company's Shareholders at the end of April 20<sup>th</sup>, 2015, deemed as Reference Date for this meeting,

Hereby adopts the following resolution in relation to the items from 2 to 5 on the agenda:

**Article 1**

With a number of [\_\_\_\_] validly casted votes, accounting for [unanimity/majority] of the votes exercised by the shareholders present or represented at the meeting, **it is hereby approved the amendment and the supplementation of the Company's Articles of Incorporation**, as follows:

- a) Chapter IV “General Meeting”, article 13 “Organization”, item 2 shall be amended and shall have the following content:

*“13.2. For the share capital increases by contribution in cash, the withdrawal of the shareholders' preferential right to the subscription of new shares should be decided by the general extraordinary meeting of the shareholders, attended by shareholders holding at least  $\frac{3}{4}$  of the subscribed share capital and subject to the vote of the shareholders representing at least  $\frac{2}{3}$  of the voting rights. The share capital increased by contribution in kind should be approved by the general extraordinary meeting of shareholders, attended by at least  $\frac{3}{4}$  of the subscribed share capital and subject to the vote of the shareholders holding at least  $\frac{2}{3}$  of the voting rights. The contributions in kind may consist solely of operational assets required to attain the scope of activity of the issuing company”.*



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- b) Chapter IV “General Meeting”, article 13 “Organization”, item 9 shall be amended and shall have the following content:

*“13.9. The shareholders may be represented in the general meeting by persons that are not shareholders of the company, in reliance of a limited or general power of attorney”.*

- c) Other article of the Company’s Articles of Incorporation does not changes.

### Article 2

With a number of [\_\_\_\_] validly casted votes, accounting for [unanimity/majority] of the votes exercised by the shareholders present or represented at the meeting, **it is hereby approved the date of May 19<sup>th</sup>, 2015, as registration date**, within the meaning of article 238 par. (1) under Law no. 297/2004, for the identification of the shareholders that are subject to the effects of the decisions adopted within this GEMS.

### Article 3

With a number of [\_\_\_\_] validly casted votes, accounting for [unanimity/majority] of the votes exercised by the shareholders present or represented at the meeting **it is hereby approved the date of May 18<sup>th</sup>, 2015, as "ex date"**, as such is defined by the NSC Regulation no. 6/2009.

### Article 4

With a number of [\_\_\_\_] validly casted votes, accounting for [unanimity/majority] of the votes expressed by the shareholders present or represented at the meeting, **it is hereby approved the authorization of Mr. Alexandru Nicolcioiu**, member of the Company’s Board of Directors, to conclude and/or sign for and on behalf of the Company and/or of its shareholders the decisions which are to be adopted within this GEMS and to carry out any and all requisite proceedings for such adopted resolutions to be registered, rendered enforceable against third parties and published, the said proxy being entitled to sub-delegate third parties to act for such purpose

**S.C. ROMPETROL RAFINARE S.A.**

**By: Mr. Alexandru Nicolcioiu**

\_\_\_\_\_  
**Director of the Company and**

**Proxy acting in virtue of article no. [4] of the Resolution no. 4/2015 of the General Extraordinary Meeting of Shareholders as of [29/30].04.2015**

**Meeting secretaries:**

Mr./Mrs. \_\_\_\_\_

Mr./Mrs. \_\_\_\_\_