



**rompetrol**

KazMunayGas  
Group  
Member

ROMPETROL RAFINARE S.A.  
Bulevardul Navodari, nr. 215,  
Pavilion Administrativ,  
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According to article 6, paragraph (1), letter d) of the National Securities Commission regulation no. 6/2009, published in the Official Gazette, Part I, no. 588/25.08.2009, throughout the entire period of time starting at least 30 days before the date of the general meeting and until the actual date thereof, the trade company is liable for rendering available to the shareholders on its website a resolution draft

**RESOLUTION DRAFT no. 4/2014  
of the General Extraordinary Meeting of the Shareholders of  
S.C. ROMPETROL RAFINARE S.A.  
as of April [29 th /19th], 2014**

The General Extraordinary Meeting of the Shareholders ("GOMS") 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 of the Law no. 31/1990 - as republished - by means of the convening notice published in the Official Gazette no. \_\_\_\_\_ and in "Bursa" newspaper as of \_\_\_\_\_,

Gathered in session on 29[30] of April 2014, 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 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 18th, 2014, deemed as reference date for this meeting,

Hereby adopted the following resolution upon items no.2, 3, and 4 of the agenda:

**Article 1**

It is hereby approved with a number of [\_\_\_\_] valid votes, representing the [unanimity/majority] of the votes hold by the shareholders presents or represented at the meeting, **to acknowledge the change of the name of the significant shareholder of the Company from The Rompetrol Group NV to KMG International NV and to approve the amendment of the corresponding articles of the Company's Articles of Incorporation, as follows:**

**a) It is hereby amended the point 1) of the article 1 entitled "Shareholders", item 1.1., letter A "Significant Shareholders" of the Company's Articles of Incorporation, as follow:**



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**„1) KMG International N.V. holds 20.226.040.126 shares, fully paid up, amounting to 2,022,604,012.6 RON, representing 45.8545% of the share capital;**

**b) Article 2 entitled “Name” of the Company’s Articles of Incorporation will have the following content:**

**„Art.2. Name**

**2.1. The name of the company is Rompetrol Rafinare and shall be always segued by the initials “S.A.” or by the terms “joint-stock company”.**

**2.2. Any document, letter or publication originating from the company shall specify the corporate name, its legal form, the headquarters, the number of registration with the Trade Register, the fiscal code, the share capital out of which the actually paid-up capital.”**

**Article 2**

It is hereby approved with a number of [\_\_\_\_] valid votes, representing the [unanimity/majority] of the votes hold by the shareholders presents or represented at the meeting, **the approval of the date of May 16th, 2014 as registration date, within the meaning of article 238 paragraph (1) of Law no. 297/2004, for the identification of the shareholders subject to the effects of the resolutions adopted by this EGMS.**

**Article 3**

It is hereby approved with a number of [\_\_\_\_] valid votes, representing the [unanimity/majority] of the votes hold by the shareholders presents or represented at the meeting **the approval to authorize Mr. Sorin Graure, General Manager of the Company, with the possibility of mandating third parties, including lawyers, to conclude and/or sign on behalf of the Company and of the shareholders the decisions to be made by this EGM and to take all the legal actions for registration, advertisement, enforceability, execution and publication of the decisions made, including for updating and signing the Company’s Articles of Incorporation on behalf of the shareholders, as the case may be.**

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

**By: Mr. Sorin Graure**

\_\_\_\_\_  
**General Manager and**

**Proxy acting in virtue of article no. [3] of the Resolution no. 4/2014 of the General Extraordinary Assembly of Shareholders as of [29/30].04.2014**

**Meeting secretaries:**

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

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