



rompetrol

KazMunayGas
Group
Member

ROMPETROL RAFINARE S.A.
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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. 3/2014
of the General Extraordinary Meeting of the Shareholders of
S.C. ROMPETROL RAFINARE S.A.
as of April [29 th /30th], 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.1, 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, **the approval of the ratification the execution by the Company of the Addendums no. 5 and no. 6 to the Loan Agreement no. 448 concluded on September 20th, 2010 by and between the Company and The Rompetrol Group NV (KMG International N.V. starting with March 2014), significant shareholder of the Company, headquartered in Strawinskylaan 807, Tower A-8, 1077XX, The Netherlands, registered with the Trade Registry appended to the Chamber of Commerce and Industry for Amsterdam under no. 24297754, as extended and amended by Addendum no. 1 as of 20.09.2011, approved via the GEMS Resolution no. 4 as of 10.10.2011, Addendum no. 2 as of 02.05.2012 approved via the GEMS Resolution no. 2 as of 29.06.2012, Addendum no. 3 as of 20.09.2012 approved**



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via the GEMS Resolution no. 6 as of 26.10.2012 and Addendum no. 4 as of 05.03.2013 approved via the GEMS Resolution no. 3 as of 05.03.2013, having as object the amount of USD 250,000,000.

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 decision.**

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. 3/2014 of the General
Extraordinary Assembly of Shareholders as of [29/30].04.2014**

Meeting secretaries:

Mr./Mrs. _____

Mr./Mrs. _____