



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. 2/2014
of the General Ordinary Meeting of the Shareholders of
S.C. ROMPETROL RAFINARE S.A.
as of April [29 th /19th], 2014**

The General Ordinary 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 10:00 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. 6, 7, 8, and 9 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 elect the members which will form the new Board of Directors of the Company for a 4 year mandate starting with April 30th, 2014, following the expiry on April 30th, 2014 of the mandate of the current members of the Board of Directors.**

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 establish the fee payable to the members of the Board of Directors for the financial year 2014.**



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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 of the date of May 16th, 2014, 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 GOMS.**

Article 4

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 empowerment Mr. Sorin Graure, General Manager of the Company, 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 GOMS 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. Sorin Graure

**General Manager and
Proxy acting in virtue of article no. [4] of the Resolution no. 2/2014 of the General
Ordinary Assembly of Shareholders as of [29/30].04.2014**

Meeting secretaries:

Mr./Mrs. _____

Mr./Mrs. _____