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KazMunayGas  
Group  
Member

ROMPETROL RAFINARE S.A.  
Bulevardul Navodari, nr. 215,  
Pavilion Administrativ,  
Navodari, Judetul Constanta,  
ROMANIA

phone: + (40) 241 50 60 00  
+ (40) 241 50 61 50  
fax: + (40) 241 50 69 30  
office.rafinare@rompetrol.com  
[www.rompetrol-rafinare.ro](http://www.rompetrol-rafinare.ro)  
[www.rompetrol.com](http://www.rompetrol.com)

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. 1/2014  
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 18<sup>th</sup>, 2014, deemed as reference date for this meeting,

Hereby adopted the following resolution upon items no. 1 – 5, 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 annual individual financial statements having as closing day the day of December 31, 2013, prepared in accordance with the International Financial Reporting Standards (IFRS), as laid down by the Order of the Minister of Public Finance no. 1286/2012, based on the Annual Report of the Board of Directors drafted pursuant to the provisions of NSC Regulation no. 1/2006, as further amended, and on the Financial Auditor's Report drawn up by Ernst & Young Assurance Services S.R.L.**

**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 annual consolidated financial statements having as closing day the day of December 31, 2013 (including the statements of Rompetrol Rafinare S.A. and those of its subsidiaries: Rompetrol Petrochemicals S.R.L., Rompetrol Downstream S.R.L., Rom Oil**



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**S.A., Rompetrol Quality Control S.R.L., Rompetrol Logistics S.R.L. (with the Rompetrol Gas S.R.L. subsidiary), prepared in accordance with the International Financial Reporting Standards (IFRS), based on the Report of the Board of Directors and on the Financial Auditor's Report.**

### **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 proposal filed by the Board of Directors of the Company to cover the accounting loss triggered by the first-time enforcement of IAS 29 „Financial Reporting in Hyperinflationary Economies” via transfer of the amount of 5,734,750,095 lei from shareholders' equity, namely from the „Share capital adjustments” account in the reported result.**

### **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 the discharge from liability of the Company's directors for the activity conducted during the financial year 2013, further to the submitted reports.**

### **Article 5**

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 income and expenditure budget and the Company's business schedule for 2014, including the investment plan for 2014.**

### **Article 6**

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 7**

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 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.**



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

**By: Mr. Sorin Graure**

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**General Manager and**

**Proxy acting in virtue of article no. [7] of the Resolution no. 1/2014 of the General Ordinary Assembly of Shareholders as of [29/30].04.2014**

**Meeting secretaries:**

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

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