



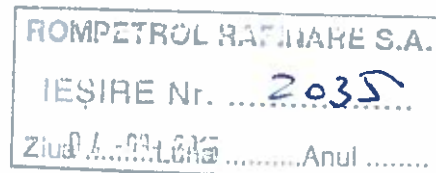
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ROMPETROL RAFINARE S.A.
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To: **FINANCIAL SUPERVISORY AUTHORITY
BUCHAREST STOCK EXCHANGE**



Current report submitted in compliance with the National Securities Commission no. 1/2006

Report date: March 4th, 2015

ROMPETROL RAFINARE S.A.

Registered Seat: Năvodari, 215 Năvodari Blvd. (Administrative Facility), Constanta County

Telephone number: 0241/506100

Fax number: 0241/506930; 506901

Number of registration with the Trade Registry: J13/534/1991

Sole Registration Code: 1860712

Subscribed and paid-up capital: 4.410.920.572,60 lei

Regulated market on which the securities are traded: BUCHAREST Stock Exchange (market symbol RRC)

Significant event to report: Resolution no. 1/2015 adopted by the General Ordinary Meeting of the Shareholders of S.C. Rompetrol Rafinare S.A. as of March 4th, 2015.

The General Ordinary Meeting of the Shareholders of **Rompetrol Rafinare S.A.** (hereinafter referred to as „GOMS”) convened in session by virtue of art. 119, par. 1 of the Companies Law no. 31/1990, as republished and subsequently amended, the provisions of the Law 297/2004 on capital market, as republished and subsequently amended, the provisions of the National Securities Commission Regulation no. 6/2009 on the exercise of certain rights of the shareholders during the general meetings of the trade companies, as republished and subsequently amended, carried out its proceedings in compliance with the publicity and quorum conditions provided by the Law no. 31/1990, as republished and the provisions of the Articles of Incorporation of SC Rompetrol Rafinare SA (hereinafter referred to as the “Company”).

The convening notice for the General Ordinary Meeting of the Shareholders was published in the Official Gazette, 4th Part, no. 593/January 30th, 2015 and in “Bursa” newspaper no. 20 (5355) as of January 30th, 2015.

The General Ordinary Meeting of the Shareholders was convened in session on March 4th, 2015 – first convening – 11.00 AM, at the Company’s headquarters, in compliance with the legal validity requirements, being attended either directly or through representatives by the shareholders representing 99.3299% of the Company’s share capital registered with Depozitarul Central S.A. Bucuresti on the reference date February 23th, 2015, as follows:

- the representative of the shareholder KMG Internațional N.V, holder of 21,222,506,422 shares/voting rights, accounting for 48.1136% of the share capital,



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- the representative of the shareholder Romanian State, through the Ministry of Energy, Small and Medium Enterprises and Business Environment, holding 19,715,009,053 shares/voting rights, accounting for 44.6959% of the share capital,
- and a number of 5 private individuals (directly attending the meeting) and representatives of legal entities, holding 2,876,101,704 shares/voting rights, accounting for 6.5204% of the share capital

Subject to the provisions of the Company's Articles of Incorporation and the provisions of the Law No. 31/1990, as republished and amended, the General Ordinary Meeting of Shareholders adopted the Resolution no. 1/2015 in respect of the issues from 1 to 6 on the meeting agenda, as follows:

Resolution no. 1/2015

"Article 1

a) *With a number of 43,813,617,179 validly casted votes, representing the unanimity of the votes expressed by the shareholders present or represented at the meeting, it is hereby approved the revocation of Mr. Károly Borbely from its capacity of member of the Company's Board of Directors.*

b) *With a number of 43,813,617,179 validly casted votes, representing the unanimity of the votes expressed by the shareholders present or represented at the meeting, it is hereby approved that Mr. Károly Borbely be discharged of any duties and liabilities exercised in his capacity of Director of the Company for the term of the mandate of member of the Board of Directors, respectively as of April 30th, 2014 and until the date of this GOMS, as per the provisions of the law.*

Article 2

a) *With a number of 43,813,617,179 validly casted votes, representing the unanimity of the votes expressed by the shareholders present or represented at the meeting, it is hereby approved the termination of the director's mandate granted to Mr. Sorin Graure, following the latter's resignation from the said position starting with 01.10.2014.*

b) *With a number of 43,813,617,179 validly casted votes, representing the unanimity of the votes expressed by the shareholders present or represented at the meeting, it is hereby approved that Mr. Sorin Graure be discharged of any duties and liabilities exercised in his capacity of Director of the Company for the term of the mandate of member of the Board of Directors, respectively as of January 01st, 2014 – September 30th, 2014, as per the provisions of the law.*

Article 3

With a number of 43,813,617,179 validly casted votes, representing the unanimity of the votes expressed by the shareholders present or represented at the meeting, it is hereby approved the election of two members in the Company's Board of Directors for a mandate starting with the date of this GOMS and ending on



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30.04.2018 (the expiry date of the mandate granted to the current members of the Board of Directors), as follows:

- i) **Mr. Bogdan-Nicolae Badea, Romanian citizen, domiciled in Bucharest, District no 4.**
- ii) **Mr. Yedil Utekov, Kazakh citizen, residing in Constanța, Constanța County.**

Article 4

With a number of 43,813,617,179 validly casted votes, representing the unanimity of the votes expressed by the shareholders present or represented at the meeting it is hereby approved the date of March 20th, 2015, as registration date, within the meaning of article 238 par. (1) under Law no. 297/2004, for the identification of the shareholders falling under the scope of the resolutions adopted within this GOMS.

Article 5

With a number of 43,813,617,179 validly casted votes, representing the unanimity of the votes expressed by the shareholders present or represented at the meeting it is hereby approved the date of March 19th, 2015, as "ex date", as such is defined by the NSC Regulation no. 6/2009.

Article 6

With a number of 43,813,617,179 validly casted votes, representing the unanimity of the votes expressed by the shareholders present or represented at the meeting it is hereby approved the empowerment of Mr. Alexandru Nicolcioiu, director of the Company, to conclude and/or sign for and on behalf of the Company and/or of its shareholders the decision which was 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."

ROMPETROL RAFINARE S.A.

Chairman of the meeting

Alexandru Nicolcioiu

