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KazMunayGas  
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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. 1/2015**  
**of the General Ordinary Meeting of the Shareholders of**  
**S.C. ROMPETROL RAFINARE S.A.**  
**as of March [4<sup>th</sup> /5<sup>th</sup> ], 2015**

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 119 par. 1 of the Law no. 31/1990 - as republished - by means of the convening notice published in the Official Gazette no. \_\_\_\_\_ and in “Bursa” newspaper no. 20 as of 30.01.2015,

Legal gathered in session on 4[5] of March 2015, 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 Company 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 February 23<sup>rd</sup>, 2015, deemed as Reference Date for this meeting,

Hereby adopted the following resolution upon items no. 1 – 6 of the agenda:

**Article 1**

a) With a number of [\_\_\_\_] validly cast votes, representing the [unanimity/majority] of the votes expressed by the shareholders presents 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 [\_\_\_\_] valid votes, representing the [unanimity/majority] of the votes expressed by the shareholders presents 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.



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## Article 2

a) With a number of [\_\_\_] valid votes, representing the [unanimity/majority] of the votes expressed by the shareholders presents 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 [\_\_\_] valid votes, representing the [unanimity/majority] of the votes expressed by the shareholders presents 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 01<sup>st</sup>, 2014 – September 30<sup>th</sup>, 2014, as per the provisions of the law.

## Article 3

With a number of [\_\_\_] valid votes, representing the [unanimity/majority] of the votes expressed by the shareholders presents 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 30.04.2018 (the expiry date of the mandate granted to the current members of the Board of Directors), as follows:**

- i) Mr. \_\_\_\_\_, \_\_\_\_\_ citizen, domiciled in \_\_\_\_\_.
- ii) Mr. \_\_\_\_\_, \_\_\_\_\_ citizen, domiciled/residence in \_\_\_\_\_.

## Article 4

With a number of [\_\_\_] valid votes, representing the [unanimity/majority] of the votes expressed by the shareholders presents or represented at the meeting **it is hereby approved the date of March 20<sup>th</sup>, 2015, 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 5

With a number of [\_\_\_] valid votes, representing the [unanimity/majority] of the votes expressed by the shareholders presents or represented at the meeting **it is hereby approved the date of March 19<sup>th</sup>, 2015, as "ex date"**, as such is defined by the NSC Regulation no. 6/2009.



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### **Article 6**

With a number of [\_\_\_] valid votes, representing the [unanimity/majority] of the votes expressed by the shareholders presents or represented at the meeting **it is hereby approved the empowerment 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 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. Alexandru Nicolcioiu**

\_\_\_\_\_  
**Director of the Company and**

**Proxy acting in virtue of article no. [6] of the Resolution no. 1/2015 of the General Ordinary Assembly of Shareholders as of [4/5].03.2015**

**Meeting secretaries:**

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

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