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KazMunayGas
Group
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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. 2/2015
of the General Ordinary Meeting of the Shareholders of
S.C. ROMPETROL RAFINARE S.A.
as of April [29th /30th], 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 117 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. ____ as of 27.03.2015,

Legally and statutory convened in session on 29[30] of April 2015, 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 Company's 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 20th, 2015, deemed as Reference Date for this meeting,

Hereby adopts the following resolution concerning the items from 1 to 8 on the agenda:

Article 1

With a number of [____] validly casted votes, accounting for the [unanimity/majority] of the votes exercised by the shareholders present or represented at the meeting, **it is hereby approved the individual annual financial accounts having as closing day the day of December 31, 2014**, 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, as subsequently amended, based on the Annual Report prepared by the Board of Directors in compliance with the provisions of NSC Regulation no. 1/2006, as further amended, and on the Financial Auditor's Report prepared by Ernst & Young Assurance Services S.R.L.



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Article 2

With a number of [___] validly casted votes, accounting for [unanimity/majority] of the votes exercised by the shareholders present or represented at the meeting, **it is hereby approved the consolidated annual financial accounts having as closing day the day of December 31, 2014** (including the financial accounts for Rompetrol Rafinare S.A. and for the subsidiaries thereof: Rompetrol Petrochemicals S.R.L., Rompetrol Downstream S.R.L., Rom Oil S.A., Rompetrol Quality Control S.R.L., Rompetrol Logistics S.R.L. (jointly with the subsidiary Rompetrol Gas S.R.L.), prepared in accordance with the International Financial Reporting Standards (IFRS), based on the Report of the Board of Directors and the Report of the Financial Auditor.

Article 3

With a number of [___] validly casted votes, accounting for [unanimity/majority] of the votes exercised by the shareholders present or represented at the meeting **it is hereby approved the discharge of liability of all Company's directors for the activity conducted during the financial year 2013, further to the submitted reports.**

Article 4

With a number of [___] validly casted votes, accounting for [unanimity/majority] of the votes exercised by the shareholders present or represented at the meeting, **it is hereby approved the Income and Expenditure Budget and the Company's business schedule for 2015, including the investment plan for 2015.**

Article 5

With a number of [___] validly casted votes, accounting for [unanimity/majority] of the votes exercised by the shareholders present or represented at the meeting **it is hereby approved the fee payable to the members of the Board of Directors for the financial year 2015.**

Article 6

With a number of [___] validly casted votes, accounting for [unanimity/majority] of the votes exercised by the shareholders present or represented at the meeting **it is hereby approved the date of May 19th, 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 7

With a number of [___] validly casted votes, accounting for [unanimity/majority] of the votes exercised by the shareholders present or represented at the meeting **it is hereby approved the date of May 18th, 2015, as "ex date"**, as such is defined by the NSC Regulation no. 6/2009.



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Article 8

With a number of [___] validly casted votes, accounting for [unanimity/majority] of the votes exercised by the shareholders present or represented at the meeting **it is hereby approved the authorization 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 this decision which is 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. [8] of the Resolution no. 2/2015 of the General Ordinary Meeting of Shareholders as of [29/30].04.2015

Meeting secretaries:

Mr./Mrs. _____

Mr./Mrs. _____