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KazMunayGas  
Group  
Member

ROMPETROL RAFINARE S.A.  
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**RESOLUTION DRAFT no. 5/2015  
of the General Ordinary Meeting of the Shareholders of  
ROMPETROL RAFINARE S.A.  
as of June [12<sup>th</sup> /15<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. 2329 as of 08.05.2015 and in “Bursa” newspaper no. 86 as of 08.05.2015,

Legal gathered in session on 12[15] of June 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 June 1<sup>st</sup>, 2015, deemed as Reference Date for this meeting,

Hereby adopted the following resolution upon items no. 1 – 5 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. Bogdan-Nicolae Badea 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. Bogdan-Nicolae Badea** 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 exercised throughout 2015, as per the provisions of the law.



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## Article 2

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 Mr. Nicolae Bogdan Codruț Stănescu as member of the Company's Board of Directors, for a mandate starting on the date of this General Ordinary Meeting of the Shareholders and ending on 30.04.2018 (the expiry date of the mandate granted to the current members of the Board of Directors).**

## 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 date of June 30<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 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 June 29<sup>th</sup>, 2015, as "ex date"**, as such is defined by the NSC Regulation no. 6/2009.

## 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 empowerment Mr. Yedil Utekov, member of the Board of Directors and General Manager of the Company and, to conclude and/or sign for and on behalf of the Company and/or the Company's shareholders the resolution which are to be adopted within this GOMS and to carry out any and all legal formalities concerning the registration, publication and enforcement of the resolution thus adopted, Mr. Utekov being granted the possibility to sub-appoint third parties to this effect.**

**ROMPETROL RAFINARE S.A.**

**By: Mr. Yedil Utekov**

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**Director and General Manager of the Company and  
Proxy acting in virtue of article no. [5] of the Resolution no. 5/2015 of the General Ordinary  
Assembly of Shareholders as of [12/15].06.2015**

**Meeting secretaries:**

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

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