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KazMunayGas
Group
Member

ROMPETROL RAFINARE S.A.
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RESOLUTION DRAFT no. 6/2015
of the General Ordinary Meeting of the Shareholders of
ROMPETROL RAFINARE S.A.
as of July [20th /21th], 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. 2935 as of 18.06.2015 and in “Bursa” newspaper no. 114 as of 19.06.2015,

Legal gathered in session on 20[21] of July 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 July 8th, 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. Gabriel Dumitrașcu from its position 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. Gabriel Dumitrașcu 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. Mihai-Liviu Mihalache 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 August 5th 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 August 4th 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. Alexandru Nicolcioiu, member of the Board of Directors to conclude and/or sign for and on behalf of the Company and/or the Company's shareholders, the resolution following to be adopted by this GOMS and to carry out any and all legal formalities concerning the registration, publication and enforcement of the resolution thus adopted, Mr. Alexandru Nicolcioiu being granted the possibility to sub-appoint third parties to this effect.**

ROMPETROL RAFINARE S.A.

By: Mr. Alexandru Nicolcioiu

Director and

Proxy acting in virtue of article no. [5] of the Resolution no. 6/2015 of the General Ordinary Assembly of Shareholders as of [20/21].07.2015

Meeting secretaries:

Mr./Mrs. _____

Mr./Mrs. _____