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KazMunayGas
Group
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. 3/2016
of the General Extraordinary Meeting of the Shareholders of
ROMPETROL RAFINARE S.A.
as of April [28th /29th], 2016

The General Extraordinary Meeting of the Shareholders ("GEMS") 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. 60 (historic no. 5640) as of 28.03.2016,

Legally and statutory convened in session on 28[29] of April 2016, at 12:00 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 April 18th, 2016, deemed as Reference Date for this meeting,

Hereby adopts the following resolution concerning the items 1-4 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/rejected the ratification of the conclusion by the Company of Addendums no. 7/19.09.2014, no. 8/31.12.2014 and no. 9/26.11.2015 to the Loan Agreement no. 448 concluded on September 20, 2010 between the**



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Company and KMG International N.V. (former The Rompetrol Group N.V.), a significant shareholder of the Company, with its registered office at Strawinskylaan 807 Tower A-8, 1077XX, the Netherlands, registered with the Trade Registry of the Chamber of Commerce and Industry in Amsterdam under no. 24297754, extended and amended by Addendum no. 1 of 20.09.2011 approved by EGMS Resolution no. 4 of 10.10.2011, by Addendum no. 2 of 2.05.2012 approved by EGMS Resolution no. 2 of 29.06.2012 and by Addendum no. 3 of 20.09.2012 approved by EGMS Resolution no. 6 dated 26.10.2012 and by Addendum no.4 of 05.03.2013 approved by EGMS Resolution no. 3 dated 05.03.2013 and by Addendum no. 5 of 20.09.2013 and Addendum no. 6 of 14.02.2014 both approved by EGMS Resolution no. 3 dated 29.04.2014, having as object the amount of USD 250,000,000.

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/rejected the date of May 17th, 2016, as registration date, for the purpose of article 238 par. (1) under Law no. 297/2004, for the identification of the shareholders falling under the scope of the decisions adopted within this GEMS.**

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/rejected the date of May 16th, 2016, as "ex date",** as such is defined by the NSC Regulation no. 6/2009.

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/rejected 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 Resolution no. 3/2016 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.
By: Mr. Alexandru Nicolcioiu



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**Director of the Company and
Proxy acting in virtue of article no. [4] of the Resolution no. 3/2016 of the
General Extraordinary Meeting of Shareholders as of [28/29].04.2016**

Meeting secretaries:

Mr./Mrs. _____

Mr./Mrs. _____