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KazMunayGas
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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

[UPDATED as of April 15th, 2016 ACCORDING TO THE SUPPLEMENTED AGENDA¹]

**RESOLUTION DRAFT no. 2/2016
of the General Ordinary Meeting of the Shareholders of
ROMPETROL RAFINARE S.A.
as of April [28th /29th], 2016**

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 Romanian Official Gazette, Part IV, no. 1247 as of 28.03.2016 and in "Bursa" newspaper no. 60 (historic no. 5640) as of 28.03.2016, and supplemented through the revised agenda published in the Romanian Official Gazette, Part IV, no. 1495 as of 14.04.2016 and in "Bursa" newspaper no. 73 (historic no. 5653) as of 14.04.2016,

Legally and statutorily convened in session on 28[29] of April 2016, 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

¹ *Supplementation of the agenda of the Ordinary General Meeting of Shareholders was published in the Romanian Official Gazette, Part IV, no. 1495 as of 14 April 2016 and in the newspaper "Bursa" no. 73 (records no. 5653) as of April 14th, 2016.*



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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 7 - 13 on the agenda:

Article 1

a) 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 to terminate the director's mandate granted to Mr. Alexandru Nicolcioiu following the latter's resignation from the said position starting with May 1st, 2016.**

b) 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 discharge of Mr. Alexandru Nicolcioiu of any duties and liabilities resting upon him for the term of the mandate of member of the Board of Directors for the timeframe 01.01.2016 – 30.04.2016, shall be performed as per the provisions of the law.**

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 election Mr. Cătălin Dumitru as member of the Company's Board of Directors, for a mandate starting on May 1st, 2016 and ending on April 30th, 2018 (the expiry date of the mandate granted to the current members of the Board of Directors),** following the approval of the point No. 7 on the agenda of GOMS.

Article 3

b) 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 revocation of Mr. Nicolae Bogdan Codruț Stănescu from his capacity of member of the Board of Directors of Rompetrol Rafinare S.A. starting with 28.04.2016, following the latter's resignation from his capacity of member of the Board of Directors starting with April 28th, 2016.**

b) 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 discharge of Mr. Nicolae Bogdan Codruț Stănescu**



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of any duties and liabilities resting upon him for the term of the mandate of member of the Board of Directors for the timeframe 01.01.2016 – 27.04.2016, shall be performed as per the provisions of the law.

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 election Mr. Marius Mitruş as member of the Board of Directors of Rompetrol Rafinare S.A., 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),** following the approval of the previous article of this Resolution.

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/rejected the date of May 17th, 2016, 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 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/rejected the date of May 16th, 2016, as "ex date",** as such is defined by the NSC Regulation no. 6/2009.

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/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 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.**

ROMPETROL RAFINARE S.A.

By: Mr. Alexandru Nicolcioiu

Director of the Company and

Proxy acting in virtue of article no. [7] of the Resolution no. 2/2016 of the General Ordinary Meeting of Shareholders as of [28/29].04.2016



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Meeting secretaries:

Mr./Mrs. _____

Mr./Mrs. _____