



**rompetrol**

KazMunayGas  
Group  
Member

ROMPETROL RAFINARE S.A.  
Bulevardul Navodari, nr. 215,  
Pavilion Administrativ,  
Navodari, Judetul Constanta,  
ROMANIA

phone: + (40) 241 50 60 00  
+ (40) 241 50 61 50  
fax: + (40) 241 50 69 30  
office.rafinare@rompetrol.com  
[www.rompetrol-rafinare.ro](http://www.rompetrol-rafinare.ro)  
[www.rompetrol.com](http://www.rompetrol.com)

**RESOLUTION DRAFT no. 2/2017  
of the General Ordinary Meeting of the Shareholders of  
ROMPETROL RAFINARE S.A.  
as of April [13<sup>th</sup> /14<sup>th</sup>], 2017**

**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. 820 as of 13.03.2017 and in "Bursa" newspaper no. 47 as of 13.03.2017,

Legally and statutory convened in session on 13[14] of April 2017, 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'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 3<sup>th</sup>, 2017, deemed as Reference Date for this meeting,

Hereby adopts the following resolution concerning the items 4 - 6 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 reappointment of ERNST & YOUNG ASSURANCE SERVICES SRL** (headquartered in Bucharest Tower Center Building, 15-17 Ion Mihalache Blvd., 21st Floor, sector 1, Bucharest, registered with the Trade Registry under J40/5964/1999, having sole registration code 11909783, member of the Chamber of Financial Auditors of Romania as per authorization no. 77 dated 15 August 2001, legally represented by Mr. \_\_\_\_\_) **as the financial auditor of the Company**, to audit 2016 financial year, pursuant to the expiry of the audit service agreement, the duration of the financial audit service agreement being one year.



**rompetrol**

KazMunayGas  
Group  
Member

ROMPETROL RAFINARE S.A.  
Bulevardul Navodari, nr. 215,  
Pavilion Administrativ,  
Navodari, Judetul Constanta,  
ROMANIA

phone: + (40) 241 50 60 00  
+ (40) 241 50 61 50  
fax: + (40) 241 50 69 30  
office.rafinare@rompetrol.com  
[www.rompetrol-rafinare.ro](http://www.rompetrol-rafinare.ro)  
[www.rompetrol.com](http://www.rompetrol.com)

## **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 pursuant to art. 129<sup>2</sup> of the Regulations issued by the National Securities Commission no. 1/2006, the date of May 3, 2017 as Registration Date**, pursuant to art. 238 par. (1) of Law no. 297/2004 on the capital market, to identify the shareholders upon whom the effects of the Resolution no. 2/2017 adopted in this OGMS reflect and **the date of May 2, 2017 as Ex Date, from which the financial instruments are traded without the rights resulted from OGMS Rompetrol Rafinare**, as defined by the provisions of the Regulations issued by the National Securities Commission no. 6/2009.

## **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 to authorize Mr. Yedil Utekov**, General Manager and member of the Company's Board of Directors, to conclude and/or sign for and on behalf of the Company and/or of its shareholders the Resolution no. 2/2017 adopted within this OGMS and to carry out any and all requisite proceedings for such adopted Resolution no. 2/2017 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. Yedil Utekov**

---

**Director of the Company and**

**Proxy acting in virtue of article no. [3] of the Resolution no. 2/2017 of the General Ordinary Meeting of Shareholders as of [13/14].04.2017**

**Meeting secretaries:**

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

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