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ROMPETROL RAFINARE S.A.
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**RESOLUTION DRAFT no. 1/2017
of the General Ordinary Meeting of the Shareholders of
ROMPETROL RAFINARE S.A.
as of April [13th /14th], 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 3th, 2017, deemed as Reference Date for this meeting,

Hereby adopts the following resolution concerning the items 1-3, 5 and 6 on the agenda:

Article 1

a.1) In the version proposed accordingly to the Convening Notice published in the Official Gazette of Romania, Part. IV, no. 820 / 13.03.2017, and the Information Material of meeting published as of March 14th, 2017, as follows:

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. Marius Mitruș from his capacity of member of the Board of Directors of Rompetrol Rafinare S.A. starting with the date of this Ordinary General Meeting of Shareholders;**

[or, accordingly to the voting result]



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a.2) In the version proposed by Ministry of Energy through the draft of the resolutions sent to the Company in letter no. 101125/TFP/24.03.2017, as follows:

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 rejected the revocation of Mr. Marius Mitruş from his capacity of member of the Board of Directors of Rompetrol Rafinare S.A. starting with the date of this Ordinary General Meeting of Shareholders;**

b.1) In the version proposed accordingly to the Convening Notice published in the Official Gazette of Romania, Part. IV, no. 820 / 13.03.2017, and the Information Material of meeting published as of March 14th , 2017, as follows:

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** that the discharge of Mr. Marius Mitruş from any duties and liabilities resting upon him for the term of the mandate of Director of Rompetrol Rafinare from 2017, respectively as of January 1st, 2017 and until the date of this OGMS, shall be performed on the occasion of the approval of the Company's 2017 financial statements.

[or, accordingly to the voting result]

b.2) In the version proposed by Ministry of Energy through the draft of the resolutions sent to the Company in letter no. 101125/TFP/24.03.2017, as follows:

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** that does not give any decision on the discharge from the position of Director of Mr. Marius Mitruş for his mandate duration as member of the Board of Directors during 2017, respectively January 1st, 2017 and until the GMS.

Article 2

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 termination the Director's mandate and Chairman mandate granted to Mr. Azamat Zhangulov following the latter's resignation from the said position starting with February 2nd, 2017.**

b) With a number of [____] validly casted votes, accounting for the [unanimity/majority] of the votes exercised by the shareholders present or represented



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at the meeting, **it is hereby approved/rejected** that the discharge of Mr. Azamat Zhangulov from any duties and liabilities resting upon him for the term of the mandate of Director and Chairman during 2017, respectively for the timeframe between 01.01.2017 – 01.02.2017, shall take place on the occasion of the approval of the Company's 2017 financial statements.

Article 3

1) In the version proposed accordingly to the Convening Notice published in the Official Gazette of Romania, Part. IV, no. 820 / 13.03.2017, and the Information Material of meeting published as of March 14th , 2017, as follows:

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 election of two members in the Company's Board of Directors for a mandate starting with the date of this GOMS and ending on 30.04.2018 (the expiry date of the mandate granted to the current members of the Board of Directors), as follows:**

i) **Mr. Laurențiu-Dan Tudor**, pursuant to the revocation of Mr. Marius Mitruș as per item 1a) on the GOMS agenda. Mr. Laurențiu-Dan Tudor is a Romanian citizen, domiciled in Bucharest, Romania.

ii) **Mr. Alexey Golovin**, pursuant to the resignation of Mr. Azamat Zhangulov from the positions of Director of the Company and Chairman of the Board of Director as per item 2 a) on the GOMS Agenda. Mr. Alexey Golovin is citizen of the Kazakhstan State, residing in Sector 1, Bucuresti, Romania.

[or, accordingly to the voting result]

2) In the version proposed by Ministry of Energy through the draft of the resolutions sent to the Company in letter no. 101125/TFP/24.03.2017, as follows:

i) 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 rejected the election of Mr. Laurențiu-Dan Tudor as member in the Company's Board of Directors for a mandate starting with the date of this GOMS and ending on 30.04.2018 (the expiry date of the mandate granted to the current members of the Board of Directors).**

ii) 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**



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hereby approved the election of Mr. Alexey Golovin as member in the Company's Board of Directors for a mandate starting with the date of this GOMS and ending on 30.04.2018 (the expiry date of the mandate granted to the current members of the Board of Directors), pursuant to the resignation of Mr. Azamat Zhangulov from the positions of Director of the Company and Chairman of the Board of Director as per item 2 a) on the GOMS Agenda. Mr. Alexey Golovin is citizen of the Kazakhstan State, residing in Sector 1, Bucuresti, Romania.

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 pursuant to art. 129² 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. 1/2017 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 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 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. 1/2017 adopted within this OGMS and to carry out any and all requisite proceedings for such adopted this resolution 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. [5] of the Resolution no. 1/2017 of the General Ordinary Meeting of Shareholders as of [13/14].04.2017

Meeting secretaries:

Mr./Mrs. _____

Mr./Mrs. _____