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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
www.rompetrol.com

**RESOLUTION DRAFT no. 4/2017
of the General Extraordinary Meeting of the Shareholders of
ROMPETROL RAFINARE S.A.
as of December [20th /21th], 2017**

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. 4408 as of November 17th, 2017 and in “Bursa” newspaper no. 215 (historic no. 6039) as of November 17th, 2017,

Legally and statutory convened in session on 20[21] of December 2017, at 10:00 a.m. 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 December 8th, 2017, deemed as Reference Date for this meeting,

Hereby adopts the following resolution concerning the items 1, 2, 4 and 5 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, **GEMS acknowledged the implementation of the measures approved by the Board of Directors with a view to settling the net asset versus share capital.**

Article 2

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, **GEMS preliminary acknowledged**, pursuant to the implementation of the measures detailed under the previous article as well as the financial accounting statements, **the settling of the net asset ratio versus the subscribed share capital** provided that the confirming the settling of the net asset based on the approval of the audited financial statements afferent to the 2017 financial year;



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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 pursuant to art. 129² of the Regulations issued by the National Securities Commission no. 1/2006, the date of January 11th, 2018 as Registration Date**, pursuant to art. 86 par. (1) of Law no. 24/2017 on issuers of financial instruments and market operations, to identify the shareholders upon whom the effects of the Resolution no. 4/2017 adopted in this EGMS reflect and **the date of January 10th, 2018⁷ as Ex Date, from which the financial instruments are traded without the rights resulted from EGMS Rompetrol Rafinare**, as defined by the provisions of the Regulations issued by the National Securities Commission 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 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. 4/2017 adopted within this EGMS and to carry out any and all requisite proceedings for such adopted Resolution no. 4/2017 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. [4] of the Resolution no. 4/2017 of the General Extraordinary Meeting of Shareholders as of [20/21].12.2017

Meeting secretaries:

Mr./Mrs. _____

Mr./Mrs. _____