



**rompetrol**

KazMunayGas  
Group  
Member

ROMPETROL RAFINARE S.A.  
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**RESOLUTION DRAFT no. 5/2017  
of the General Extraordinary Meeting of the Shareholders of  
ROMPETROL RAFINARE S.A.  
as of December [20<sup>th</sup> /21<sup>th</sup>], 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 17<sup>th</sup>, 2017 and in “Bursa” newspaper no. 215 (historic no. 6039) as of November 17<sup>th</sup>, 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 8<sup>th</sup>, 2017, deemed as Reference Date for this meeting,

Hereby adopts the following resolution concerning the items 3, 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, **EGMS acknowledged the Report** drafted by the Company's Executive Management **regarding the preventive measures in terms of the security norms adopted by Rompetrol Rafinare S.A. in the past 12 months.**

**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 January 11<sup>th</sup>, 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. 5/2017 adopted in this EGMS reflect and **the date of January 10<sup>th</sup>, 2018**



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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 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. 5/2017 adopted within this EGMS and to carry out any and all requisite proceedings for such adopted Resolution no. 5/2017 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. 5/2017 of the General Extraordinary Meeting of Shareholders as of [20/21].12.2017**

**Meeting secretaries:**

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

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