



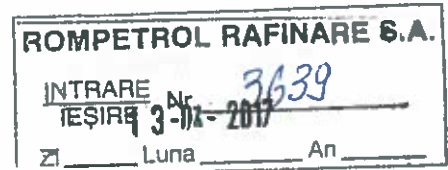
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KazMunayGas  
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To: **Financial Supervisory Authority  
BUCHAREST STOCK EXCHANGE**



**Current report as per the NSC Regulation no. 1/2006**

Report date: **April 13<sup>th</sup>, 2017**

**ROMPETROL RAFINARE S.A.**

Registered Seat: Năvodari, 215 Năvodari Blvd. (Administrative Facility), Constanta County

Telephone number: 0241/506100

Fax number: 0241/506930; 506901

Number of registration with the Trade Registry: J13/534/1991

Sole Registration Code: 1860712

Subscribed and paid-up capital: RON 4,410,920,572.60

Regulated market on which the securities are traded: BUCHAREST Stock Exchange (market symbol RRC)

**Significant events to report: Resolutions Nos. 1/2017 and 2/2017 adopted by the Ordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. of April 13<sup>th</sup>, 2017.**

**The Ordinary General Meeting of Shareholders of Rompetrol Rafinare S.A.** convened in session by virtue of art. 119 para. 1, of the Companies Law no. 31/1990, as republished and subsequently amended, of the provisions of the Law no. 297/2004 on the capital market, of the NSC Regulation no. 6/2009 on the exercise of certain rights of the shareholders during the general meetings of the trade companies, carried out its proceedings in compliance with the publicity and quorum conditions provided for by Law no. 31/1990, as republished and the provisions of the Articles of Incorporation of Rompetrol Rafinare S.A. (hereinafter referred to as the "Company").

The convening notice of the Ordinary General Meeting of Shareholders was published in the Official Gazette of Romania, 4<sup>th</sup> Part, no. 820 as of March 13<sup>th</sup>, 2017 and in "Bursa" newspaper no. 47 (historic no. 5871) as of March 13<sup>th</sup>, 2017.

**The Ordinary General Meeting of Shareholders ("OGMS")** was convened in session today, April 13<sup>th</sup>, 2017 – first convening – at 11.00 A.M., at the Company's headquarters, in compliance with the legal validity requirements, being attended either directly or through representatives of the shareholders representing 99.3299% of the Company's share capital registered with Depozitarul Central S.A. București on the reference date April 3<sup>rd</sup>, 2017, as follows:



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- the representative of the shareholder KMG International N.V, holder of 21,222,506,422 shares/voting rights, accounting for 48.1136% of the share capital,
- the representative of the shareholder the Romanian State, through the Ministry of Energy, holding 19,715,009,053 shares/voting rights, accounting for 44.6959% of the share capital,
- and a number of 6 (six) shareholders legal entities and natural persons (directly attending the meeting and by representative) and representatives of the shareholders legal entities, holding 2,876,097,189 shares/voting rights, accounting for 6.5204% of the share capital.

Subject to the provisions of the Company's Articles of Incorporation and of the Law No. 31/1990, as republished and subsequently amended, the Ordinary General Meeting of Shareholders adopted the Resolutions Nos. 1/2017 and 2/2017.

**Resolution no. 1/2017** - regarding the items on the agenda under Nos. 1 - 3, 5 and 6:

**Article 1**

a) With a number of 43,813,612,664 validly casted votes, accounting for the unanimity 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 Company's Board of Directors as of the date of this OGMS.**

b) With a number of 43,813,612,664 validly casted votes, accounting for the unanimity of the votes exercised by the shareholders present or represented at the meeting, **it is hereby approved for the discharge of Mr. Marius Mitruş from any duties and liabilities resting upon him for the term of the mandate of member of the Company's Board of Directors during 2017, respectively as of January 1<sup>st</sup>, 2017 and until the date of this OGMS, not to be decided upon** on the occasion of the approval of the Company's financial statements for the financial year 2017.

**Article 2**

a) With a number of 43,813,612,664 validly casted votes, accounting for the unanimity of the votes exercised by the shareholders present or represented at the meeting, **it is hereby approved the termination of the mandates of Director and Chairman of the Board of Directors granted to Mr. Azamat Zhangulov following the latter's resignation from the said positions starting with February 2<sup>nd</sup>, 2017.**

b) With a number of 43,813,612,664 validly casted votes, accounting for the unanimity of the votes exercised by the shareholders present or represented at the meeting, **it is hereby approved** for the discharge of Mr. Azamat Zhangulov from any duties and liabilities resting upon him for the term of the mandates of Director and Chairman during 2017, respectively for between 01.01.2017 – 01.02.2017, to take place on the occasion of the approval of the Company's financial statements for the financial year 2017.



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### Article 3

i) With a number of 43,813,612,664 validly casted votes, accounting for unanimity 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 of the Company's Board of Directors.**

ii) With a number of 43,813,612,664 validly casted votes, accounting for unanimity of the votes exercised by the shareholders present or represented at the meeting, **it is hereby approved the election of Mr. Alexey Golovin as the permanent member of the Company's Board of Directors for a mandate starting with the date of this OGMS and ending on 30.04.2018 (the expiry date of the mandate granted to the current members of the Board of Directors).** Mr. Alexey Golovin is citizen of the State of Kazakhstan, residing in Sector 1, Bucharest, Romania.

### Article 4

With a number of 43,813,612,664 validly casted votes, accounting for unanimity of the votes exercised by the shareholders present or represented at the meeting **it is hereby approved pursuant to art. 129<sup>2</sup> of the Regulation issued by the National Securities Commission no. 1/2006, the date of May 3<sup>rd</sup>, 2017 as Registration Date**, pursuant to art. 238 para. (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<sup>nd</sup>, 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 NSC Regulation no. 6/2009.**

### Article 5

With a number of 43,813,612,664 validly casted votes, accounting for unanimity of the votes exercised by the shareholders present or represented at the meeting **it is hereby approved 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."**

### **Resolution no. 2/2017 - regarding the items on the agenda under nos. 4 - 6:**

#### **"Article 1**

With a number of 43,813,612,664 validly casted votes, accounting for the unanimity of the votes exercised by the shareholders present or represented at the meeting, **it is hereby approved the appointment of ERNST & YOUNG ASSURANCE SERVICES SRL** (headquartered in Bucharest Tower Center Building, 15-17 Ion Mihalache Blvd., 21<sup>st</sup> 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



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authorization no. 77 dated August 15<sup>th</sup>, 2001, legally represented by Mrs. CORA ANAMARIA born in Sector 3, Bucharest Municipality, on 16.03.1975, domiciled in sector 3, 88C Drm. Malu Spart street, sector 3, Bucharest, holder of the identity card series RR no. 778776, issued by SPCLEP Sector 3 as of 27.07.2011) as **financial auditor of the Company, for the financial year 2017, the financial audit service agreement being concluded for a duration of one year.**

### **Article 2**

With a number of 43,813,612,664 validly casted votes, accounting for unanimity of the votes exercised by the shareholders present or represented at the meeting **it is hereby approved pursuant to art. 129<sup>2</sup> of the Regulations issued by the National Securities Commission no. 1/2006, the date of May 3<sup>rd</sup>, 2017 as Registration Date**, pursuant to art. 238 para. (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<sup>nd</sup>, 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 NSC Regulation no. 6/2009.**

### **Article 3**

With a number of 43,813,612,664 validly casted votes, accounting for unanimity of the votes exercised by the shareholders present or represented at the meeting **it is hereby approved 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 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.**

Chairman of the meeting

Yedil Utekov