



rompetrol

KazMunayGas
Group
Member

ROMPETROL RAFINARE S.A.
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RESOLUTION DRAFT no. 2/2019
of the General Ordinary Meeting of the Shareholders of
ROMPETROL RAFINARE S.A.
as of April [24th /25th], 2019

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 117 of the Law no. 31/1990 - as republished - by means of the convening notice published in the Official Gazette no. as of 22.03.2019 and in “Bursa” newspaper no. 54 (historical no. 6349) as of 22.03.2019,

Legally and statutory convened in session on 24[25] of April 2019, 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 12th, 2019, deemed as Reference Date** for this meeting,

Hereby adopts the following resolution concerning the items 6-7 on the agenda:

Article 1

[Approves/Rejects] with [the unanimity/majority] of the expressed votes **the termination of Mr. Cătălin Dumitru's mandate as a member of the Board of Directors** following his request to waive this position starting with September 1st, 2018.

Article 2

[Approves/Rejects] with [the unanimity/majority] of the expressed votes election of **Mr. Saduokhas Meraliyev**, Kazakh citizen, with the residence in Bucharest, **in the capacity of member of the Company's Board of Directors, for a mandate starting with the date this Ordinary General Meeting of Shareholders, which will expire on April 30th, 2022 (the date of the termination of current members' mandates)**. Mr. Saduokhas Meraliyev was appointed as a temporary member of the Board of Directors through the Decision no 1 of the Board of Directors/ September 1st, 2018, following the waiver of Mr. Cătălin Dumitru of the mandate as a member of the Board of Directors.



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Article 3

[Approves/Rejects] with [the unanimity/majority] of the expressed votes **the date of:**

(i) **May 15th, 2019 as Registration Date**, according to art. 86 paragraph (1) of Law no 24/2017; and

(ii) **May 14th, 2019 as “Ex Date” Date**, according to art. 2 paragraph. 2 letter 1) of Regulations no 5/2018.

Article 4

[Approves/Rejects] with [the unanimity/majority] of the expressed votes **to empower Mr. Yedil Utekov**, General Manager and member of the Board of Directors, to conclude and/or sign, on behalf of the Company, and/or of the shareholders of the Company the Resolutions following to be adopted in this OGMS and to carry out and all requisite proceedings for such adopted Resolutions 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. 2/2019 of the General Ordinary Meeting of Shareholders as of [24/25].04.2019

Meeting secretaries:

Mr./Mrs. _____

Mr./Mrs. _____