



**rompetrol**

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](http://www.rompetrol-rafinare.ro)  
[www.rompetrol.com](http://www.rompetrol.com)

**RESOLUTION DRAFT no. 3/2019**  
**of the General Ordinary Meeting of the Shareholders of**  
**ROMPETROL RAFINARE S.A.**  
**as of April [24<sup>th</sup> /25<sup>th</sup>], 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 statutorily 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 12<sup>th</sup>, 2019, deemed as Reference Date** for this meeting,

Hereby adopts the following resolution concerning the item 8 on the agenda:

**Article 1**

[Approves/Rejects] with [the unanimity/majority] of the expressed votes **appointment of Ernst & Young Assurance Services SRL as financial auditor of Rompetrol Rafinare S.A.** to auditing of the Company's financial statements for the financial year 2019, following the expiry of the audit service supply agreement, the term of the audit agreement being one (1) year.**and to establish the duration of the audit service supply agreement to minimum 1 year.**

**Article 2**

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

- (i) **May 15<sup>th</sup>, 2019 as Registration Date**, according to art. 86 paragraph (1) of Law no 24/2017; and
- (ii) **May 14<sup>th</sup>, 2019 as “Ex Date” Date**, according to art. 2 paragraph. 2 letter 1) of Regulations no 5/2018.



**rompetrol**

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](http://www.rompetrol-rafinare.ro)  
[www.rompetrol.com](http://www.rompetrol.com)

### **Article 3**

[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. [3] of the Resolution no. 3/2019 of the General Ordinary Meeting of Shareholders as of [24/25].04.2019**

**Meeting secretaries:**

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

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