



**rompetrol**

KazMunayGas  
Group  
Member

ROMPETROL RAFINARE S.A.  
Bulevardul Navodari, nr. 215,  
Pavilion Administrativ,  
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**RESOLUTION DRAFT no. 4/2019**  
**of the General Extraordinary Meeting of the Shareholders of**  
**ROMPETROL RAFINARE S.A.**  
**as of June [21<sup>st</sup> /24<sup>th</sup>], 2019**

**The General Extraordinary Meeting of the Shareholders** (“GEMS”) of the 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. 2080 as of 17.05.2019 and in “Bursa” newspaper no. 88 (historical no. \_\_\_\_ ) as of 17.05.2019,

Legally and statutory convened in session on 21[24] of June 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 **June 11<sup>st</sup>, 2019, deemed as Reference Date** for this meeting,

Hereby adopts the following resolution concerning the items on the agenda:

**Article 1**

In the presence of the shareholders representing \_\_\_\_\_% of the share capital and \_\_\_\_\_% of the total voting rights, with the affirmative votes of the shareholders representing \_\_\_\_\_% of the share capital and \_\_\_\_\_% of the casted votes, **it is hereby approved the establishing by the Company of a working point, located in the TMUC building site, Office no.1, located in Oil Terminal, the South platform, Constanta city, 15 square meters\_area, in accordance with the Agreement dated May 2<sup>nd</sup> 2019, registered under no. 183. The name, that will be used by the working point within its relationship with third parties and authorities will be “Rompetrol Rafinare SA – Constanta Working Point”.**

**Article 2**

In the presence of the shareholders representing \_\_\_\_\_% of the share capital and \_\_\_\_\_% of the total voting rights, with the affirmative votes of the shareholders representing \_\_\_\_\_% of the share capital and \_\_\_\_\_% of the casted votes, **it is hereby approved the date of:**

- (i) **July 10<sup>th</sup>, 2019 as Registration Date**, according to art. 86 paragraph (1) of Law no 24/2017; and
- (ii) **July 9<sup>th</sup>, 2019 as “Ex Date” Date**, according to art. 2 paragraph. 2 letter 1) of Regulations no 5/2018.



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### **Article 3**

In the presence of the shareholders representing \_\_\_\_\_% of the share capital and \_\_\_\_\_% of the total voting rights, with the affirmative votes of the shareholders representing \_\_\_\_\_% of the share capital and \_\_\_\_\_% of the casted votes, **it is hereby approved the empowerment of Mr. Yedil Utekov**, General Manager and member of the Board of Directors, to conclude and/or sign, for and on behalf of the Company, and/or of the shareholders of the Company the presence Resolution No. 4/2019 adopted in this EGMS and to carry out and all requisite proceedings for such adopted Resolution No. 4/2019 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: Yedil Utekov**

\_\_\_\_\_  
**Director of the Company and**

**Proxy acting in virtue of article no. 3 of the Resolution no. 4/2019 of the General Extraordinary Meeting of Shareholders as of 21[24].04.2019**

**Meeting secretaries:**

Mrs/Mr

Mrs/Mr