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
www.rompetrol.com

RESOLUTION DRAFT no. 2/2020
of the General Ordinary Meeting of the Shareholders of
ROMPETROL RAFINARE S.A.
as of April [29ᵗʰ /30ᵗʰ], 2020

The General Ordinary Meeting of the Shareholders ("GOMS") 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. …….. as of 24.03.2020 and in "Bursa" newspaper no. 56 (historical no. ….) as of 24.03.2020,

Legally and statutory convened in session on 29[30] of April 2020, at 11:00 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 **April 16ᵗʰ, 2020, deemed as Reference Date** for this meeting,

Hereby adopts the following resolution concerning the items 5, 7 and 8 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 approves for the current year:**

- **a gross monthly remuneration of Lei 15,385 corresponding to a net monthly remuneration of Lei 9,000 for each member of the Board of Directors;**

- **a gross monthly remuneration of Lei 5,128 corresponding to a net monthly remuneration of Lei 3,000 for each member of the Audit Committee;**

- **a gross monthly remuneration of Lei 5,128 corresponding to a net monthly remuneration of Lei 3,000 for each member of the Strategy Committee.**

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
www.rompetrol.com

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 [approves/rejects] the date of:**
(i) **May 19th, 2020 as Registration Date**, according to art. 86 paragraph (1) of Law no 24/2017; and
(ii) **May 18th, 2020 as "*Ex Date*" Date,** according to art. 2 paragraph. 2 letter 1) of Regulations no 5/2018.

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 [approves/rejects] the empowerment of Mr. Saduokhas Meraliyev,** Chairman of the Board of Directors, to conclude and/or sign the Resolution No.2/2020 adopted in this OGMS on behalf of the Company and/or of the shareholders of the Company **and of Mr. Felix Crudu-Tesloveanu**, General Manager of the Company, to carry out all the legal formalities for the registration, publicity, enforceability, enforcement and publication of this resolution adopted, both with the possibility of submandating third parties.

ROMPETROL RAFINARE S.A.
By: Mr. Saduokhas Meraliyev

_____

Chairman of the Board of Directors and
Proxy acting in virtue of article no. [3] of the Resolution no. 2/2020 of the General Ordinary Meeting of Shareholders as of [29/30].04.2020

Meeting secretaries:
Mr./Mrs. _____   Mr./Mrs. _____