



**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. 5/2020  
of the General Extraordinary Meeting of the Shareholders of  
ROMPETROL RAFINARE S.A.  
as of April [29<sup>th</sup> /30<sup>th</sup>], 2020**

**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. .... 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 01:00 p.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 16<sup>th</sup>, 2020, deemed as Reference Date** for this meeting,

Hereby adopts the following resolution concerning the items 3, 4 and 5 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 confirmed the continuation of the Company activity, under the conditions where in accordance with the 2019 financial statements audited, the net assets of the Company, determined as a difference between its total assets and total debts, decreased to less than half of the value of the subscribed share capital.

**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 approve the date of December 31<sup>st</sup>, 2021 until which the Company shall take all necessary legal measures to remedy the situation mentioned



**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)

in article 1 above, based on the Report of the Board of Directors, on the Report of the external auditor and on the Report of the internal auditor.

### **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 date of:**  
(i) **May 19<sup>th</sup>, 2020 as Registration Date**, according to art. 86 paragraph (1) of Law no 24/2017; and  
(ii) **May 18<sup>th</sup>, 2020 as “Ex Date” Date**, according to art. 2 paragraph. 2 letter 1) of Regulations no 5/2018.

### **Article 4**

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 Resolution no. 5/2020 adopted by this EGMS on behalf of the Company and/or of the shareholders of the Company **and Mr. Felix Crudu-Tesloveanu** to carry out all the legal formalities for the registration, publicity, enforceability, enforcement and publication of the present resolution, 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. [4] of the Resolution no. 5/2020 of the General Extraordinary  
Meeting of Shareholders as of [29/30].04.2020**

**Meeting secretaries:**

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

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