



RESOLUTION DRAFT no. 4/2020
of the General Extraordinary Meeting of the Shareholders of
ROMPETROL RAFINARE S.A.
as of April [29th /30th], 2020

The General Extraordinary 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 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 16th, 2020, deemed as Reference Date** for this meeting,

Hereby adopts the following resolution concerning the items 1, 2, 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 approves the modification and completion of the Company's Articles of Association** according to the proposal below, the rest of the provisions of the Articles of Association remaining unchanged:

It is noted that the shares held by the Romanian State issued by Rompetrol Rafinare are transferred by Depozitarul Central S.A. from the Romanian State through the Ministry of Energy to the Romanian State through the Ministry of Economy, Energy and Business Environment as a result of the implementation of the provisions of Emergency Ordinance no. 68/2019, and the modification of the articles corresponding to the Articles of Association of the Company is approved, amending the sub-paragraph (2) of art. 1, entitled "Shareholders", paragraph 1.1., Letter A., "Significant shareholders" in the Company's Articles of Association as follows:

“2) The Romanian state represented by the Ministry of Economy, Energy and Business Environment owns 19.715.009.053 fully paid-in shares of RON 1.971.500.905,3, representing 44,6959% of the 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 approves the update of the Company’s Articles of Association** following the approval of the previous article.

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 closure of the working point called “Constanta Facility”, located in TMUC site organization building, Office No. 1, located within the Oil Terminal, South Platform Section, Constanta, with a surface of 15 sqm according to Contract no. 183/02.05.2019.**

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 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 5

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 resolutions to be taken by this EGMS on behalf of the Company and/or of the shareholders of the Company including the signature of the updated Company's Articles of Association **and Mr. Felix Crudu-Tesloveanu** to carry out all the legal formalities for the registration, publicity, enforceability, enforcement and publication of resolutions taken, 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. [5] of the Resolution no. 4/2020 of the General Extraordinary Meeting of Shareholders as of [29/30].04.2020

Meeting secretaries:

Mr./Mrs. _____

Mr./Mrs. _____