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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

**RESOLUTION DRAFT no. 6/2020
of the General Ordinary Meeting of the Shareholders of
ROMPETROL RAFINARE S.A.
as of April [18th /21st], 2020**

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 119 and article 117 of the Law no. 31/1990 - as republished - by means of the convening notice published in the Official Gazette no. as of 14.08.2020 and in “Bursa” newspaper no. ____ (historical no.) as of 14.08.2020,

Legally and statutory convened in session on 18[21] of September 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 **September 7th, 2020, 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 [approves/rejects]** the revocation of Mr. Mihai-Liviu MIHALACHE from his capacity as member of the Board of Directors of the Company, as a result of his resignation from office, starting with June 4th, 2020.

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 termination of Mr. Saduokhas MERALIYEV's mandate as a member of the



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Board of Directors following the letter's resignation from the said position starting with October 1st, 2020.

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 Election of 2 (two) new members of the Board of Directors of the Company, as follows:

- a. Mrs. /Mr. _____, _____ citizen, having the domicile/residence in _____, as new member of the Board of Directors of the Company for a term that will begin with the date of this Ordinary General Meeting of Shareholders and will expire on April 30, 2022 (the expiration date of the term of office of the current members of the Board of Directors).
- b. Mrs. /Mr. _____, _____ citizen, having the domicile/residence in _____, as new member of the Board of Directors of the Company for a term that will begin with October 1st, 2020 and will expire on April 30, 2022 (the expiration date of the term of office of the current members of the Board of Directors).

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) **October 6th, 2020 as Registration Date**, according to art. 86 paragraph (1) of Law no 24/2017; and
- (ii) **October 5th, 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. Yedil Utekov**, Chairman of the Board of Directors, to conclude and/or sign the Resolution **No.6/2020** 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,



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enforcement and publication of this resolution adopted, both with the possibility of submandating third parties.

ROMPETROL RAFINARE S.A.

By: Mr. Yedil Utekov

**Member of the Board of Directors of the Company and
Proxy acting in virtue of article no. [5] of the Resolution no. 6/2020 of the General Ordinary
Meeting of Shareholders as of [18/21].09.2020**

Meeting secretaries:

Mr./Mrs. _____

Mr./Mrs. _____