



rompetrol

KazMunayGas
Group
Member

ROMPETROL RAFINARE S.A.
Bulevardul Navodari, nr. 215,
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**RESOLUTION DRAFT no. 1/2018
of the General Ordinary Meeting of the Shareholders of
ROMPETROL RAFINARE S.A.
as of December [15th /16th], 2018**

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 par. 1 of the Law no. 31/1990 - as republished - by means of the convening notice published in the Official Gazette of Romania, Part IV, no. 4648 as of December 8th, 2017 and in “Bursa” newspaper no. 227 (historical number 6051) as of December 8th, 2017,

Legally and statutory convened in session on 15[16] of January 2018, 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 of the Company 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 January 5th, 2018, deemed as Reference Date for this meeting, being thus fulfilled the statutory quorum requirements provided in art. 13.1 of the Company's Articles of Incorporation in order to vote,

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

Article 1

a) With a number of [___] validly casted votes, accounting for the [unanimity/majority] of the votes exercised by the shareholders present or represented at the meeting, **it is hereby approved/rejected revocation of Mr. Marius Mitruș from his capacity of member of the Board of Directors of Rompetrol Rafinare S.A. starting with the date of this GOMS;**

b) With a number of [___] validly casted votes, accounting for the [unanimity/majority] of the votes exercised by the shareholders present or represented at the meeting, **it is hereby approved/rejected** that the discharge of Mr. Marius Mitruș from any duties and liabilities resting upon him for the term of the mandate of Director of Rompetrol Rafinare from 2017 and 2018, respectively as of January 1st, 2017 and until the date of this OGMS, shall be performed on the occasion of the approval of the Company's 2017 and 2018 financial statements.

Article 2

With a number of [___] validly casted votes, accounting for [unanimity/majority] of the votes exercised by the shareholders present or represented at the meeting, **it is hereby approved/rejected election of Mrs. Nicoleta Viorica Soisun in the capacity of member of the Board of Directors of Rompetrol Rafinare S.A. for a mandate starting as of the date of this Ordinary General Meeting of Shareholders and due to expire on April 30th, 2018 (expiry date of the mandate of the current members of the Board of Directors).**



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Article 3

With a number of [___] validly casted votes, accounting for [unanimity/majority] of the votes exercised by the shareholders present or represented at the meeting **it is hereby approved/rejected the date of February 1st, 2018 as Registration Date** to identify the shareholders upon whom the effects of the Resolution no. 1/2018 adopted in this OGMS reflect and **the date of January 31st, 2018 as Ex Date, calendar date as of which the shares of Rompetrol Rafinare, subject to this OGMS Resolution, are traded without the rights deriving from this Resolution,** according to art. 2, letter f) from the Regulation 6/2009.

Article 4

With a number of [___] validly casted votes, accounting for [unanimity/majority] of the votes exercised by the shareholders present or represented at the meeting **it is hereby approved/rejected to authorize Mr. Yedil Utekov**, General Manager and member of the Company's Board of Directors, to conclude and/or sign for and on behalf of the Company and/or of its shareholders the Resolution no. 1/2018 adopted within this OGMS and to carry out any and all requisite proceedings for such adopted this Resolution 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: Mr. Yedil Utekov

Director of the Company and

Proxy acting in virtue of article no. [4] of the Resolution no. 1/2018 of the General Ordinary Meeting of Shareholders as of [15/16].01.2018

Meeting secretaries:

Mr./Mrs. _____

Mr./Mrs. _____