



**rompetrol**

KazMunayGas  
Group  
Member

ROMPETROL RAFINARE S.A.  
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**RESOLUTION DRAFT no. \_\_\_\_/2018  
of the General Extraordinary Meeting of the Shareholders of  
ROMPETROL RAFINARE S.A.  
as of April [27<sup>th</sup> /30<sup>th</sup>], 2018**

**The General Extraordinary Meeting of the Shareholders** (“GEMS”) 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 of Romania, Part IV, no. 1247 as of March 27<sup>th</sup> 2018 and in “Bursa” newspaper no. 57 (historical number 6118) as of March 27<sup>th</sup> 2018,

Legally and statutory convened in session on [27/30] of April 2018, at 12:00 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 April 18<sup>th</sup>, 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**

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, **GEMS takes note of the Report drawn up by the Executive Management of the Company regarding the measures taken by Rompetrol Rafinare S.A. in order to ensure the protection of the fundamental rights and freedoms of natural person (and in particular their right to the protection of personal data) and to minimize the risk of sanctions following the application of Regulation (EU) 2016/679 starting on 25 May 2018.**

**Article 2**

(i) 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 the date of May 16<sup>th</sup>, 2018 as Registration Date** to identify the shareholders upon whom the effects of the Resolution no. \_\_/2018 adopted in this EGMS reflect.



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(ii) 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 the date of May 15<sup>th</sup>, 2018 as Ex Date, calendar date as of which the shares of Rompetrol Rafinare, subject to this EGMS 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 Board of Directors, to conclude and/or sign, on behalf of the Company, and/or of the shareholders of the Company the decision following to be adopted in this EGMS and to carry out and all requisite proceedings for such adopted decision 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. [3] of the Resolution no. \_\_/2018 of the General Extraordinary Meeting of Shareholders as of [27/30].04.2018**

**Meeting secretaries:**

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

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