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Group
Member

ROMPETROL RAFINARE S.A.
Bulevardul Navodari, nr. 215,
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RESOLUTION DRAFT no. 3/2018
of the General Ordinary Meeting of the Shareholders of
ROMPETROL RAFINARE S.A.
as of April [27th /30th], 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 117 of the Law no. 31/1990 - as republished - by means of the convening notice published in the Official Gazette no. 1247 as of 27.03.2018 and in “Bursa” newspaper no. 57 (historical no. 6118) as of 27.03.2018,

Legally and statutorily convened in session on 27[30] of April 2018, at 10:00 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 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 18th, 2018, deemed as Reference Date** for this meeting,

Hereby adopts the following resolution concerning the items 7, 8 and 9 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, **it is hereby approved/rejected the election of the members who will form the new Board of Directors of the Company for a four-year term starting with May 1st, 2018 following the expiry on April 30th, 2018 the mandates of the current members of the Board of Directors.**

The composition of the Board of Directors is as follows:

- **Mr. Cătălin Dumitru**, romanian citizen, domiciled in Romania, București;
- **Mr. Yedil Utekov**, Kazakhstan citizen, residing in Romania, Constanța;
- **Mr. Alexey Golovin**, Kazakhstan citizen, residing in Romania, București;
- **Mr. Mihai Liviu Mihalache**, romanian citizen, domiciled in Romania, Râmnicu Vâlcea;
- **Mr. Nicolae Bogdan Codruț Stănescu**, romanian citizen, domiciled/residing in Romania, București.



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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/rejected the date of May 16th, 2018 as Registration Date** to identify the shareholders upon whom the effects of the Resolution no. 3/2018 adopted in this OGMS reflect.

(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/rejected the date of May 15th, 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 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 empowerment of 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 adopted by the present OGMS and to carry out any and all requisite proceedings for adopted 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. [3] of the Resolution no. 3/2018 of the General Ordinary Meeting of Shareholders as of [27/30].04.2018

Meeting secretaries:

Mr./Mrs. _____

Mr./Mrs. _____