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KazMunayGas
Group
Member

ROMPETROL RAFINARE S.A.
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RESOLUTION DRAFT no. 5/2018
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,

Having Agenda reviewed under Article 117¹ of the Law no. 31/1990, republished, regarding companies, Law no. 24/2017 regarding the issuers of financial instruments and operations of the market, in conjunction with the provisions of Article 7 paragraph (1) letter (A) of Regulation No 6/2009 C.N.V.M., by completing the Agenda of the Ordinary General Meeting of the Shareholders of the Company for 27 April 2018 (April 30, 2018 - the second convocation), published in the Official Gazette of Romania, Part IV, No 1457 of April 16th 2018, and national newspaper "Bursa" no. 69 (historical number 6130) of April 17th, 2018,

Legally and statutory 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,

Having regard to the provisions of Article 65(1) and (2) of Law No 162/2017 relating to the statutory auditing of the financial statements require the constitution of an audit committee at the level of the entities of public interest,

Having regard to the legal require that at least one member of the audit committee to have competents in the field of accountancy and the statutory audit, proven by documents of qualification for the fields in question, as well as qualifiers and professional skills of Mr. Dan Alexandru Iancu,

Hereby adopts the following resolution concerning the items no. 7², 8 and 9 on the Agenda:

Articolul 1

With a number of _____ validly casted votes, accounting for the unanimity of the votes exercised by the shareholders present or represented at the meeting, **it is hereby approved/rejected the appointment of Mr. Dan Alexandru Iancu, financial auditor, registered with Romanian Chamber of Financial Auditors as independent member in the Audit Committee, for a mandate equal to the mandate of the Board of Directors elected according to item 7 on the agenda of tis OGMS, i.e. from May 1st 2018, until April 30 th, 2022, according to art.2 item 12, letter a) of title I chapter I of Law 162/2017, and art. 65 of Title I, chapter IX of Law no. 162/2017.**

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. 5/2018 of the General Ordinary
Meeting of Shareholders as of [27/30].04.2018**



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Meeting secretaries:

Mr./Mrs. _____

Mr./Mrs. _____