



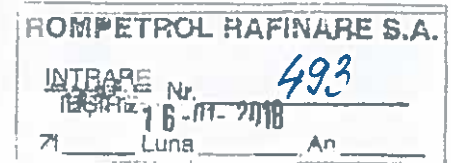
rompetrol

KazMunayGas
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FINANCIAL SUPERVISORY AUTHORITY
Financial Instruments and Investments Sector
Fax: 021- 659.60.51



BUCHAREST STOCK EXCHANGE – Regulated market
Fax: 021- 256.92.76

From: **ROMPETROL RAFINARE S.A.**

CURRENT REPORT

In compliance with the provisions of Law no. 24/2017 on issuers of financial instruments and market operations and Regulation no. 1/2006 on issuers and operations with securities

Report date: **January 16th, 2018**

ROMPETROL RAFINARE S.A.

Registered Seat: Năvodari, 215 Năvodari Blvd. (Administrative Building), Constanta County

Telephone number: 0241/506100

Fax number: 0241/506930; 506901

Number of registration with the Trade Registry: J13/534/1991

Sole Registration Code: 1860712

Subscribed and paid-up capital: RON 4,410,920,572.60

Regulated market on which the securities are traded: BUCHAREST Stock Exchange (market symbol RRC)

Significant events to report: Resolution no. 1/2018 adopted by the Ordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. as of January 15th, 2018.

The Ordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. convened in session by virtue of art. 119 para.1 of the Companies Law no. 31/1990, as republished and subsequently amended, of the provisions of the Law no. 24/2017 on the issuers of financial instruments and market operations, of the National Securities Commission's Regulations no. 1/2006 on issuers and operations with securities and no. 6/2009 on the exercise of certain rights of shareholders in company general meetings, as further amended and supplemented, carried out its proceedings in compliance with the publicity and quorum conditions provided for by Law no. 31/1990, as republished and subsequently amended and the provisions of the Articles of Incorporation of Rompetrol Rafinare S.A. (hereinafter referred to as the "Company").

The convening notice of the Ordinary General Meeting of Shareholders was published in the Official Gazette of Romania, 4th Part, no. 4648 as of December 8th, 2017 and in "Bursa" newspaper no. 227 (historic no. 6051) as of December 8th, 2017.



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The Ordinary General Meeting of Shareholders ("OGMS") was convened in session as of January 15th, 2018 – first convening – at 11.00 A.M., at the Company's headquarters, in compliance with the legal validity requirements, being attended either directly, through the vote by correspondence and by the representatives of the shareholders legal entities, representing 99.3299% of the Company's share capital and 99.3299% of the total voting right registered with Depozitarul Central S.A. București on the reference date January 5th, 2018, as follows:

- the representative of the shareholder KMG Internațional N.V, holder of 21,222,506,422 shares/voting rights, representing 48.1136% of the share capital,
- the representative of the shareholder the Romanian State, through the Ministry of Energy, holding 19,715,009,053 shares/voting rights, representing 44.6959% of the share capital,
- and a number of 7 (seven) shareholders natural persons (directly attending and by correspondence) and representatives of the shareholders legal entities, holding 2,876,105,749 shares/voting rights, representing 6.5204% of the share capital.

Subject to the provisions of the Company's Articles of Incorporation and of Law no. 31/1990, as republished and subsequently amended, the Ordinary General Meeting of Shareholders adopted the *Resolution no. 1/2018 in respect of the issues no. 1 – no. 4 on the meeting agenda*, as follows:

Resolution no. 1/2018

"Article 1

a) *With a number of 43,813,612,664 validly casted votes, representing 99.99998% (the majority) of the votes exercised by the shareholders present (directly attending and by correspondence) and represented at the meeting, it is hereby approved the 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 Ordinary General Meeting of Shareholders.*

b) *With a number of 43,813,621,224 validly casted votes, representing 100% (the unanimity) of the votes exercised by the shareholders present (directly attending and by correspondence) and represented at the meeting, it is hereby approved for 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, to take place on the occasion of the approval of the Company's 2017 and 2018 financial statements.*

Article 2

With a number of 43,813,612,664 validly casted votes, representing 99.99998% (the majority) of the votes exercised by the shareholders present (directly attending and by correspondence) and represented at the meeting, it is hereby approved the 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). Mrs. Nicoleta Viorica Soisun is a Romanian citizen, residing in Bucharest, Romania, born on August 12th, 1986.



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Article 3

(i) With a number of 43,813,621,224 validly casted votes, representing 100% (the unanimity) of the votes exercised by the shareholders present (directly attending and by correspondence) and represented at the meeting it is hereby approved 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.

(ii) With a number of 43,813,612,664 validly casted votes, representing 99.99998% (the majority) of the votes exercised by the shareholders present (directly attending and by correspondence) and represented at the meeting it is hereby approved 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 43,813,621,224 validly casted votes, representing 100% (the unanimity) of the votes exercised by the shareholders present (directly attending and by correspondence) and represented at the meeting it is hereby approved the authorization 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 no. 1/2018 adopted within this OGMS and to carry out any and all requisite proceedings for such 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.

Chairman of the Board of Directors

By Proxy

Chief Financial Officer – Mr. Vasile-Gabriel Manole