



**Results of the vote for Resolutions no. 3/2015 and no. 4/2015
adopted within the
Extraordinary General Meeting of Shareholders dated April 29th, 2015**

In accordance with the regulations applicable to the companies listed on a regulated market, Rompetrol Rafinare S.A. announces the results of the votes within the Extraordinary General Meeting of Shareholders (hereinafter referred to as the "EGMS") which was held upon its first convening, subject to the publicity- and quorum-related requirements in accordance with the provisions laid down by law and by the Articles of Association, on April 29th, 2015, at 11:00 o'clock, at the Company's headquarters located in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța county, as follows:

A) Status of the shares and voting rights on the date of the EGMS

Share capital: Lei 4,410,920,572.6

Total number of shares issued by the Company: 44,109,205,726 registered shares

Shares with voting right: 44,109,205,726

Total number of voting rights: 44,109,205,726

Total number of voting rights cast and expressed: 43.815.906.380

Reference date: April 20th, 2015

Registration date: May 19th, 2015

Ex-Date: May 18th, 2015

B) Results of the vote for Resolution no. 3/2015 adopted by the EGMS on April 29th, 2015 - regarding the items no. 1, 3, 4 and 5 on the agenda.

Item 1. *It is hereby ratify and confirmed the execution by the Company, in capacity of non-ancillary borrower, ancillary borrower and guarantor, of a credit facility agreement in amount of up to USD 360,000,000, governed by the English law, to be used for the refinancing of certain outstanding existing indebtedness and for financing general corporate purposes of KMG Rompetrol Group (excluding long-term financing of Capex, acquisitions and leases), under the terms and conditions agreed by the Company jointly with other KMG Rompetrol Group companies, on one hand and Banca Comerciala Romana S.A., UniCredit Tiriac Bank S.A., Raiffeisen Bank S.A.*



si ING Bank NV, Bucharest Branch, on the other hand, as well as it is hereby secured the credit facility agreement by means of a movable mortgage agreement under the terms and conditions agreed by the parties.

Vote		
For	Against	Abstention
24,098,897,327 (55.0003%)	19,717,009,053 (44.9997%)	0 (0%)
Total cast votes: 43,815,906,380		
Total annulled votes: 0		

Item 3. It is hereby approved the date of May 19th, 2015, as registration date, for the purpose of article 238 par. (1) under Law no. 297/2004, for the identification of the shareholders falling under the scope of the decisions adopted within this GOMS.

Vote		
For	Against	Abstention
43,813,906,380 (99.9954%)	2,000,000 (0.0046%)	0 (0%)
Total cast votes: 43,815,906,380		
Total annulled votes: 0		

Item 4. It is hereby approved the date of May 19th, 2015, as *ex-date*, as such is defined by the NSC Regulation no. 6/2009.

Vote		
For	Against	Abstention
43,813,906,380 (99.9954%)	2,000,000 (0.0046%)	0 (0%)
Total cast votes: 43,815,906,380		
Total annulled votes: 0		



Item 5. Mr. Alexandru Nicolcioiu, director of the Company, is hereby empowered to conclude and/or sign for and on behalf of the Company and/or of its shareholders this decision which is adopted within this GOMS 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.

Vote		
For	Against	Abstention
43,813,906,380 (99.9954%)	2,000,000 (0.0046%)	0 (0%)
Total cast votes: 43,815,906,380		
Total annulled votes: 0		

C) Results of the vote for Resolution no. 4/2015 adopted by the EGMS on April 29th, 2015 - regarding the items no. 2, 3, 4 and 5 on the agenda.

Item 1. It is hereby approved the amendment and the supplementation of the Company’s Articles of Incorporation, as follows:

a) Chapter IV “General Meeting”, article 13 “Organization”, item 2 shall be amended and shall have the following content:

“13.2. For the share capital increases by contribution in cash, the withdrawal of the shareholders’ preferential right to the subscription of new shares should be decided by the general extraordinary meeting of the shareholders, attended by shareholders holding at least ¾ of the subscribed share capital and subject to the vote of the shareholders representing at least 2/3 of the voting rights. The share capital increased by contribution in kind should be approved by the general extraordinary meeting of shareholders, attended by at least ¾ of the subscribed share capital and subject to the vote of the shareholders holding at least 2/3 of the voting rights. The contributions in kind may consist solely of operational assets required to attain the scope of activity of the issuing company”.

b) Chapter IV “General Meeting”, article 13 “Organization”, item 9 shall be amended and shall have the following content:

“13.9. The shareholders may be represented in the general meeting by persons that are not shareholders of the company, in reliance of a limited or general power of attorney”.

c) The remaining articles of the Company’s Articles of Incorporation remain unchanged.



Vote		
For	Against	Abstention
43,813,906,380 (99.9954%)	2,000,000 (0.0046%)	0 (0%)
Total cast votes: 43,815,906,380		
Total annulled votes: 0		

Item 3. It is hereby approved the date of May 19th, 2015, as registration date, for the purpose of article 238 par. (1) under Law no. 297/2004, for the identification of the shareholders falling under the scope of the decisions adopted within this GOMS.

Vote		
For	Against	Abstention
43,813,906,380 (99.9954%)	2,000,000 (0.0046%)	0 (0%)
Total cast votes: 43,815,906,380		
Total annulled votes: 0		

Item 4. It is hereby approved the date of May 18th, 2015, as *ex-date*, as such is defined by the NSC Regulation no. 6/2009.

Vote		
For	Against	Abstention
43,813,906,380 (99.9954%)	2,000,000 (0.0046%)	0 (0%)
Total cast votes: 43,815,906,380		
Total annulled votes: 0		



Item 5. Mr. Alexandru Nicolcioiu, director of the Company, is hereby empowered to conclude and/or sign for and on behalf of the Company and/or of its shareholders this decision which is adopted within this GOMS 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.

Vote		
For	Against	Abstention
43,813,906,380 (99.9954%)	2,000,000 (0.0046%)	0 (0%)
Total cast votes: 43,815,906,380		
Total annulled votes: 0		

- The percentages express the ratio of the voting option in the total number of cast votes.

Secretary of the Meeting

CHIȚU Carmen-Daniela