



**To: The National Securities Commission (CNVM)  
Bucharest Stock Exchange**

**Current report according to the CNVM Rules No. 1/2006**

Report date: 29.06.2012

S.C. ROMPETROL RAFINARE S.A.

Registered office: Năvodari, Bulevardul Năvodari nr. 215, Pavilion Administrativ, Constanța County

Telephone number: 0241/506100

Fax number: 0241/506930; 506901

Registered with the Trade Register under the number: J13/534/1991

Sole registration code: 1860712

Subscribed and paid share capital: 4,410,920,572.6 lei

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

**Significant event to report:** Decisions Nos. 2/2012, 3/2012 and 4/2012 made by the General Shareholders Assembly of S.C. Rompetrol Rafinare S.A. held on 29 June 2012

The General Extraordinary Shareholders Assembly of S.C. Rompetrol Rafinare S.A., convened under article 117 of the Law No. 31/1990 on trade companies, republished and amended, the provisions of the Law No. 297/2004 on capital market, the CNVM Rules No. 6/2009 on exercising certain rights of the shareholders in the general assemblies of the trade companies, was conducted in compliance with the publicity conditions and quorum as per the provisions of the Law No. 31/1990 as republished, and the Constitutive Act of S.C. Rompetrol Rafinare S.A. (hereinafter referred to as the "Company").

The convening of the General Extraordinary Shareholders Assembly has been published in the Official Gazette of Romania, Part IV, No. 1965/25.05.2012 and in the 25.05.2012 issue of the newspaper "Bursa"

**The General Extraordinary Shareholders Assembly** has convened this 29th day of June 2012 - first convening - at 10.00 am at the Company's office, validly convened, with personal attendance, postal voting or voting through representatives of the shareholders accounting for 99.3326% of the share capital registered with Depozitarul Central S.A. Bucharest on the reference date of 19 June 2012, as follows:

- the representative of The Rompetrol Group N.V., holding 19,294,040,126 shares/voting rights accounting for 43.7415% of the share capital,
- shareholder Romanian State through the Ministry of Public Finance, holding 19,715,009,053 shares/voting rights accounting for 44.6959% of the share capital, exercising its right to postal voting,

**Rompotrol Rafinare SA**  
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CUI RO 1860712  
B-dul Năvodari nr. 215,  
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905700 Navodari  
ROMANIA

**UniCredit Tiriac Bank SA Constanta**  
IBAN: RO22BACX000000030500310  
**BRD Group Societe Generale SA -**  
**Big Corporate Clients Branch,**  
**Bucharest**  
IBAN: RO81BRDE450SV01026644500  
**Share capital: RON 4.410.920.572,6**

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- and a number of 7 private individuals and representatives of legal entities holding 4,805,786,139 shares/voting rights, accounting for 10.8952% of the share capital.

Based on the provisions of the Company's Constitutive Act and of the Law No. 31/1990 republished as amended, the General Extraordinary Shareholders Assembly ("AGEA") made the Decisions Nos. 2/2012, 3/2012 and 4/2012, as follows:

**Decisions No.2/2012** regarding the items 1, 4 and 5 on the agenda:

**Article 1**

Unanimously of votes cast, ratification is made to the conclusion by the Company of the Addendum No. 2 dated 2 May 2012 to the Loan Agreement No. 448 concluded on 20 September between 2010 the Company and The Rompetrol Group N.V., a significant shareholder of the Company, registered office in Strawinskyiaan 807 Tower A-8, 1077XX, the Netherlands, registered with the Trade Register of the Commerce and Industry Chamber of Amsterdam under the number 24297754 ("Loan Agreement") as further amended and extended by Addendum No. 1 of 20.09.2011 and approved by the AGEA decision No. 4 din 10.10.2011, and also the Loan Agreement No. 2 dated 2 May 2012 is ratified, containing all the amendments to the Loan Agreement No. 448 as of 20 September 2010 according to this Addendum, under the terms and conditions described at item 1.3 of the Information Sheet previously made available to the shareholders within the legal deadline.

**Article 2**

Unanimously of votes cast, the date of 16 July 2012 is approved as registration date in the sense of article 238 paragraph (1) of the Law No. 297/2004 to identify such shareholders affected by the decisions herein.

**Article 3**

Unanimously of votes cast, Mr. Arman Kairdenov, member of the Board of Directors and General Manager of the Company, is empowered, with a permission to transfer his power of attorney to third parties, attorneys included, to conclude and/or sign, on behalf of the Company and its shareholders, this decision of AGEA and to perform all legal formalities regarding the registration, publicity, opposability, execution and publishing of the decision adopted.

**Decision No. 3/2012** on the agenda at items 2, 4 and 5:

**Article 1**

With the majority of votes cast, the Board of Directors is approved and authorised to perform and validate transactions with fixed assets of a value cumulated over the



**ROMPETROL**

financial year 2012, which may exceed 20% of the total fixed assets, less receivables, but not more than USD 150,000,000. Transactions may reside in documents of purchase, disposal, exchange and claim raising against a third party as well as in any other papers and documents subsequent or related thereto and required to the final conclusion of the transactions.

### **Article 2**

Unanimously of votes cast, **the date of 16 July 2012 is approved as registration date** in the sense of article 238 paragraph (1) of the Law No. 297/2004 to identify such shareholders affected by the decisions herein.

### **Article 3**

Unanimously of votes cast, **Mr. Arman Kairdenov, member of the Board of Directors and General Manager of the Company, is empowered, with a permission to transfer his power of attorney to third parties, attorneys included, to conclude and/or sign, on behalf of the Company and its shareholders, this decision of AGEA and to perform all legal formalities regarding the registration, publicity, opposability, execution and publishing of the decision adopted.**

**Decision No. 4/2012** on the agenda at items 3, 4 and 5:

### **Article 1**

Unanimously of votes cast, **the amendment and extension of the Company's Constitutive Act is approved as follows:**

- i. Item 15.1 of article 15 titled "Duties" in Chapter V titled "Company administration (Uniform System). Board of Directors" shall be extended with letter h) below and shall read as follows:

**"15.1. The Board of Directors has the following main duties:**

- a) *establishes the main activity and development lines for the company;*
- b) *establishes the accounting and financial control system and approves the financial planning;*
- c) *appointment, revoking, respectively conclusion and termination of the agreements of the Company managers;*
- d) *supervises the managers' activity;*
- e) *prepares the annual report, organises the general assembly and implements the decision thereof;*
- f) *submits the application to open the insolvency procedure on the company as per the Law 85/2006 on insolvency;*
- g) *except for the legal documents for the adoption/conclusion of which, as required under the law, the approval from the General Shareholders Assembly is needed, the Board of*

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**Romp petrol Rafinare SA**  
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Directors approves the adoption/conclusion on behalf of the Company of the legal documents whose scope exceeds the amount of:

- i) **USD 50,000,000** in case of legal documents regarding oil supply, refined products distribution, respectively;
  - ii) **USD 20,000,000** in case of legal documents having scopes other than oil supply and refined products distribution, respectively, the approval for participation in establishing some trade companies with a contribution exceeding such amount, other patrimonial documents over such limit amount;
- h) To approve the organisational structure of the Company.  
*These duties may not be delegate to the Company managers”.*
- ii. The rest of the provisions of the Company’s Constitutive Act shall remain the same.

### **Article 2**

Unanimously of votes cast, **the date of 16 July 2012 is approved as registration date** in the sense of article 238 paragraph (1) of the Law No. 297/2004 to identify such shareholders affected by the decisions herein.

### **Article 3**

**Unanimously of votes cast, Mr. Arman Kairdenov, member of the Board of Directors and General Manager of the Company, is empowered, authorised to transfer his power of attorney to third parties, attorneys included, to conclude and/or sign, on behalf of the Company and its shareholders, this decision of AGEA and to perform all legal formalities regarding the registration, publicity, opposability, execution and publishing of the decision adopted, as well as to update and sing the Company Constitutive Act on shareholders’ behalf.**

**S.C. ROMPETROL RAFINARE S.A.**

**Chairman of the meeting  
Alexandru Nicolciou**

**General Manager  
Arman Kairdenov**

