

According to article 6, paragraph (1), letter d) of the National Securities Commission regulation no. 6/2009, published in the Official Gazette, Part I, no. 588/25.08.2009, throughout the entire period of time starting at least 30 days before the date of the general meeting and until the actual date thereof, the trade company is liable for rendering available to the shareholders on its website a resolution draft

**RESOLUTION DRAFT no. 2/2012
of the General Extraordinary Meeting of the Shareholders of
S.C. ROMPETROL RAFINARE S.A.
as of June 29th, 2012**

The General Extraordinary Meeting of the Shareholders ("EGMS") 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. _____ and in "Bursa" newspaper as of May 25th, 2012,

Gathered in session on 29 [30] of June 2012, 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 shareholders representing ____% of the share capital and respectively _____% of the entirety of

Rompotrol Rafinare SA
J13/534/1991
CUI RO 1860712
B-dul Năvodari nr.
215, Pavilion
Administrativ
905700 Navodari
ROMANIA

UniCredit Tiriace Bank SA Constanta
IBAN: RO22BACX0000000030500310
BRD Group Societe Generale SA – Big
Corporate Clients Branch, Bucharest
IBAN: RO81BRDE450SV01026644500
Share capital: RON 4.410.920.572,6

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voting rights, for all the Company's shareholders registered in the Registry of the Company's Shareholders at the end of June 19th, 2012, deemed as reference date for this meeting,

Hereby adopted the following resolution upon items no. 1, 4 and 5 of the agenda:

Article 1

It is hereby approved /ratified [with unanimity/majority of votes] **the execution by the Company of the Addendum no. 2 to the Loan Agreement no. 448, signed on September 20th, 2010 between the Company and The Rompetrol Group N.V., an important shareholder of the company, having its registered seat located in Strawinskylaan 807 Tower A-8, 1077XX, The Netherlands, registered with the Trade Register of the Chamber of Commerce and Industry of Amsterdam under no. 24297754 (the "Loan Agreement"), as extended and modified by the Addendum no. 1 as of September 20th, 2011, approved by EGMS Decision no. 4 as of October 10th, 2011. As well, it is hereby approved / ratified the Loan Agreement, containing the amendments to the Loan Agreement no. 448 as of September 20th, 2010, according to this Addendum, under the terms and conditions set out under item 1.3 of this Informative Material, which was provided to the shareholder in due and legal term.**

Article 2

The date of June 19th, 2012 is hereby approved [with unanimity/majority of votes] **as registration date**, within the meaning of article 238 par. (1) under Law no. 297, for the identification of the shareholders that are subject to the effects of the decisions adopted within this EGMS.

Article 3

Mr. Arman Kairdenov, member of the Board of Directors and General Manager of the Company is hereby empowered [with unanimity/majority of votes], with the possibility to give mandates to third parties, including lawyers, to conclude and/or to sign in the name of the Company and of the Company's shareholders this decision that is adopted in this EGMS and to

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execute all the legal formalities for the registration, publicity, opposability, execution and publication of the adopted decision.

S.C. ROMPETROL RAFINARE S.A.

By: Mr. Arman Kairdenov

General Manager and

Proxy acting in virtue of article no. 3 of the Resolution no. 2/2012 of the General Extraordinary Assembly of Shareholders as of [29/30].06.2012

Meeting secretaries:

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