



**ROMPETROL**

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

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

Report date: 26.10.2012

S.C. ROMPETROL RAFINARE S.A.

Registered seat: Năvodari, Bulevardul Năvodari nr. 215, Administrative Facility, Constanța County

Telephone number: 0241/506100

Fax number: 0241/506930; 506901

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

Sole registration code: 1860712

Subscribed and paid up 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:** Resolutions no. 5/2012 and 6/2012 adopted by the **General Ordinary Meeting of the Shareholders, respectively by the General Extraordinary Meeting of the Shareholders of S.C. Rompetrol Rafinare S.A. as of October 26<sup>th</sup>, 2012.**

The General Ordinary and Extraordinary Meetings of the Shareholders of S.C. Rompetrol Rafinare S.A. (hereinafter referred to as the "Meetings"), convened subject to article 117 of the Law No. 31/1990 on trade companies, as republished and amended, the provisions of the Law No. 297/2004 on capital market, the National Securities Commission Regulation no. 6/2009 on the exercise of certain rights of the shareholders during the general meetings of the trade companies, were conducted in compliance with the publicity and quorum conditions provided by the Law No. 31/1990, as republished, as well as with the provisions of the Articles of Incorporation of S.C. Rompetrol Rafinare S.A. (hereinafter referred to as the "Company").

The convening of the Meetings was published in the Official Gazette of Romania, Part IV, No. 3555/17.09.2012 and in "Bursa" newspaper as of September 17<sup>th</sup>, 2012.

**The General Ordinary Meeting of the Shareholders** („AGOA”) was convened today, in the session dated October 26<sup>th</sup>, 2012 – first convening – 10.00 a.m. at the Company's headquarters, in compliance with all legal validity related provisions, being attended either directly or through representatives by the shareholders accounting for 99.3331% of the share capital registered with Depozitarul Central S.A. Bucuresti on the reference date October 17<sup>th</sup>, 2012, as follows:

- The representative of the shareholder The Rompetrol Group N.V., holder of 20,226,040,126 shares/voting rights, accounting for 45.8545% of the share capital,

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905700 Navodari  
ROMANIA

**UniCredit Tiriac 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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- The representative of the shareholder Romanian State through the Ministry of Economy, Commerce and Business Environment, holding 19,715,009,053 shares/voting rights, accounting for 44.6959% of the share capital,
- and a number of 8 private individuals and representatives of legal entities holding 3,873,986,139 shares/voting rights, accounting for 8.7827 % of the share capital.

Subject to the provisions of the Company's Articles of Incorporation and of the Law No. 31/1990, as republished and amended, based on the direct vote expressed in relation to articles 1, 3 and 4 and the secret vote expressed in relation to article 2 of the Resolution, the General Ordinary Meeting of Shareholders ("AGEA") adopted the Resolution no. 5/2012 in respect of the issues from 1 to 4 on the meeting agenda, as follows:

**Resolution no. 5/2012** in respect of the issues from 1 to 4 on the meeting agenda:

**„Article 1**

**1. Subject to unanimous vote, it is hereby approved the termination of the mandate awarded to Mr. Yerzhan Orynbassarov for the positions of Member and Chairman of the Board of Directors, consequently to Mr. Orynbassarov's resignation from these positions starting with 06.08.2012.**

Subject to unanimous vote, it is hereby approved the relinquishment of Mr. Yerzhan Orynbassarov of the duties that rested upon him in his capacity of director throughout the timeframe 01.01.2012 – 05.08.2012 upon the date the financial statements of the Company are approved for the financial year 2012.

**Article 2**

**Subject to majority of votes, the following persons are hereby elected as directors for a mandate following to expire on 30.04.2014** (the expiry date of the mandate awarded to the current members of the Board of Directors): **Mr. Azamat Zhangulov** – upon the proposal of the shareholder The Rompetrol Group NV; **Mr. Iulian Marian BUTNARU and Mr. Dumitru Remus VULPESCU**, both upon the proposal of the Romanian State represented by the Ministry of Economy, Commerce and Business Environment ("MECMA") in compliance with the MECMA Order no. 2012/11.10.2012.

**Article 3**

**Subject to unanimous vote, it is hereby approved the date of November 13<sup>th</sup>, 2012, as registration date**, in the meaning of 238, par. (1) of the Law no. 297/2004, for identifying the shareholders influenced by the resolutions adopted in this AGOA.

**Article 4**

**Subject to unanimous vote, Mr. Arman Kairdenov – member of the Board of Directors and General Manager of the Company – is designated to conclude and/or sign on behalf of the Company and the shareholders of the Company this resolution adopted by AGOA and to carry out any and all legal proceedings that are necessary for the registration, enforceability, execution and publication of**

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***the adopted resolution, Mr. Kairdenov having the right to sub-appoint third parties – attorneys at law including – to this effect.***

**General Extraordinary Meeting of the Shareholders** („AGEA”) was convened today, in the session dated October 26<sup>th</sup>, 2012 – first convening – 11.00 a.m. at the Company's headquarters, in compliance with all legal validity related provisions, being attended either directly or through representatives by the shareholders accounting for 99.3331% of the share capital registered with Depozitarul Central S.A. Bucuresti on the reference date October 17<sup>th</sup>, 2012, as follows:

- The representative of the shareholder The Rompetrol Group N.V., holder of 20,226,040,126 shares/voting rights, accounting for 45.8545% of the share capital,
- The representative of the shareholder Romanian State through the Ministry of Economy, Commerce and Business Environment, holding 19,715,009,053 shares/voting rights, accounting for 44.6959% of the share capital,
- and a number of 8 private individuals and representatives of legal entities holding 3,873,986,139 shares/voting rights, accounting for 8.7827% of the share capital.

Subject to the provisions of the Articles of Incorporation of the Company and the Law no. 31/1990, as republished and amended, the General Extraordinary Meeting of the Shareholders adopted the Resolution no. 6/2012 in respect of the issues from 1 to 5 on the meeting agenda, as follows:

**Resolution no. 6/2012** in respect of the issues from 1 to 5 on the meeting agenda:

**„Article 1**

***Subject to unanimous vote, it is hereby ratified the conclusion by the Company of the Addendum no. 3 to the Loan Agreement no. 448 concluded on September 20<sup>th</sup>, 2010 by and between the Company and The Rompetrol Group N.V., significant shareholder of the Company, having its registered seat located in Strawinskylaan 807 Tower A-8, 1077XX, The Netherlands, registered with the Trade Registry of the Chamber of Commerce and Industry for Amsterdam under no. 24297754 („Loan Agreement”), extended and amended by Addendum no. 1 as of 20.09.2011 approved subject to the AGEA Resolution no. 4 as of 10.10.2011 and by Addendum no. 2 as of 02.05.2012 approved subject to the AGEA Resolution no. 2 as of 29.06.2012 (having as scope the amount of USD 400,000,000).***

**Article 2**

***Whereas during the elections organized according to item 2 on the agenda of AGOA held on 26.10.2012, 10:00 a.m., three new directors were elected, the Board of Directors being thus constituted of 5 members, as provided by art. 14.1 of the Company's Articles of Incorporation, subject to majority of votes, it is hereby rejected the decrease of the number of the Board members from 5 to 3 members.***

**Article 3**

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Whereas article 2 of this resolution, **subject to majority of votes, it is hereby rejected the amendment and/or supplementation of the Company's Articles of Incorporation in terms of amending Art. 14.1. as to reflect the corresponding changes in relation to the number of the Board members.**

### **Article 4**

**Subject to unanimous vote, it is hereby approved the date of November 13<sup>th</sup>, 2012, as registration date, in the sense of art. 238, par. (1) of the Law no. 297/2004, for the identification of the shareholders affected by the resolutions adopted in this AGEA.**

### **Article 5**

**Subject to unanimous vote, Mr. Arman Kairdenov – member of the Board of Directors and General Manager of the Company – is designated to conclude and/or sign on behalf of the Company and the shareholders of the Company this resolution adopted by AGEA and to carry out any and all legal proceedings that are necessary for the registration, enforceability, execution and publication of the adopted resolution, Mr. Kairdenov having the right to sub-appoint third parties – attorneys at law including – to this effect.**

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

**General Manager  
Arman Kairdenov**

