

To: **THE NATIONAL SECURITIES COMMISSION
BUCHAREST STOCK EXCHANGE**

Current report submitted in compliance with the National Securities Commission no. 1/2006

Report date: March 5th, 2013

S.C. ROMPETROL RAFINARE S.A.

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

Telephone number: 0241/506100; 506553

Fax number: 0241/506930; 506901

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

Sole Registration Code: 1860712

Subscribed and paid-up capital: 4.410.920.572,60 lei

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

Significant event to report: Resolutions no. 1/2013, 2/2013 and 3/2013 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 March 5th, 2013.**

The General Ordinary and Extraordinary Meetings of the Shareholders of S.C. Rompetrol Rafinare S.A. (hereinafter collectively referred to as the „Meetings”), convened by virtue of art. 117 of the Law no. 31/1990 on trade companies, as republished and subsequently amended, the provisions of the Law no. 297/2004 on capital market, the Regulation no. 6/2009 of the National Securities Commission on the exercise of certain rights of the shareholders during the general meetings of the shareholders of the trade companies, have conducted their due proceedings in compliance with the publicity and quorum requirements provided by the Law no. 31/1990, republished and the Articles of Incorporation of SC Rompetrol Rafinare SA (hereinafter referred to as the “Company”).

The Convening Notice of the Meetings was published in the Official Gazette of Romania, 4th Part, no. 655/February 1st, 2013 and in “Bursa” daily as of February 1st, 2013.

The General Ordinary Meeting of the Shareholders (“GOMS”) was convened in session, today March 5th, 2013 – first convening – 10.00 am – at the Company’s headquarters, in compliance with the legal requirements concerning the validity thereof, with direct attendance, subject to vote by correspondence or by representatives of the shareholders representing 99.33% of the share capital registered with Depozitarul Central SA Bucuresti at the reference date February 22nd, 2013, as follows:

- the representative of the shareholder “The Rompetrol Group N.V.”, holding 20,226,040,126 shares/voting rights, representing 45.8545% of the share capital,
- the representative of the shareholder “Romanian State – by the Ministry of Economy”, holding 19,715,009,053 shares/voting rights, representing 44.6959% of the share capital,
- and 9 individual shareholders and representatives of the legal entity-shareholders, holding 3,873,778,560 shares/voting rights, representing 8.78% of the share capital.

Subject to the provisions of the Company’s Articles of Incorporation and the Law no. 31/1990, as republished and subsequently amended, the General Ordinary Meeting of the Shareholders adopted the Resolution no. 1/2013 and the Resolution no. 2/2013 concerning the issues on the agenda as follows:



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- Resolution no. 1/2013 - on the issues no. 1, 2, 4 and 5 on the agenda, subject to direct vote for articles no. 1, 4 and 5 and to secret vote for article no. 2 of this resolution,
- Resolution no. 2/2013 - on the issues no. 3, 4 and 5 on the agenda, subject to secret vote for article no. 1 para 1 and to direct vote for articles 1 - para 2; 2 and 3 of this resolution.

Resolution no. 1/2013 on the issues no. 1, 2, 4 and 5 on the agenda:

„Article 1

Subject to unanimity of votes, it is hereby approved the termination of the mandate of member of the Board of Directors of Mr. Arman Kairdenov, further to his request to resign from this position as of 20.12.2012.

Subject to unanimity of votes, it is hereby approved the discharge of Mr. Arman Kairdenov from liability for its director's mandate for the period 01.01.2012 – 19.12.2012 shall be adopted upon the approval of the Company's financial statements for the financial year 2012.

Article 2

Subject to majority of votes, it is hereby approved the election of Mr. Sorin Graure, Romanian citizen, born in Constanta, Constanta County on 12.09.1978, domiciled in Constanta, 23B Libertatii Street, identified with ID card series KT, no. 054410 issued by Constanta Police Department on 12.09.2012, PIN 1780912131241, as member of the Company's Board of Directors, for a mandate which shall start on the date of this Ordinary General Meeting of Shareholders and which shall expire on 30.04.2014 (the date of expiry of the mandate of the current members of the Board of Directors).

Article 3

Subject to unanimity of votes, it is hereby approved the date of 21.03.2013, as registration date, within the meaning of art. 238 paragraph (1) of Law no. 297/2004, for the identification of the shareholders subject to the effects of the resolutions adopted by this GOMS.

Article 4

Subject to unanimity of votes, Mr. Sorin Graure, General Manager of the Company, is hereby authorized to conclude and/or sign on behalf of the Company and of the Company's shareholders this resolution adopted by the GOMS and to carry out any and all legal formalities for the registration, publicity, enforceability and publication thereof, Mr. Sorin Graure being entitled to sub-delegate third parties, including attorney-at-law to this effect."

Resolution no. 2/2013 on the issues no. 3, 4 and 5 on the agenda:

„Article 1

Subject to majority of votes, it is hereby approved the designation of ERNST & YOUNG ASSURANCE SERVICES SRL (headquartered in 63-68 Dr. Iacob Felix Street, 2nd floor, sector 1, Bucharest, registered with the Trade Registry under no. J40/5964/1999, having sole registration code 11909783, member of the Chamber of Financial Auditors of Romania, authorized under no. 77 on August 15th, 2001, duly represented by Mr. Garry Rex Collins, Australian citizen, born on March 29th, 1959 in Hobart, Australia, identified with passport series P, code AUS, no. E4032858 issued by the Australian authorities on July 26th, 2010, valid until July 26th, 2020), as financial auditor of the Company and



subject to majority of votes, it is hereby established a 4-year term for the audit services agreement.

Article 2

Subject to unanimity of votes, it is hereby approved the date of March 21st, 2013, as registration date, in the meaning of art. 238, par. (1) of the Law no. 297/2004, for the identification of the shareholders subject to the effects of the resolutions adopted by this GOMS.

Article 3

Subject to unanimity of votes, Mr. Sorin Graure, General Manager of the Company, is hereby authorized to conclude and/or sign on behalf of the Company and of the Company's shareholders this resolution adopted by the GOMS and to carry out any and all legal formalities for the registration, publicity, enforceability and publication thereof, Mr. Sorin Graure being entitled to sub-delegate third parties, including attorney-at-law to this effect."

The General Extraordinary Meeting of the Shareholders ("GEMS") was convened in session, today March 5th, 2013 – first convening – 11.00 am – at the Company's headquarters, in compliance with the legal requirements concerning the validity thereof, with direct attendance or by representatives of the shareholders representing 99.33% of the share capital registered with Depozitarul Central SA Bucuresti at the reference date February 22nd, 2013, as follows:

- the representative of the shareholder "The Rompetrol Group N.V.", holding 20,226,040,126 shares/voting rights, representing 45.8545% of the share capital,
- the representative of the shareholder "Romanian State – by the Ministry of Economy", holding 19,715,009,053 shares/voting rights, representing 44.6959% of the share capital,
- and 8 individual shareholders and representatives of the legal entity-shareholders, holding 3,873,777,560 shares/voting rights, representing 8.78% of the share capital.

Subject to the provisions of the Company's Articles of Incorporation and the Law no. 31/1990, as republished and subsequently amended, the General Extraordinary Meeting of the Shareholders adopted the Resolution no. 3/2012 in respect of the issues no. 1-4 on the agenda, as follows:

Resolution no. 3/2013 on the issues no. 1-4 on the agenda:

„Article 1

Subject to unanimity of votes, it is hereby approved the conclusion by the Company of **Addendum no. 1 to the Loan Agreement no. 2 concluded on May 2, 2012 between the Company and The Rompetrol Group N.V., a significant shareholder of the Company, with its registered office at Strawinskylaan 807 Tower A-8, 1077XX, the Netherlands, registered with the Trade Registry of the Chamber of Commerce and Industry in Amsterdam under no. 24297754 (the "Loan Agreement"), having as object the amount of USD 800,000,000, in the sense of an increase of the loan by USD 150,000,000.**

Article 2

Subject to unanimity of votes, it is hereby approved the conclusion by the Company of **Addendum no. 4 to the Loan Agreement no. 448 concluded on September 20th, 2010 between the Company and The Rompetrol Group N.V., a significant shareholder of the Company, with its registered office at Strawinskylaan 807 Tower A-8, 1077XX, the Netherlands, registered with the Trade Registry of the Chamber of Commerce and Industry in Amsterdam under no. 24297754, extended and amended by Addendum no. 1 of 20.09.2011 approved by EGMS Resolution no. 4 of 10.10.2011, by Addendum no. 2 of 2.05.2012**



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approved by EGMS Resolution no. 2 of 29.06.2012 and by Addendum no. 3 of 20.09.2012 approved by EGMS Resolution no. 6 dated 26.10.2012 (**having as object the amount of USD 400,000,000**), in the sense of a decrease of the loan by USD 150,000,000.

Article 3

Subject to unanimity of votes, **it is hereby approved the date of 21.03.2013, as registration date, within the meaning of art. 238 paragraph (1) of Law no. 297/2004, for the identification of the shareholders subject to the effects of the resolutions adopted by the EGMS.**

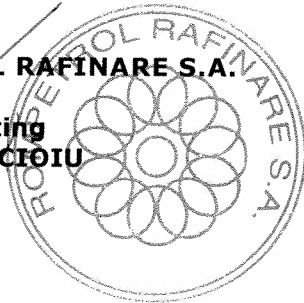
Article 4

Subject to unanimity of votes, **Mr. Sorin Graure, General Manager of the Company, is hereby authorized to conclude and/or sign on behalf of the Company and of the Company's shareholders this resolution adopted by the GEMS and to carry out any and all legal formalities for the registration, publicity, enforceability and publication thereof, Mr. Sorin Graure being entitled to sub-delegate third parties, including attorneys-at-law, to this effect."**

S.C. ROMPETROL RAFINARE S.A.

**President of Meeting
Alexandru NICOLCIOIU**

**General Manager
Sorin GRAURE**



Sorin Graure