



ROMPETROL

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. 2/2013
of the General Extraordinary Meeting of the Shareholders of
S.C. ROMPETROL RAFINARE S.A.
as of March 5th, 2013**

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 February 1st, 2013,

Convened in session on 5 [6] of March 2013, at 11:00 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 voting rights, for all the Company's shareholders registered in the Registry of the Company's Shareholders at the end of February 22th, 2013, deemed as reference date for this meeting,

Hereby adopted the following resolution upon items no. 1 - 4 of the agenda:

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

UniCredit Tiri ac 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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Article 1

It is hereby approved [with unanimity/majority of votes] **the conclusion by the Company of the Addendum no. 1 to the Loan Agreement no. 2 concluded on May 2nd, 2012 between the Company and The Rompetrol Group N.V., a major shareholder of the Company, with its registered office at Strawinskyiaan 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, having as scope the increase of the loan with USD 150,000,000.**

Article 2

It is hereby approved [with unanimity/majority of votes] **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 major shareholder of the Company, with its registered office at Strawinskyiaan 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 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), having as scope the decrease of the loan with USD 150,000,000.**

Article 3

The date of March 21th, 2013 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 4

Mr. Sorin Graure, General Manager of the Company is hereby empowered [with unanimity/majority of votes], to conclude and/or to sign for and on behalf of the Company and of the Company's shareholders this resolution that is adopted during this EGMS and to carry out all the legal formalities that are necessary for the registration, enforceability, execution and publication

**Rompetrol Rafinare SA
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of the adopted resolution subject to the possibility to sub-appoint third parties to this effect, including lawyers.

S.C. ROMPETROL RAFINARE S.A.
By: Mr. Sorin Graure

**General Manager and
Proxy acting in virtue of article no. ---- of the Resolution no. 2/2013 of the
General Extraordinary Assembly of Shareholders as of [5/6].03.2013**

Meeting secretaries:

Mr./Mrs. _____ Mr./Mrs. _____

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