



**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. 5/2013  
of the General Ordinary Meeting of the Shareholders of  
S.C. ROMPETROL RAFINARE S.A.  
as of June 18<sup>th</sup> /19<sup>th</sup>, 2013**

**The General Ordinary Meeting of the Shareholders** ("OGMS") 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 119 para 1 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 16<sup>th</sup>, 2013,

Gathered in session on 18[19] of June 2013, 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 voting rights, for all the Company's shareholders registered in the Registry of the Company's Shareholders at the end of June 7<sup>th</sup>, 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**

**Tel.: + (40) 241 50 60 00**  
**Tel.: + (40) 241 50 61 50**  
**Fax: + (40) 241 50 69 30**  
**<http://www.rompetrol.com>**  
**email: [office.rafinare@rompetrol.com](mailto:office.rafinare@rompetrol.com)**



### **Article 1**

It is hereby approved with a number of [\_\_\_] valid votes, representing the [unanimity/majority] of the votes hold by the shareholders presents or represented at the meeting, the **revocation of Mr. Dumitru-Remus Vulpescu from the position of member of the Company's Board of Directors.**

It is hereby approved with a number of [\_\_\_] valid votes, representing the [unanimity/majority] of the votes hold by the shareholders presents or represented at the meeting, that the discharge of Mr. Dumitru-Remus Vulpescu from liability for its director's mandate in 2013 shall be adopted upon the approval of the Company's financial statements for the financial year 2013.

### **Article 2**

It is hereby approved with a number of [\_\_\_] valid votes, representing the [unanimity/majority] of the votes hold by the shareholders presents or represented at the meeting, the **election of Mr. \_\_\_\_\_, \_\_\_\_\_ citizen, domiciled in \_\_\_\_\_, as member of the Company's Board of Directors for a mandate starting with the date of this Ordinary General Meeting of the Shareholders and expiring on 30.04.2014 (the expiry date of the current mandate of the members of the Board of Directors).**

### **Article 3**

It is hereby approved with a number of [\_\_\_] valid votes, representing the [unanimity/majority] of the votes hold by the shareholders presents or represented at the meeting, **the date of July 05, 2013, as registration date**, within the meaning of article 238 par. (1) under Law no. 297/2004, for the identification of the shareholders that are subject to the effects of the decisions adopted within this OGMS.

### **Article 7**

It is hereby approved with a number of [\_\_\_] valid votes, representing the [unanimity/majority] of the votes hold by the shareholders presents or represented at the meeting, **the empowerment of Mr. Sorin Graure, General Manager of the Company** 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 OGMS and to execute all the legal formalities for the registration, publicity, opposability, execution and publication of the adopted decision.

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**ROMPETROL**

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

**By: Mr. Sorin Graure**

**General Manager and  
Proxy acting in virtue of article no. [\_\_\_\_] of the Resolution no. 5/2013 of the  
General Ordinary Assembly of Shareholders as of [18/19].06.2013**

**Meeting secretaries:**

**Mr./Mrs. \_\_\_\_\_**

**Mr./Mrs. \_\_\_\_\_**

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