



ROMPETROL

6666

16 08 2013

**To: FINANCIAL SUPERVISORY AUTHORITY
BUCHAREST STOCK EXCHANGE**

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

Report date: August 16th, 2013

S.C. ROMPETROL RAFINARE S.A.

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

Telephone number: 0241/506100

Fax number: 0241/506930; 506901

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

Sole Registration Code: 1860712

Subscribed and paid-up share 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. 6/2013 and 7/2013 adopted by the General Extraordinary Meeting of the Shareholders of Rompetrol Rafinare S.A. as of August 16th, 2013.

The General Extraordinary Meeting of the Shareholders of Rompetrol Rafinare S.A. 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 Rompetrol Rafinare SA (hereinafter referred to as the "Company").

The convening of the General Extraordinary Meeting of the Shareholders was published in the Official Gazette of Romania, 4th Part, no. 3666/July 15th, 2013 and in "Bursa" newspaper as of July 15th, 2013.

The General Extraordinary Meeting of the Shareholders ("GEMS") was convened in session on August 16th, 2013 – first convening – 10.00 AM, at the Company's headquarters, in compliance with the legal validity requirements, being attended either directly or through representatives by the shareholders accounting for 43,814,979,679 of the share capital/voting rights, representing 99.3330% of the registered share capital registered with Depozitarul Central S.A. Bucuresti on the reference date August 7th, 2013, as follows:

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

1

Rompétrol Rafinare SA
J13/534/1990
CUI RO 1860712
B-dul Năvodari nr. 215,
Pavilion Administrativ
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

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



ROMPETROL

- The representative of the shareholder Romanian State through the Ministry of Economy, holding 19,715,009,053 shares/voting rights, accounting for 44.6959% of the share capital,
- and a number of eight private individuals and representatives of legal entities holding 3,873,930,500 shares/voting rights, accounting for 8.7826% 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, the General Extraordinary Meeting of Shareholders adopted the Resolution no. 6/2013 in respect of the issues from 1 to 5, 7 and 8 on the meeting agenda, and Resolution no. 7/2013 in respect of the issues from 6, 7 and 8 on the meeting agenda as follows:

Resolution no. 6/2013 on the issues from 1 to 5, 7 and 8 on the agenda:

„Article 1

*It is hereby approved with a number of 24,099,580,626 validly casted "affirmative" votes, representing the majority of the votes held by the shareholders attending the meeting either in person or by representative, **the conclusions to the Assessment Report prepared by the expert valuator PricewaterhouseCoopers Management Consultants SRL (headquartered in Bucharest, 301-311 Barbu Vacarescu street, Lakeview Building, 6th/3rd floor, district 2, registered with the Trade Registry no. J40/25750/1994, tax identification code 6812848), having as scope the assessment of the assets in the patrimony of Rompetrol Petrochemicals SRL (registered with the Trade Registry under no. J13/2681/2002, having sole registration code 15077797) assigned for the main petrochemistry activity, a company having Rompetrol Rafinare as sole shareholder, for the purpose of completing the operation set forth under point 2 of this agenda.***

Article 2

*It is hereby approved with a number of 24,099,580,626 validly casted "affirmative" votes, representing the majority of the votes held by the shareholders attending the meeting either in person or by representative, **the purchase by the Company of the ownership right over the assets consisting of intangible assets, tangible assets, fixed assets (buildings and constructions, technological equipment, measurement apparatus and installations, office equipment, IT equipment, means of transportation, other tangible assets), ongoing investments and stocks, used or related to the main petrochemistry activity, identified in the appendices to the Assessment Report set forth under the previous article, owned by Rompetrol Petrochemicals SRL (registered with the Trade Registry under no. J13/2681/2002, having sole registration code 15077797), according to the Assessment Report executed by PricewaterhouseCoopers Management Consultants SRL to this effect, subject to the approval of point 1 of the agenda.***

Article 3

*It is hereby approved with a number of 24,099,970,626 validly casted "affirmative" votes, representing the majority of the votes held by the shareholders attending the meeting either in person or by representative, **the take-over by the Company, subject to the same terms***

2

Romp Petrol Rafinare SA
J13/534/1990
CUI RO 1860712
B-dul Năvodari nr. 215,
Pavilion Administrativ
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

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



ROMPETROL

and conditions, of all Agreements concluded by Rompetrol Petrochemicals S.R.L. with third parties – private individuals or legal entities, ancillary to the performance of the main activity of this latter company (petrochemistry), including without limitation:

- a) Transfer of the staff involved in petrochemistry activities, in accordance with the applicable labour law;**
- b) Commercial product supply and sale agreements, with their related guarantees;**
- c) Credit facility agreements with their related guarantees.**

Article 4

It is hereby approved with a number of 24,099,970,626 validly casted "affirmative" votes, representing the majority of the votes held by the shareholders attending the meeting either in person or by representative, the conduct and completion of the Company's proceedings intended for obtaining the authorization as tax warehouse also over economic objectives and economic petrochemistry activities (for the assets and activities which are to be taken over according to the items above), provided that all these economic activities are continued.

Article 5

It is hereby approved with a number of 24,099,970,626 validly casted "affirmative" votes, representing the majority of the votes held by the shareholders attending the meeting either in person or by representative, the authorization of Mr. Sorin Graure, General Manager of the Company, and of Mr. Giani-Iulian Kacic, Finance Manager of the Company, to carry out any and all legal formalities and to sign for and on behalf of the Company any and all deeds approved by this GEMS at the previous items, being entitled to sub-appoint third parties to act for such purpose.

Article 6

It is hereby approved with a number of 43,814,979,679 validly casted "affirmative" votes, representing all the votes (unanimity) held by the shareholders attending the meeting either in person or by representative, the date of September 3rd, 2013 as registration date, according to art. 238 par. (1) of the Law no. 297/2004 for identification of the shareholders that fall under the scope of the resolutions of this GEMS.

Article 7

It is hereby approved with a number of 43,814,979,679 validly casted "affirmative" votes, representing all the votes (unanimity) held by the shareholders attending the meeting either in person or by representative, the authorization of Mr. Sorin Graure, member of the Board of Directors and General Manager of the Company, to conclude and/or sign for and on behalf of the Company and/or the Shareholders thereof, the present resolution adopted by this GEMS and to perform any and all legal proceedings for the registration, publication, enforceability and execution of this resolution, Mr. Sorin Graure being entitled to sub-appoint third parties to this effect".



ROMPETROL

Resolution no. 7/2013 on the issues no. 6, 7 and 8 on the agenda:

Article 1

It is hereby approved with a number of 24,098,998,126 validly casted "affirmative" votes, representing the majority of the votes held by the shareholders attending the meeting either in person or by representative, **the authorization of the Company's Board of Directors to carry out and validate transactions contemplating fixed assets with an aggregate value during the financial year 2013 higher than 20% of the value of the total fixed assets, less receivables, however less than USD 200,000,000. The transactions may stand for deeds of purchase, disposal, swap and creation of guarantees, as well as for any other deeds and documents subsequent or related thereto, necessary for the conclusion of the respective transactions.**

Article 2

It is hereby approved with a number of 43,814,979,679 validly casted "affirmative" votes, representing all the votes (unanimity) held by the shareholders attending the meeting either in person or by representative, **the date of September 3rd, 2013 as registration date, according to art. 238 par. (1) of the Law no. 297/2004 for identification of the shareholders that fall under the scope of the resolutions of this GEMS.**

Article 3

It is hereby approved with a number of 43,814,979,679 validly casted "affirmative" votes, representing all the votes (unanimity) held by the shareholders attending the meeting either in person or by representative, **the authorization of Mr. Sorin Graure, member of the Board of Directors and General Manager of the Company, to conclude and/or sign for and on behalf of the Company and/or the Shareholders thereof, the present resolution adopted by this GEMS and to perform any and all legal proceedings for the registration, publication, enforceability and execution of this resolution, Mr. Sorin Graure being entitled to sub-appoint third parties to this effect".**

ROMPETROL RAFINARE S.A.

**General Manager/Chairman of the meeting
Sorin GRAURE**

4

**Rompétrol Rafinare SA
J13/534/1990
CUI RO 1860712
B-dul Năvodari nr. 215,
Pavilion Administrativ
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**

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