

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. 7/2013
of the General Extraordinary Meeting of the Shareholders of
S.C. ROMPETROL RAFINARE S.A.
as of August [16th /19th], 2013**

The General Extraordinary Meeting of the Shareholders ("GEMS") 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 July 15th, 2013,

Gathered in session on 16[19] of August 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 August 7th, 2013, deemed as reference date for this meeting,

Hereby adopted the following resolution upon items no. 6, 7 and 8 of the agenda:

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Romp Petrol Rafinare SA
J13/534/1991
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 50
Fax: + (40) 241 50 69 30
<http://www.rompetrol.com>
email: 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 approval and empowerment of the Company's Board of Directors to carry out and validate transactions having as object fixed assets, with an aggregate value during the financial year 2013 which may exceed the percentage of 20% of the total fixed assets, minus receivables, yet by no more than USD 200,000,000. The transactions may be represented by deeds of acquisition, transfer, swap and establishment as guarantee, as well as by 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 [____] valid votes, representing the [unanimity/majority] of the votes hold by the shareholders presents or represented at the meeting **the approval of 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 [____] 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, 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 resolution following adopted in this GEMS and to perform any and all legal proceedings for the registration, publication, enforceability and execution of the adopted resolution, Mr. Sorin Graure being entitled to sub-appoint third parties to this effect.**

S.C. ROMPETROL RAFINARE S.A.

By: Mr. Sorin Graure

General Manager and

Proxy acting in virtue of article no. [____] of the Resolution no. 7/2013 of the General Extraordinary Assembly of Shareholders as of [16/19].08.2013

Meeting secretaries:

Mr./Mrs. _____

Mr./Mrs. _____

2

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