

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. 6/2013
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. 1 – 5, 7, and 8 of the agenda:

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Rompétrol 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
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<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 of 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) used 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 [____] valid votes, representing the [unanimity/majority] of the votes hold by the shareholders presents or represented at the meeting, **the approval of 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 Assesement Report set forth under the previous point, 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 [____] valid votes, representing the [unanimity/majority] of the votes hold by the shareholders presents or represented at the meeting, **the approval of the take-over by the Company, subject to the same terms, of all Agreements concluded by Rompetrol Petrochemicals S.R.L. with third parties – natural 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 the related guarantees;**
- c) **Credit facility agreements with related guarantees.**

Article 4

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 conduct and completion of the Company's proceedings for 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 [____] valid votes, representing the [unanimity/majority] of the votes hold by the shareholders presents or represented at the meeting **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 EGMS 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 [____] 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 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, 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. 6/2013 of the
General Extraordinary Assembly of Shareholders as of [16/19].08.2013**

Meeting secretaries:
Mr./Mrs. _____

Mr./Mrs. _____