



ROMPETROL

Pursuant to article 6 para. (1) letter d) of the National Securities Commission Regulation no. 6/2009, published in the Official Journal, Part I, no. 588/25.08.2009, the company shall, for the entire period starting at least 30 days prior to the date of the general meeting and including the date of the meeting, make available to the shareholders, on the company website, a draft resolution

**DRAFT RESOLUTION no. 5/2012
of the Ordinary General Meeting of Shareholders of
S.C. ROMPETROL RAFINARE S.A
from 26 October 2012**

Ordinary General Meeting of Shareholders („OGMS”) of ROMPETROL RAFINARE S.A., headquartered in Năvodari, Bulevardul Năvodari no. 215, Pavilion Administrativ, Constanța county, registered with the Trade Register under no. J13/534/1991, Sole Registration Code 1860712 (hereinafter called the “Company”), with a subscribed and paid up capital of RON 4,410,920,572.6, divided into 44.109.205.726 nominal shares, with a nominal value of RON 0.1 each,

Convened pursuant to article 117 of the Law no. 31/1990, republished, by the convening notice published in the Official Journal no. _____, and in Bursa newspaper from _____ 2012,

Convened in the meeting held on 26 [29] October 2012 at 10:00 a.m. (the first/second calling) at Company headquarters in Năvodari, Bulevardul Năvodari no. 215, Pavilion Administrativ, Constanța county, in the presence of shareholders representing ____% of the share capital and respectively ____% of the total voting rights for all Company shareholders registered in the Register of Company Shareholders at the end of the day of 17 October 2012, deemed Reference Date for this meeting,

have adopted this resolution on the issues on the agenda:

Article 1

With [unanimity/majority of votes expressed], **it is hereby approved the termination of the mandate of member and chairman of the Board of Directors of Mr Yerzhan Orynbassarov, following his request to resign from these positions starting with 06.08.2012.**

**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: RO22BACX000000030500310
BRD Group Societe Generale SA – Big
Corporate Clients Branch, Bucharest
IBAN: RO81BRDE450SV01026644500
Share capital: RON 4.410.920.572,6**

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With [unanimity/majority of votes expressed], it is hereby approved that the resolution regarding the director mandate of Mr Yerzhan Orynassarov for the period 01.01.2012 – 05.08.2012 is passed pursuant to approval of the financial statements of the Company for the financial year 2012.

Article 2

a) With [unanimity/majority of votes expressed], **it is hereby approved for the position of member of the Board of Directors of Mr Azamat Zhangulov**, Kazakhstan citizen with residence in Bucharest, Romania.

b) With [unanimity/majority of votes expressed], it is hereby elected as member of the **Board of Directors, at the proposal of the Company shareholders, Mr _____**, - _____ citizen, domiciled in _____, county/sector, **and Mr _____**, - _____ citizen, domiciled in _____, county/sector.

Article 3

With [unanimity/majority of votes expressed], **it is hereby approved the date of 13 November 2012 as registration date** under article 238 para. (1) of Law no. 297/2004, for identification of shareholders upon whom the matters adopted in this OGMS are effective.

Article 4

With [unanimity/majority of votes expressed], Mr Arman Kairdenov, member of the Board of Directors and General Manager of the Company, with the power to sub-delegate to third parties, including attorneys-at-law, is hereby empowered to conclude and/or sign on behalf of the Company and of Company shareholders this resolution adopted by OGMS and to perform all legal formalities of registration, publicity, opposability, execution and publication of the adopted resolution.

S.C. ROMPETROL RAFINARE S.A.

By: Mr Arman Kairdenov

General Manager and

Empowered by article no. [__] of the Resolution no. 5/2012 of the Ordinary General Meeting of Shareholders of [26/29].10.2012

Secretaries of the meeting:

Mr/Mrs _____

Mr/Mrs _____