



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. 4/2013
of the General Ordinary Meeting of the Shareholders of
S.C. ROMPETROL RAFINARE S.A.
as of April 29th, 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 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 March 29th, 2013,

Gathered in session on 29[30] of April 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 April 18th, 2013, deemed as reference date for this meeting,

Hereby adopted the following resolution upon items no. 1 - 7 of the agenda:

Rompetro 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

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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 annual individual financial statements having as closing day the day of December 31, 2012**, prepared in accordance with the International Financial Reporting Standards (IFRS), as laid down by the Order of the Minister of Public Finance no. 1286/2012, based on the Annual Report of the Board of Directors drafted pursuant to the provisions of NSC Regulation no. 1/2006, as further amended, and on the Financial Auditor's Report drawn up by Ernst & Young Assurance Services S.R.L.

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 annual consolidated financial statements having as closing day the day of December 31, 2012** (including the statements of Rompetrol Rafinare S.A. and those of its subsidiaries: Rompetrol Petrochemicals S.R.L., Rompetrol Downstream S.R.L., Rom Oil S.A., Rompetrol Quality Control S.R.L., Rompetrol Logistics S.R.L. (with the Rompetrol Gas S.R.L. subsidiary)), prepared in accordance with the International Financial Reporting Standards (IFRS), based on the Report of the Board of Directors and on the Financial Auditor's Report.

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 discharge from liability of the Company's directors for the activity conducted during the financial year 2012**, further to the submitted reports.

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 income and expenditure budget for 2013**.

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 Company's business schedule for 2013 including the investment plan for 2013**.

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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 fee payable to the members of the Board of Directors** for the financial year 2013.

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 date of May 17, 2012, 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.

S.C. ROMPETROL RAFINARE S.A.

By: Mr. Sorin Graure

General Manager and

Proxy acting in virtue of article no. [____] of the Resolution no. 4/2013 of the General Ordinary Assembly of Shareholders as of [29/30].04.2013

Meeting secretaries:

Mr./Mrs. _____

Mr./Mrs. _____

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