



**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. 6/2012  
of the Extraordinary General Meeting of Shareholders of  
S.C. ROMPETROL RAFINARE S.A  
from 26 October 2012**

**Extraordinary General Meeting of Shareholders („EGMS”)** 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 11:00 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 ratified the conclusion by the Company of the Addendum no. 3 to the Loan Agreement no. 448 concluded on 20 September 2010 between the Company and **The Rompetrol Group N.V., relevant**

**Rompertrol 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](mailto:office.rafinare@rompetrol.com)**



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shareholder of the Company, with registered office in Strawinskyiaan 807 Tower A-8, 1077XX, the Netherlands, registered in the Trade Register of the Amsterdam Chamber of Commerce and Industry under no. 24297754 ("Loan Agreement"), extended and amended by Addendum no. 1 from 20.09.2011 approved by EGMS Resolution no. 4 from 10.10.2011 and the Addendum no. 2 from 2.05.2012 approved by Resolution of the EGMS no. 2 from 29.06.2012 (for the amount of USD 400,000,000).

### **Article 2**

Given that, during the elections organized pursuant to point 2 on the agenda of the OGMS [no/applications have been submitted and no/2 new directors have been elected] so that the members of the Board of Directors reach the number of 5 members provided by article 14.1 of the Company Articles of Association, with [unanimity/majority of votes expressed] it is hereby approved/not approved the decrease of the members of the Board of Directors from 5 members to 3 members.

### **Article 3**

Based on the Resolution adopted in article 2 of this Resolution, [it is hereby approved/not approved] the amendment and/or completion of the Articles of Association of the Company in consideration of the appropriate changes of article 14.1 of the Articles of Association.

[Article 14.1 of the Articles of Association is hereby amended and completed as follows:

„**Article 14.1.** The activity of the Company is managed by a Board of directors composed of 3 (three) appointed by the Ordinary General Meeting, who may also be shareholders of the Company, natural or legal persons, of Romanian or foreign citizenship, respectively nationality. The Directors shall appoint, among them, the Chairman of the Board of Directors. When a legal person is appointed as director, upon such appointment the legal person must nominate a permanent representative, natural person“.]

### **Article 4**

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 EGMS are effective.

**Romp petrol Rafinare SA**  
**J13/534/1991**  
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**Article 5**

**1. 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 EGMS and to perform all legal formalities of registration, publicity, opposability, execution and publication of the adopted resolution, including for the updating and signing on behalf of the shareholders of the Addendum of the Company (if necessary).**

**S.C. ROMPETROL RAFINARE S.A.**

**By: dl. Arman Kairdenov**

\_\_\_\_\_  
**General Manager and**

**Empowered by article no. [\_\_] of the Resolution no. 6/2012 of the Extraordinary General Meeting of Shareholders of [26/29].10.2012**

**Secretaries of the meeting:**

Mr/Mrs \_\_\_\_\_

Mr/Mrs \_\_\_\_\_

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