



ROMPETROL

ROMPETROL RAFINARE S.A.	
IESIRE Nr.	3452
Ziua	29
Luna	04
Anul	2013

**TO: THE NATIONAL SECURITIES COMMISSION
BUCHAREST STOCK EXCHANGE**

**Current report submitted in compliance with the National Securities Commission
Regulation no. 1/2006**

Report date: April 29th, 2013

S.C. ROMPETROL RAFINARE S.A.

Registered seat: Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța county

Telephone number: 0241/506100

Fax number: 0241/506930; 506901

Registration number with the Trade Registry: J13/534/1991

Sole registration code: 1860712

Subscribed and paid-up capital: Lei 4,410,920,572.6

Regulated market on which the securities are traded: BUCHAREST Stock Exchange (market symbol RRC)

Significant event to report: Resolution no. 4/2013 adopted by the **Ordinary General Meeting of Shareholders of S.C. Rompetrol Rafinare S.A. as of April 29th, 2013.**

The Ordinary General Meeting of Shareholders of S.C. Rompetrol Rafinare S.A., convened by virtue of art. 117 of Law no. 31/1990 on trade companies, as republished and subsequently amended, of the provisions of Law no. 297/2004 on capital market, of the Regulation no. 6/2009 of the National Securities Commission on the exercise of certain rights of shareholders within the general meetings of shareholders of the trade companies, have conducted their due proceedings in compliance with the publicity and quorum requirements provided by the Law no. 31/1990, republished and by the Articles of Incorporation of SC Rompetrol Rafinare SA (hereinafter referred to as the "Company").

The Convening Notice of the Ordinary General Meeting of Shareholders was published in the Official Gazette of Romania, 4th Part, no. 1690/March 29th, 2013 and in "Bursa" newspaper on March 29th, 2013.

The Ordinary General Meeting of Shareholders ("OGMS") was convened in session, today, April 29th, 2013 – first convening – 10.00 am – at the Company's headquarters, in compliance with the legal requirements concerning the validity thereof, with the attendance in person or by proxies of the shareholders holding 43,815,088,679 shares/voting rights representing 99.3332% of the share capital registered with Depozitarul Central S.A. București on the reference date April 18th, 2013, as follows:

- the representative of the shareholder "The Rompetrol Group N.V.", holding 20,226,040,126 shares/voting rights, representing 45.8545% of the share capital,
- the representative of the shareholder "Romanian State – by the Ministry of Economy", holding 19,715,009,053 shares/voting rights, representing 44.6959% of the share capital,
- and 8 (eight) individual shareholders and representatives of the legal entity-shareholders, holding 3,874,039,500 shares/voting rights, representing 8.7828% of the share capital.

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Rompetrol Rafinare SA
J13/534/1990
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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Subject to the provisions of the Company's Articles of Incorporation and of the Law no. 31/1990, as republished and subsequently amended, the Ordinary General Meeting of Shareholders adopted Resolution no. 4/2013 concerning the issues no. 1 - 7 on the agenda as follows:

Resolution no. 4/2013

„Article 1

Subject to unanimity of votes, **the annual individual financial statements having as closing day the day of December 31st, 2012 are hereby approved**, which are prepared in accordance with the International Financial Reporting Standards (IFRS), as laid down by the Order of the Ministry 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. for the financial year 2012.

Main financial indicators are:

- Net turnover	Lei 12,323,113,339
- Total income	Lei 13,834,199,984
- Total expenses	Lei 14,131,853,484
- Net loss	Lei (297,653,500)
- Average number of employees	946 employees

Article 2

Subject to unanimity of votes, **the annual consolidated financial statements having as closing day the day of December 31st, 2012 are hereby approved** (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. (together with the subsidiary Rompetrol Gas S.R.L.)), which are 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 for the financial year 2012.

Main financial indicators are:

	USD	RON*
- Gross turnover	4,619,549,311	15,510,136,812
- Net turnover	3,843,481,873	12,904,490,389
- EBITDA (Earnings, Before Interest, Taxes, Depreciation and Amortization)	76,830,813	257,959,455
- EBIT (Operating loss)	119,532,295	401,329,681
- Net loss	163,033,733	547,385,760
- Number of employees on 31.12.2012	3,803 employees	

* RON as a currency for presenting the information in USD



Article 3

Subject to unanimity of votes, **it is hereby approved the discharge from liability of the Company's directors for the activity carried out during the financial year 2012**, based on the submitted reports.

Article 4

Subject to unanimity of votes, **it is hereby approved the income and expenditure budget for 2013.**

The main indicators of the Income and Expenditure Budget for 2013 are:

- Gross turnover	USD 4,789,723,715
- Net turnover	USD 3,797,365,700
- EBITDA (Earnings, Before Interest, Taxes, Depreciation and Amortization)	USD 55,888,166
- EBIT (Operating Loss)	USD 22,164,396
- Net loss	USD 51,464,901

With the majority of the cast votes, **it is hereby approved the Company's activity programme for 2013, including the investment plan for 2013.**

- Quantity processed by the Petromidia Refinery = 4,571,787 tons/year raw materials,
of which:

- Crude oil 4,261,763 tons/year
- Other raw materials 310,024 tons/year

- Quantity processed by the VEGA Refinery = 319,344 tons/year

- Aggregate value of investments of S.C. Rompetrol Rafinare S.A. for 2013 shall be of USD 59,950,605.

Article 5

Subject to majority of votes, **upon the proposal of the shareholders attending the meeting, it was decided to maintain during the financial year 2013 the same net monthly value of the directors' remuneration as that valid in 2012.**

Article 6

Subject to majority of votes, **it is hereby approved the date of May 17th, 2013 as registration date**, within the meaning of art. 238 par. (1) of Law no. 297/2004, for the identification of the shareholders that are subject to the effects of the resolutions adopted within this OGMS.

Article 7

Subject to majority of votes, **Mr. Sorin Graure**, member of the Board of Directors and General Manager of the Company, **is hereby authorized**, being entitled to sub-delegate third parties to act for such purpose, with a view to conclude and/or sign for and on behalf of the Company and/or of its shareholders this Resolution no. 4/2013 adopted within this OGMS and to carry out any and all



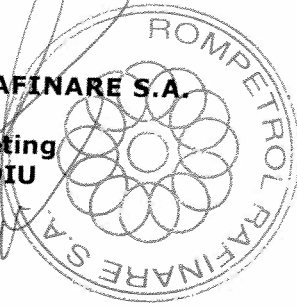
ROMPETROL

requisite legal proceedings for such adopted Resolution no. 4/2013 to be registered, rendered enforceable against third parties and published.

S.C. ROMPETROL RAFINARE S.A.

**Chairman of the meeting
Alexandru NICOLCIOIU**

**General Manager
Sorin GRAURE**



Graure

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J13/534/1990
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