



S.C. RAFO S.A.
Strada Industriilor, Nr. 3
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J04/538/1991

**Punctul I
Adunarea Generala Extraordinara a
Actionarilor**

**I. Aprobarea radierii de la Oficiul
Registrului Comertului de pe langa
Tribunalul Bacau a urmatoarelor puncte de
lucru ale S.C. RAFO S.A.:**

- Timisoara str. Garii, nr. 25, jud. Timis;
- Sacuieni, judetul Bihor;
- Oradea, str. Borsului nr.35, judetul Bihor;
- Cluj –Napoca, str. Portelanului FN, jud. Cluj;
- Brasov, str. Turnului nr. 5, jud. Brasov ;
- Craiova, str. Banatului nr. 34, judetul Dolj

Avand in vedere intentia RAFO ca afacerile legate de statiile de distributie (depozite) sa nu mai faca parte din planul afacerilor viitoare ale rafinarii, se supune aprobarii Adunarii Generale Extraordinare a Actionarilor radierea de la Oficiul Registrului Comertului de pe langa Tribunalul Bacau a punctelor de lucru S.C. RAFO S.A enumerate mai sus.

**Point I
Shareholders' Extraordinary General
Meeting**

**I. The approval of the radiation from the
Trade Register Office near Bacau Law Court
of the following bias points of S.C. RAFO
S.A.:**

- Timisoara 25 Garii Street, Timis County;
- Sacuieni, Bihor County;
- Oradea 35 Borsului Street, Bihor County;
- Cluj Napoca, Portelanului Street, no number, Cluj County;
- Brasov, 5 Turnului Street, Brasov County;
- Craiova, 34 Banatului Street, Dolj County

Taking into account that RAFO's intention concerning the businesses related to fuel distribution stations (warehouses) shall not belong anymore to the plan of the refinery's future businesses, we submit to the approval of the Shareholders' Extraordinary General Meeting the radiation from the Trade Register Office near Bacau Law Court of the abovementioned bias points of S.C. RAFO S.A.

**GENERAL MANAGER
MIROSLAV DERMENDJIEV**



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Punctul II

Adunarea Generala Extraordinara a Actionarilor

II. Aprobarea modificarii Actului Constitutiv al S.C. RAFO S.A. astfel:

□ **Capitolul I “Denumirea, forma juridica, sediul, durata”**

Art. 3. “Sediul societatii” va avea urmatorul continut:

Sediul societății este in **România, localitatea Onești, strada Industriilor, nr.3, judetul Bacau.**

Sediul societatii poate fi schimbat in alta localitate din Romania pe baza hotararii administratorului special cu respectarea prevederilor legale.

Societatea poate avea sucursale, filiale, reprezentante, agenții, situate si in alte localități din tara si din străinătate.

Capitolul VI “Gestiunea societatii comerciale”

Art. 18. “Audit financiar” va avea urmatorul continut:

Situatiile financiare ale societatii vor fi examinate de catre auditorii financiari in conformitate cu prevederile legale in vigoare.

Auditorii financiari pot fi persoane fizice sau juridice in conditiile prevazute de lege.

Auditorul S.C. RAFO S.A. este firma S.C. AZALEE EXPERT AUDIT S.R.L. cu sediul in Onesti, str. Emil Rebreanu bloc 11, ap.91, inregistrata la Oficiul Registrului Comertului sub nr. J 04/202/2002, Cod Fiscal 14534297, membra a Camerei Auditorilor Financiari din Romania cu carnetul 853.

Celelalte prevederi ale Actului Constitutiv raman neschimbate.

Se supune aprobarii Adunarii Generale Extraordinare a Actionarilor modificarea Actului Constitutiv al S.C. RAFO S.A. conform precizarilor mai sus mentionate.

Point II

The Extraordinary General Shareholders Meeting

II. The approval of S.C. RAFO S.A. Articles of Incorporation amendment, as follows:

□ **Chapter I “Name, legal form, head office, duration”**

Art. 3. “Company’s head office” shall read as follows:

Company’s head office is in **România, Onești locality, 3 Industriilor street, Bacau county.**

Company’s head office can be changed in other Romanian locality, based on the special administrator’s decision, with the observance of the legal provisions.

The company can have branches, local offices, representative offices, agencies, located in other localities from Romania or from abroad.

□ **Chapter VI “The commercial company’s management”**

Art. 18. “Financial audit” shall read as follows:

Company’s financial statements will be examined by the financial auditors in accordance with the legal provisions in force.

The financial auditors can be natural or legal persons, under the terms stipulated by the law. The auditor of S.C. RAFO S.A. is the company S.C. AZALEE EXPERT AUDIT S.R.L. headquartered in Onesti, Emil Rebreanus street, block 11, apartment 91, registered with the Trade Register Office under no. J 04/202/2002, Fiscal Code 14534297, member of the Romanian Chamber of Financial Auditors with the record 853.

The other provisions of the Articles of Incorporation remain unchanged.

It is submitted to the approval of the Extraordinary General Shareholders Meeting the amendment of S.C. RAFO S.A. Articles of Incorporation according to the abovementioned assignation.

**GENERAL MANAGER
MIROSLAV DERMENDJIEV**



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Punctul III Adunarea Generala Extraordinara a Actionarilor

III. Aprobarea datei de 14.05.2010 ca data de inregistrare a Hotararilor Adunarii Generale Extraordinare a Actionarilor, conform art. 238 din Legea nr. 297/2004 privind piata de capital asupra carora se rasfrang efectele hotararii adunarii generale extraordinare a actionarilor si data de 17.05.2010 in cazul in care adunarea isi desfasoara lucrarile la cea de-a doua convocare.

In conformitate cu prevederile art. 2 din Regulamentul 1/2006 privind emitentii si operatiunile cu valori mobiliare propunerea privind data de inregistrare (data calendaristica stabilita de adunarea generala a actionarilor care serveste la identificare actionarilor care urmeaza a beneficia de dividende sau de alte drepturi si asupra carora se rasfrang efectele Hotararilor AGA) este precizata in Convocarea Adunarii Generale a Actionarilor.

In conformitate cu prevederile art. 238 din Legea 297/2004 privind piata de capital **data de inregistrare** trebuie sa fie ulterioara cu cel putin 10 zile lucratoare datei tinerii adunarii generale a actionarilor.

Avand in vedere prevederile legale propunem data de **14.05.2010** ca data de inregistrare a Hotararii Adunarii Generale Extraordinare a Actionarilor asupra carora se rasfrang efectele hotararii Adunarii Generale Extraordinare a Actionarilor si data de **17.05.2010** in cazul in care adunarea isi desfasoara lucrarile la cea de-a doua convocare.

Point III The Extraordinary General Shareholders Meeting

III. The approval of the date of 14.05.2010 as the registration date of the Extraordinary General Shareholders' Meeting Decisions, according to the art. 238 of the Law 297/2004 regarding the capital market, upon which the effects of the extraordinary general shareholders' meeting decision reflect, and the date of 17.05.2010 in case the meeting takes place upon the second convocation.

According to the provisions stated by art. 2 of the Regulation 1/2006 regarding the issuers and the transferable securities operations, the proposal regarding the registration date (the calendar date established by the shareholders' general meeting that is used for the identification of the shareholders that are going to benefit from dividends or other rights and upon which the effects of the General Shareholders' Meeting Decisions reflect) is mentioned in the Convocation of the Shareholders' General Meeting.

According to the provisions stated by art. 238 of the Law 297/2004 regarding the capital market, **the registration date** must be within at least 10 working days subsequent to the date when the shareholders' general meeting takes place. Taking into account the legal provisions, we propose the date of **14.05.2010** as the registration date of the Extraordinary General Shareholders' Meeting Decision upon which the effects of the Extraordinary General Shareholders' Meeting Decision reflect and the date of **17.05.2010** in case the meeting takes place upon the second convocation.

DIRECTOR GENERAL
MIROSLAV DERMENDJIEV



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Punctul IV
Adunarea Generala Extraordinara a
Actionarilor

IX. Desemnarea unei persoane din partea S.C. RAFO S.A. pentru efectuarea tuturor formalitatilor de inregistrare a Hotararii Adunarii Generale Extraordinare a Actionarilor la Registrul Comertului.

Avand in vedere necesitatea inregistrarii Hotararii Adunarii Generale Extraordinare a Actionarilor S.C. RAFO S.A la Oficiul Registrului Comertului Bacau **propunem** imputernicirea unor persoane salariate la S.C. RAFO S.A. pentru a efectua formalitatile de inregistrare a Hotararilor Adunarii Generale Extraordinare a Actionarilor la Registrul Comertului.

Se propune desemnarea d-nei **LUCHIAN LILIANA MIRELA**, salariată a S.C. RAFO S.A , posesoare a C.I., seria X.C., nr. 147491, cod numeric personal 2710202043776 sau **Chircu Camelia** salariată a S.C. RAFO S.A., carte de identitate seria XC nr. 456057, eliberata de CNP 2690313044437, sa efectueze formalitatile de inregistrare a Hotararii Adunarii Generale Extraordinare a Actionarilor din data de 01/02.04.2010 la Registrul Comertului.

Point IV
The Extraordinary General Shareholders
Meeting

IX. The appointment of a person on behalf of S.C. RAFO S.A. to perform the registration formalities of the Extraordinary General Shareholders Meeting's Decisions with the Trade Register.

Taking into account the necessity of registering the Decision of the Extraordinary General Shareholders' Meeting of S.C. RAFO S.A. with the Trade Register Office Bacau, **we propose** the authorization of a person employee of S.C. RAFO S.A. in order to accomplish the registration formalities of the Extraordinary General Shareholders Meeting's Decisions with the Trade Register.

It is proposed the appointment of **Mrs. LUCHIAN LILIANA MIRELA**, employee of S.C. RAFO S.A., holder of the identity card series X.C., no. 147491, having the PN 2710202043776 or of **Mrs. Chircu Camelia**, employee of S.C. RAFO S.A., identity card series XC, no. 456057, having the PN 2690313044437 to execute the registration formalities of the Decisions taken by the Extraordinary General Shareholders' Meeting on 01/02.04.2010 within the Trade Register.

GENERAL MANAGER
MIROSLAV DERMENDJIEV