

SECURITIES AND EXCHANGE COMMISSION

FORM POS AM

Post-Effective amendments for registration statement

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FILER

PETROFINA

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SIC: **1382** Oil & gas field exploration services

Business Address
*52 RUE DE LLNDUSTRIE
B-1040 BRUSSELS
BELGIUM C9*

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 ON FORM F-3
TO

FORM F-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

PETROFINA
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

N/A
(TRANSLATION OF REGISTRANT'S NAME IN ENGLISH)

KINGDOM OF BELGIUM
(STATE OR OTHER JURISDICTION OF
INCORPORATION OR ORGANIZATION)
1311
(PRIMARY STANDARD INDUSTRIAL
CLASSIFICATION CODE NUMBER)
NONE
(I.R.S. EMPLOYER
IDENTIFICATION NUMBER)

52 RUE DE L'INDUSTRIE
B-1040 BRUSSELS, BELGIUM
(32-2) 288 91 11
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF
REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

WILMER, CUTLER & PICKERING
2445 M STREET, N.W.
WASHINGTON, DC 20037
(202) 663-6000
ATTENTION: RICHARD W. CASS
(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE,
OF AGENT FOR SERVICE)

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO PUBLIC: From time to
time after the effective date of this Post-Effective amendment to the
Registration Statement.

If the only securities being registered on this Form are being offered
pursuant to dividend or interest reinvestment plans, please check the following
box. []

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered in connection with dividend or interest reinvestment plans, check the following box. [X]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

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EXPLANATORY NOTE NOT FORMING PART OF PROSPECTUS

This Post-Effective Amendment No. 1 relates to an aggregate of 400,680 ordinary shares, without nominal value ("Ordinary Shares"), that are issuable upon exercise of 4,452,000 warrants ("Warrants") registered in connection with the acquisition of Fina, Inc., which occurred on August 5, 1998. Each Warrant may be exercised to purchase nine-tenths (0.9) of one American Depositary Share (an "ADS"), each ADS representing one-tenth (0.1) of one Ordinary Share. The Warrants and Ordinary Shares were registered on a Registration Statement on Form F-4 (File No. 333-49315), which was declared effective by the Securities and Exchange Commission on July 15, 1998. The purpose of this Post-Effective Amendment is to update the information set forth in the prospectus in such Registration Statement. The ADSs have been registered on a separate registration statement on Form F-6 (File No. 333-34102).

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SUBJECT TO COMPLETION
PRELIMINARY PROSPECTUS DATED MARCH 25, 1999

Up To 4,006,800 American Depositary Shares
Representing 400,680 Ordinary Voting Shares of

PETROFINA

PetroFina is an international integrated oil and gas company with its headquarters in Brussels, Belgium. PetroFina is offering 4,006,800 American Depositary Shares ("ADSs") that will be issued upon exercise of warrants PetroFina issued when it acquired shares in its U.S. subsidiary Fina, Inc. The basic terms of the warrants covered by this Prospectus are:

<TABLE>	<S>	<C>
Number of Warrants:		4,452,000
Securities Issuable Upon Exercise of Each Warrant:		0.9 of one American Depositary Share, each whole ADS representing 0.1 of an ordinary share of PetroFina
Exercise Price Per ADS:		\$42.25
Proceeds to PetroFina:		Up to \$169,287,300
Exercise Period:		Any time prior to 5:00 p.m. New York

</TABLE>

The ADSs are listed on the New York Stock Exchange under the symbol "FIN," and the warrants are listed on the New York Stock Exchange under the symbol "FIN WS."

PetroFina's principal executive offices are located at 52 rue de l'Industrie, B-1040, Brussels, Belgium. The telephone number is 011-322-288-9111.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Prospectus is March , 1999.

THE INFORMATION CONTAINED IN THIS PROSPECTUS IS NOT COMPLETE AND MAY BE CHANGED. THESE SECURITIES MAY NOT BE SOLD UNTIL THE POST-EFFECTIVE AMENDMENT TO THIS REGISTRATION STATEMENT FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS EFFECTIVE. THIS PROSPECTUS IS NOT AN OFFER TO SELL NOR IS IT SEEKING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

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WHERE YOU CAN FIND MORE INFORMATION

PetroFina files annual and other information with the SEC. PetroFina's SEC filings are available to the public over the Internet at the SEC's web site at <http://www.sec.gov>. You may also read and copy any document PetroFina files at the SEC's public reference rooms in Washington, D.C., New York, New York and Chicago, Illinois. Please call the SEC at 1-800-SEC-0330 for further information on the public reference rooms. You may also read PetroFina's SEC filings and other information about PetroFina at the New York Stock Exchange, 20 Broad Street, New York, New York 10005.

This Prospectus is part of a registration statement that PetroFina filed with the SEC. As permitted by SEC rules, the Prospectus does not include all the information included in the registration statement. You should review the registration statement which is available as indicated in the preceding paragraph.

The SEC allows PetroFina to incorporate by reference the information it files with the SEC, which means that PetroFina can disclose important information to you by referring you to those documents. The information incorporated by reference is an important part of this Prospectus, and information that PetroFina later files with the SEC will automatically update and supersede this information. PetroFina incorporates by reference the documents listed below and any future filings made with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 until all of the warrants are exercised or expire. All information appearing in this Prospectus is qualified by the information and consolidated financial statements included in the following documents incorporated by reference:

- Annual Report on Form 20-F for the fiscal year ended December 31, 1998 filed on March 24, 1997; and
- The description of PetroFina Shares and PetroFina ADSs and the description of tax consequences relating to PetroFina ADSs in its Registration Statement on Form 20-F (File No. 1-14672) filed on August 25, 1997.

You may request a copy of these filings at no cost by writing or telephoning PetroFina at the following address:

Shareholder Services
PetroFina
52 rue de l'Industrie
B-1040 Brussels Belgium
011-322-28-9111

You should rely only on the information incorporated by reference or provided in this Prospectus or any prospectus supplement. PetroFina has not authorized anyone else to provide you with different information. PetroFina is not making an offer of these securities in any state where the offer is not permitted. You should not assume that the information in this Prospectus is accurate as of any date other than the date on the front of this document.

ENFORCEABILITY OF CIVIL LIABILITIES UNDER U.S. FEDERAL SECURITIES LAWS

PetroFina is a Belgian corporation (societe anoyne/naamloze vennootschap). Most of its officers and directors and some of its counsel and accountants named in this Prospectus are not subject to the jurisdiction of the United States because they are neither citizens nor residents of the United States. Substantially all of the assets of these persons and a substantial portion of the assets of PetroFina and its subsidiaries are located outside the United States. As a result, it may not be possible for you to bring a lawsuit in the United States against these persons.

If you were able to bring a lawsuit in the United States against these persons, it might not be possible for you enforce any judgments you were able to obtain. PetroFina's Belgian counsel, Liedekerke, Wolters, Waelbroeck & Kirkpatrick, has advised PetroFina that Belgian courts will not automatically enforce judgments of U.S. federal or state courts that are based on U.S. federal securities laws against PetroFina, its non-U.S. subsidiaries, controlling persons, directors, officers or experts named in this prospectus. Under Belgian law, actions for enforcement of judgments of courts of the United States will be successful only if the Belgian court confirms the substantive correctness of the U.S. court's judgment and is satisfied that the judgement (a) is not contrary to Belgian public policy or law, (b) did not violate the rights of the defendant and (c) is not subject to further appeal under U.S. law. The Belgian court must also be satisfied as to the authenticity of the text of the U.S. court's judgment.

THE COMPANY

PetroFina is an international integrated oil and gas company active in all sectors of the petroleum industry: exploration and production, refining, marketing of refined petroleum products, petrochemicals and paints. Headquartered in Brussels, Belgium, PetroFina has a global presence and employs approximately 14,500 people. Founded in 1920, PetroFina is the twelfth largest publicly traded integrated oil and gas company in the world (based on market capitalization).

For a detailed description of our business and information about our management, see our Annual Report which is incorporated into this Prospectus by reference. The following information supplements or supersedes, as may be appropriate, the information contained in our Annual Report.

We indicated in our Annual Report that TOTAL has announced a two-step exchange offer for all outstanding shares of PetroFina. In its registration statement on Form F-4 filed March 24, 1999, TOTAL has indicated that it intends to exchange outstanding warrants for similar TOTAL warrants and ADSs for TOTAL ADSs.

FACTORS AFFECTING FORWARD-LOOKING STATEMENTS

In addition to the other information contained in this Prospectus and the documents we have incorporated by reference, you should consider the following carefully in evaluating whether to exercise your warrants and purchase ADSs.

This Prospectus and the information we have incorporated by reference contain certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities

Exchange Act of 1934, as amended. PetroFina's business is subject to risks and uncertainties beyond PetroFina's control. All written and oral forward-looking statements attributable to PetroFina and persons acting on its behalf are qualified in their entirety by the cautionary statements contained in this section and elsewhere in this Prospectus and any documents incorporated by reference. Actual events or results may differ materially from those discussed in forward-looking statements as a result of various factors, including:

- strong competition from other oil and gas companies, as well as companies in other sectors of the energy industry;
- the effect of extensive regulation of our Upstream business (exploration, development and production of crude oil and natural gas), including regulation of the following areas:
 - the award of exploration and production interests and licenses and the imposition of specific drilling obligations;
 - price controls and restrictions on pricing of intracompany transactions;
 - development, production rate and abandonment of gas and oil fields;
 - restrictions on ownership, affiliations or operations in certain countries;
 - export limits on reserves recovery and related operations;
 - contract renewals and possible cancellation of contract rights;
- changes in the terms of or enforcement practices under environmental laws and regulations of the European Union, Belgium, the United States and other countries, which affect all of PetroFina's business segments and which may result in significant civil, criminal and tort liabilities;
- political or economic instability in countries in which some of PetroFina's reserves are located;
- fluctuations in the price of oil and related products because of changes in worldwide supply and demand, which are driven by many factors, including general economic conditions, political developments and the outcome of meetings at the Organization of Petroleum Exporting Countries;

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- fluctuations in foreign currency exchange rates; and
- disruptions in our operations if our information systems, or the information systems of others we deal with, do not function adequately in the Year 2000.

Forward-looking statements include information in the Prospectus where statements are preceded by, followed by or include the words "projects," "estimates," "believes," "expects," "assumes," "anticipates" or similar expressions. For such statements, PetroFina claims the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

THE WARRANTS

On August 5, 1998, PetroFina issued 4,451,060 warrants and paid \$267,063,000 in cash to acquire the interest in Fina, Inc. which it did not

already own. Before the acquisition, PetroFina owned approximately 86% of the shares of Fina, Inc., and following the acquisition Fina, Inc. became an indirect, wholly-owned subsidiary of PetroFina. PetroFina issued the warrants under the terms of a warrant agreement with Citibank, N.A. Citibank is both the warrant agent for the warrants and the depository for the ADSs. The warrant agreement was filed with the SEC as part of the registration statement that contains this Prospectus.

Each of the outstanding warrants allows you to purchase nine-tenths of one (0.9) ADS for an exercise price of US \$42.25 per ADS. Thus, if you hold 10 warrants, you may purchase nine ADSs for a total exercise price of US \$380.25. PetroFina will adjust the exercise price and/or the number of ADSs issuable upon exercise of each warrant if certain events, which are described below, occur.

You will not be treated as a shareholder of PetroFina and will not be able to vote or receive dividends unless and until you exercise your warrants.

The warrants expire at 5:00 p.m. New York City time on August 5, 2003.

EXERCISE OF WARRANTS

Only record holders of warrants may exercise warrants. To exercise your warrants, you must

- complete and sign the "Election to Purchase" on the reverse side of the warrant certificate; and
- deliver the completed warrant certificate along with the applicable exercise price in immediately available funds to Citibank at 111 Wall Street, New York, New York 10043.

After you exercise your warrants, Citibank will issue ADSs to you. If you choose to exercise less than all of the warrants evidenced by your warrant certificate, Citibank will also send you a new warrant certificate for your unexercised warrants.

TRANSFER, EXCHANGE, SPLIT-UP OR COMBINATION OF WARRANTS

Until your warrants expire, you may transfer them to another person or you may exchange, split up or combine your warrant certificate(s) for one or more new certificates evidencing the same number of warrants. To transfer, exchange, split-up or combine your warrant certificate, you must deliver your warrant certificate to Citibank along with a request in writing. When Citibank receives your instructions and certificate, it will countersign the old certificate and issue new certificate(s) to the person(s) indicated in the written request. You may have to pay any taxes or governmental charges associated with the transfer, exchange, split or combination of warrants and reimburse PetroFina and Citibank for their reasonable expenses.

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ADJUSTMENTS TO EXERCISE PRICE, NUMBER OF ADSS OR WARRANTS

Adjustment Events. PetroFina will adjust the exercise price and/or the number of ADSs you can purchase with one warrant if PetroFina:

- pays a stock dividend on its ordinary voting shares;
- divides the number of outstanding ordinary voting shares into a larger number of shares (a stock split);
- combines the outstanding number of outstanding ordinary voting shares

into a smaller number of shares (a reverse stock split);

- changes the number of ordinary voting shares represented by one ADS;
- reclassifies the ordinary voting shares (other than in connection with a merger or business combination in which PetroFina survives);
- pays a dividend or makes a distribution on the ordinary voting shares (other than ordinary cash dividends or a stock dividend);
- issues or sells ordinary voting shares for less than the current market price or issues or sells rights, options, warrants or convertible or exchangeable securities that allow the holder of the securities to buy other PetroFina securities for less than the current market price of the other securities; or
- merges with another corporation or sells all or substantially all of its assets to another corporation and the shareholders of PetroFina would receive stock, securities or other property in exchange for the ordinary voting shares they hold.

If PetroFina makes an adjustment based on the issuance of rights, options, warrants or conversion or exchange privileges, then PetroFina may readjust the exercise price after those rights, options, warrants or privileges expire.

Mechanism for Adjustment. PetroFina will proportionately adjust the exercise price and the number of ADSs (or other securities or property) you will receive when you exercise a warrant so that you will receive the number and type of ADSs (or other securities or property) you would have received if you had exercised your warrant and purchased ADSs immediately before the adjustment event. The warrant agreement describes in detail the formulas PetroFina will use in determining the amount of the adjustment.

Minimum Adjustment. PetroFina does not have to adjust the exercise price unless the adjustment would increase or decrease the exercise price by at least 1%. If the adjustment is smaller than 1%, it will be carried forward and taken into account in any subsequent adjustment.

Notice of Adjustment. If PetroFina adjusts the exercise price or the number of ADSs (or other securities or property) you would receive when you exercise a warrant, it will give Citibank a certificate explaining the adjustment and will mail a summary describing the adjustment to each registered holder of a warrant certificate.

NO FRACTIONAL WARRANTS OR ADSS

Neither PetroFina nor Citibank will issue fractional warrants or fractional ADSs. If you exercise a number of warrants that would result in your receiving either a fraction of an ADS or a fraction of a warrant, Citibank will pay you cash equal to that fraction times the current market price of the warrant or ADS instead of issuing fractional warrants or ADSs.

AVAILABILITY OF ADSS, SHARES AND CASH

PetroFina has set aside enough ordinary voting shares, and Citibank has set aside enough ADSs, to permit the exercise of all outstanding warrants. In addition, PetroFina has agreed to keep sufficient cash available to pay for fractional ADSs.

REGISTRATION AND LISTING

PetroFina will use its best efforts to keep this registration statement effective, and to maintain the listing of the warrants on the New York Stock Exchange, until the warrant agreement terminates.

PAYMENT OF TAXES

PetroFina will pay all recording, transfer and similar taxes due upon delivery of ADS certificates following exercise of a warrant except that PetroFina will not pay any taxes in connection with a transfer of warrant certificates or ADSs to a person who is not the registered holder of the surrendered warrant certificate. Furthermore, PetroFina will not issue or deliver an ADS certificate upon exercise of a warrant until either the required tax is paid or PetroFina is satisfied that no tax is due.

REQUIRED NOTICES

PetroFina must notify each registered holder of warrants if it proposes to:

- declare a stock dividend or stock distribution;
- offer rights, options or warrants to its shareholders;
- offer ordinary voting shares in connection with a reclassification of PetroFina's capital stock;
- consolidate or merge with, or sell more than 50% of PetroFina's assets or net income to, another person;
- liquidate, dissolve or wind up its business; or
- conduct any of the other exercise price adjustment events described above.

AMENDMENTS TO THE WARRANT AGREEMENT

From time to time, PetroFina and Citibank may change or add to the warrant agreement to fix ambiguous, inconsistent or incorrect provisions or to add new provisions that do not adversely affect the interests of the warrant holders. Most other changes to the warrant agreement require the affirmative vote of a majority of the outstanding warrants (excluding any warrants owned by PetroFina or its affiliates), although PetroFina must obtain the consent of every warrant holder to change the terms of exercise or reduce the percentage required for consent to changes to the warrant agreement.

USE OF PROCEEDS

PetroFina intends to use the net proceeds from the sale of the ADSs for its general corporate purposes, including debt repayment, capital expenditures and operating expenses.

LEGAL MATTERS

Wilmer, Cutler & Pickering, PetroFina's U.S. counsel, issued an opinion regarding the validity of the ADSs offered in this Prospectus and has advised PetroFina on certain U.S. law matters relating to the offering. Francois Vincke, PetroFina's Secretary and General Counsel, issued an opinion regarding the validity under Belgian law of the warrants and the ordinary voting shares underlying the ADSs offered in

this Prospectus. In addition, Liedekerke, Wolters, Waelbroeck & Kirkpatrick, PetroFina's Belgian counsel, advised PetroFina as to certain Belgian law matters.

EXPERTS

Deloitte & Touche audited and reported on the financial statements of PetroFina and its subsidiaries incorporated by reference in this Prospectus except for the financial statements described in the next sentence. Member firms of KPMG identified in each of their reports audited and reported on the financial statements of Fina Europe N.V., Fina Rafinaderij Antwerpen N.V. and Sigma Coatings B.V. as of December 31, 1998, 1997 and 1996 and for the years then ended, and PetroFina Delaware, Incorporated, Brittany Insurance Company Ltd. and Fina Exploration Norway SCA as of December 31, 1997 and 1996 and for the years then ended, and Fina Plc as of December 31, 1996 and for the year then ended. All of these financial statements were consolidated into PetroFina's consolidated financial statements. These firms are experts in accounting and auditing, and PetroFina relied on their expertise and audit reports when it incorporated these reports in this Prospectus. All of the accounting firms are independent auditors.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 14. OTHER EXPENSE OF ISSUANCE AND DISTRIBUTION

The only expenses anticipated to be incurred in connection with the preparation and filing of this Post-Effective Amendment No. 1 are legal and accounting fees and expenses, and printing expenses, which are estimated to be approximately \$25,000. The Securities and Exchange Commission filing fee was previously paid on April 2, 1998

ITEM 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Under Belgian law, the directors may be liable for damages to PetroFina in case of improper performance of their duties. The directors may be liable to PetroFina and to third parties for infringement of the statuts/statuten or the Belgian company law, or for tortious conduct. Under certain circumstances, directors may be criminally liable.

ITEM 16. EXHIBITS

<TABLE>

<S>	<C>	<C>
Exhibit 2.1	--	Agreement and Plan of Merger, dated as of February 17, 1998, among PetroFina, Petrofina Delaware, Incorporated, New Fina, Inc. and Fina, Inc., as amended by the First Amendment to Merger Agreement, dated as of March 31, 1998*
Exhibit 4.1	--	Statuts/Statuten (Articles of Association) of PetroFina*
Exhibit 4.2	--	Warrant Agreement (included in Exhibit 2.1)
Exhibit 5.1	--	Opinion of Francois Vincke , General Counsel of PetroFina, as to the legality of PetroFina Warrants and certain Belgian income tax matters*
Exhibit 8.1	--	Opinion of Wilmer, Cutler & Pickering as to certain U.S. federal income tax matters*
Exhibit 12.1	--	Statement re: Computation of ratio of earnings to fixed charges*
Exhibit 21.1	--	Subsidiaries of PetroFina*
Exhibit 23.1	--	Consent of Deloitte & Touche

Exhibit 23.2	--	Consent of Klynveld Peat Marwick Goerdeler Reviseurs d'Enterprises
Exhibit 23.3	--	Consent of Klynveld Peat Marwick Goerdeler Reviseurs d'Enterprises
Exhibit 23.4	--	Consent of KPMG Accountants, NV
Exhibit 23.5	--	Consent of KPMG LLP
Exhibit 23.6	--	Consent of KPMG Peat Marwick
Exhibit 23.7	--	Consent of KPMG Audit Plc
Exhibit 23.8	--	Consent of KPMG
Exhibit 23.9	--	Consent of Liedekerke, Wolters, Waelbroeck & Kirkpatrick*
Exhibit 23.10	--	Consent of Wilmer, Cutler & Pickering (included in Exhibit 8.1)
Exhibit 23.11	--	Consent of Francois Vincke (included in Exhibit 5.1)
Exhibit 24.1	--	Power of Attorney (included on signature page to this Registration Statement)*

</TABLE>

 * Previously filed

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ITEM 17. UNDERTAKINGS

The undersigned registrant hereby undertakes:

(a) (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) To file a post-effective amendment to the registration statement

to include any financial statements required by Item 3-19 of Regulation S-X at the start of any delayed offering or throughout a continuous offering. Financial statements and information otherwise required by Section 10(a)(3) of the Act need not be furnished, provided, that the registrant includes in the prospectus, by means of a post-effective amendment, financial statements required pursuant to this paragraph and other information necessary to ensure that all other information in the prospectus is at least as current as the date of those financial statements. Notwithstanding the foregoing, with respect to registration statements on Form F-3, a post-effective amendment need not be filed to include financial statements and information required by Section 10(a)(3) of the Act or Rule 3-19 of this chapter if such financial statements and information are contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Form F-3.

(b) The undersigned hereby undertakes, that for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Brussels, Belgium on March 23, 1999.

PetroFina S.A.

By: /s/ MICHEL-MARC DELCOMMUNE

Name: Michel-Marc Delcommune

Title: Executive Director, Corporate
Finance

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<TABLE>
<CAPTION>

SIGNATURE -----	CAPACITY -----	DATE -----
<C> /s/ * ----- Albert Frere	<S> Chairman	<C> March 23, 1999
/s/ * ----- Francois Cornelis	Vice Chairman, Chief Executive Officer and Managing Director	March 23, 1999
----- Etienne Davignon	Vice Chairman	, 1999
/s/ * ----- Axel de Brocqueville	Executive Director, Chemicals	March 23, 1999
/s/ MICHEL-MARC DELCOMMUNE ----- Michel-Marc Delcommune	Executive Director, Corporate Finance (Principal Financial Officer)	March 23, 1999
/s/ * ----- Henrique Bandeira Vieira	Executive Director, Marketing	March 23, 1999
/s/ * ----- Jean-Louis Beffa	Director	March 23, 1999
----- Yves Boel	Director	, 1999
/s/ * ----- Jacques Calvet	Director	March 23, 1999
/s/ * ----- Guy Dejouany	Director	March 23, 1999
----- Paul Desmarais, Sr.	Director	, 1999

</TABLE>

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<TABLE>
<CAPTION>

SIGNATURE -----	CAPACITY -----	DATE -----
<C>	<S>	<C>

/s/ *	Director	March 23, 1999

Paul Desmarais, Jr.		

Paul Janssen	Director	, 1999

/s/ *	Director	March 23, 1999

Jean-Pierre de Launoit		

/s/ *	Director	March 23, 1999

Gerard Mestrallet		

/s/ *	Director	March 23, 1999

Brian Mulroney		

/s/ *	Director	March 23, 1999

Thierry de Rudder		

/s/ *	Director	March 23, 1999

Gilles Samyn		

/s/ *	Director	March 23, 1999

Luc Wauters		

/s/ *	Principal Accounting Officer	March 23, 1999

Freddy Mean		

*By: /s/ MICHEL-MARC DELCOMMUNE

Michel-Marc Delcommune
Attorney-in-fact

</TABLE>

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EXHIBIT INDEX

<TABLE>

<S>	<C>	<C>
Exhibit 2.1	--	Agreement and Plan of Merger, dated as of February 17, 1998, among PetroFina, Petrofina Delaware, Incorporated, New Fina, Inc. and Fina, Inc., as amended by the First Amendment to Merger Agreement, dated as of March 31, 1998*
Exhibit 4.1	--	Statuts/Statuten (Articles of Association) of PetroFina*
Exhibit 4.2	--	Warrant Agreement (included in Exhibit 2.1)
Exhibit 5.1	--	Opinion of Francois Vincke , General Counsel of PetroFina, as to the legality of PetroFina Warrants and certain Belgian income tax matters*
Exhibit 8.1	--	Opinion of Wilmer, Cutler & Pickering as to certain U.S. federal income tax matters*
Exhibit 12.1	--	Statement re: Computation of ratio of earnings to fixed charges*
Exhibit 21.1	--	Subsidiaries of PetroFina*

Exhibit 23.1	--	Consent of Deloitte & Touche
Exhibit 23.2	--	Consent of Klynveld Peat Marwick Goerdeler Revisers d'Enterprises
Exhibit 23.3	--	Consent of Klynveld Peat Marwick Goerdeler Revisers d'Enterprises
Exhibit 23.4	--	Consent of KPMG Accountants, NV
Exhibit 23.5	--	Consent of KPMG LLP
Exhibit 23.6	--	Consent of KPMG Peat Marwick
Exhibit 23.7	--	Consent of KPMG Audit Plc
Exhibit 23.8	--	Consent of KPMG
Exhibit 23.9	--	Consent of Liedekerke, Wolters, Waelbroeck & Kirkpatrick*
Exhibit 23.10	--	Consent of Wilmer, Cutler & Pickering (included in Exhibit 8.1)
Exhibit 23.11	--	Consent of Francois Vincke (included in Exhibit 5.1)
Exhibit 24.1	--	Power of Attorney (included on signature page to this Registration Statement)*

</TABLE>

* Exhibit previously filed

INDEPENDENT AUDITORS' CONSENT AND REPORT ON SCHEDULE

PetroFina S.A.

We consent to the incorporation by reference in the Post-Effective Amendment No. 1 on Form F-3 to the Registration Statement on Form F-4 (File. No. 333-49315) of PetroFina S.A. of our report dated March 23, 1999 appearing in the Annual Report on Form 20-F of PetroFina S.A. for the year ended December 31, 1998 and to the reference to our firm under the heading "Experts" in the registration statement.

/s/MICHEL DENAYER

Michel Denayer
Statutory Auditor
DELOITTE & TOUCHE
Reviseurs d'Entreprises s.c.c.

Brussels, Belgium

March 23, 1999

INDEPENDENT AUDITORS' CONSENT

To the Board of Directors Fina Europe NV

We consent to the incorporation by reference in the Post-Effective Amendment No. 1 on Form F-3 to the Registration Statement on Form F-4 (File No. 333-49315) of PetroFina SA of our report dated March 22, 1999, appearing in the Annual Report on Form 20-F of PetroFina SA for the year ended December 31, 1998 relating to the balance sheets of Fina Europe NV as of December 31, 1998, 1997 and 1996 and the related statements of income for each of the years in the three year period ended December 31, 1998, and to the reference to our firm under the heading "Experts" in the registration statement.

March 22, 1999
Antwerp, Belgium

Klynveld Peat Marwick Goerdeler Reviseurs d'Enterprises
Represented by

/s/L. RUYSEN

L. Ruysen

INDEPENDENT AUDITORS' CONSENT

To the Board of Directors Fina Raffinaderij Antwerpen NV

We consent to the incorporation by reference in the Post-Effective Amendment No. 1 on Form F-3 to the Registration Statement on Form F-4 (File No. 333-49315) of PetroFina SA of our report dated March 22, 1999, appearing in the Annual Report on Form 20-F of Petrofina SA for the year ended December 31, 1998, relating to the balance sheets of Fina Raffinaderij Antwerpen NV as of December 31, 1998, 1997 and 1996 and the related statements of income for each of the years in the three year period ended December 31, 1998, and to the reference to our firm under the heading "Experts" in the registration statement.

March 22, 1999
Antwerp, Belgium

Klynveld Peat Marwick Goerdeler
Reviseurs d'Entnerprises

/s/L. RUYSEN

L. Ruysen

INDEPENDENT AUDITORS' CONSENT

To the Board of Directors Sigma Coatings B.V.:

We consent to the incorporation by reference in the Post-Effective Amendment No. 1 on Form F-3 to the Registration Statement on Form F-4 (File No. 333-49315) of PetroFina S.A. of our report dated March 22, 1999, appearing in the Annual Report on Form 20-F of PetroFina S.A. for the year ended December 31, 1998, relating to the balance sheets of Sigma Coatings B.V. as of December 31, 1998, 1997 and 1996 and the related statements of income for each of the years in the three year period ended December 31, 1998, and to the reference to our firm under the heading "Experts" in the registration statement.

/s/KPMG ACCOUNTANTS NV

KPMG Accountants NV
The Hague, the Netherlands
March 22, 1999

INDEPENDENT AUDITORS' CONSENT

The Board of Directors
PetroFina S.A.

We consent to the incorporation by reference in the Post-Effective Amendment No. 1 on Form F-3 to the Registration Statement on Form F-4 (No. 333-49315) of PetroFina S.A. of our report dated January 26, 1998, relating to the consolidated balance sheet of Petrofina Delaware, Incorporated as of December 31, 1997 and 1996, and the related statements of earnings, stockholder's equity and cash flows for the years then ended, which report appears in the December 31, 1998 Annual Report on Form 20-F of PetroFina S.A., and to the reference to our firm under the heading "Experts" in the registration statement.

/s/KPMG LLP

March 22, 1999
Dallas, Texas

INDEPENDENT AUDITORS' CONSENT

To the Board of Directors Brittany Insurance Company Ltd.:

We consent to the incorporation by reference in the Post-Effective Amendment No. 1 on Form F-3 to the Registration Statement on Form F-4 (File No. 333-49315) of PetroFina S.A. of our report dated March 22, 1999, appearing in the Annual Report on Form 20-F of PetroFina S.A. for the year ended December 31, 1998, relating to the balance sheets of Brittany Insurance Company Ltd. as of December 31, 1998, 1997 and 1996 and the related statements of income and cash flows for each of the years in the three year period ended December 31, 1998, and to the reference to our firm under the heading "Experts" in the registration statement.

/s/KPMG Peat Marwick

Chartered Accountants
Hamilton, Bermuda
March 22, 1999

INDEPENDENT AUDITORS ' CONSENT

To the Directors of Fina Plc:

We consent to the incorporation by reference in the Post-Effective Amendment No. 1 on Form F-3 to the Registration Statement on Form F-4 (File No. 333-49315) of PetroFina S.A. of our report dated April 14, 1997, appearing in the Annual Report on Form 20-F of PetroFina S.A. for the year ended December 31, 1998, relating to the balance sheet of Fina Plc as of December 31, 1996 and the related statements of profit and loss and cash flows for the year then ended, and to the reference to our firm under the heading "Experts" in the registration statement.

/s/KPMG Audit Plc

KPMG Audit Plc
Chartered Accountants
Registered Auditor
London, England
March 22, 1999

INDEPENDENT AUDITORS' CONSENT

To the Directors of Fina Exploration Norway SCA:

We consent to the incorporation by reference in the Post-Effective Amendment No. 1 on Form F-3 to the Registration Statement on Form F-4 (File No 333-49315) of PetroFina S.A. of our report dated January 27, 1997, appearing in the Annual Report on Form 20-F of PetroFina S.A. for the year ended December 31, 1998, relating to the balance sheet of The Branch of Fina Exploration Norway SCA as of December 31, 1996 and the related statements of profit and loss and cash flows for the year then ended, and to the reference to our firm under the heading "Experts" in the registration statement.

KPMG as represented by

/s/JORGEN LORENTZEN-STYR

Jorgen Lorentzen-Styr
Sandvika, Norway
March 22, 1999