



**ROMPETROL**

**INFORMATIVE MATERIAL**

**On the issues subject to debate**

**in the Extraordinary General Meeting of the Shareholders of**

**ROMPETROL RAFINARE S.A.**

**As of August 16<sup>th</sup>, 2013**

The Board of Directors of the company **ROMPETROL RAFINARE S.A.**, hereinafter referred to as the "Company", with registered offices in Năvodari, Bulevardul Năvodari nr. 215, Pavilion Administrativ, Constanța county, registered with the Trade Register under number J13/534/1991, sole registration code 1860712, called, pursuant to art. 117 of the Law no. 31/1990, the Extraordinary General Meeting of Shareholders for **16 August 2013, 10:00 a.m.**, at the Company head office.

In the event that at the aforesaid date the quorum provided under the law is not present, the Board of Directors called and set, pursuant to art. 118 of the Law no. 31/1990, a second Extraordinary General Meeting of Shareholders („EGMS”) for **19 August 2013, 10:00 a.m.**, at the Company head office.

**I. GENERAL INFORMATION:**

**A. INFORMATION REGARDING THE SHAREHOLDERS**

At the date of this notice of meeting the Company's share capital, subscribed and paid up in full, is of lei 4,410,920,572.60, represented by 44,109,205,726 registered shares, issued as dematerialized shares, fully covered, each share having a nominal value of lei 0.1. Each share entitles its holder to one vote within the general meeting.

At the date of the notice of meeting for the EGMS, according to the last Shareholders' Registry having the consolidation date 7 June 2013, the shareholders of Rompetrol Group hold a number of 24,104,704,500 shares amounting to lei 2,410,470,450, representing 54.6478% of the share capital.

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The Romanian Government shareholder, represented by the Ministry of Economy, Commerce and Business Environment, holds according to the last Shareholders' Registry having the consolidation date 7 June 2013 a number of 19,715,009,053 shares amounting to lei 1,971,500,905.3 representing 44.6959% of the share capital.

At the same consolidation date, the remainder of the shareholders (legal entities and natural persons) holding each less than 10% of the Company share capital, hold jointly a number of 289,492,173 shares, amounting to lei 28,949,217.3, representing 0.6563% of the share capital.

The Company Directors and the persons from the executive management do not hold shares in the Company.

## **B. INFORMATION REGARDING THE ORGANIZATION OF THE MEETING**

To validate the deliberations of the Extraordinary General Meeting, upon the first call, is mandatory the presence of shareholders holding at least one quarter of the total voting rights and a majority of votes held by the present or represented shareholders to pass the resolutions.

If the meeting cannot be held due to lack of quorum, for subsequent calls the presence of the shareholders representing at least one fifth of the total number of voting rights is mandatory and resolutions have to be passed by majority of votes held by the present or represented shareholders.

For the date and time presented in the notice of meeting, the meeting shall be opened and chaired by the Chairman of the Board of Directors or by a person appointed by the Chairman.

The General meeting shall elect, among the present shareholders, one to three secretaries and a technical secretary among the employees, who will check the shareholders attendance list, mentioning the share capital represented by each of them and fulfillment of all formalities required under the law and the Articles of Incorporation for the organization for the General Meeting.

One of the secretaries shall draft the minutes of the Extraordinary General Meeting, attaching the documents related to the notice of meeting as well as the shareholders attendance list.

The Resolutions of the Extraordinary General Meeting shall be passed by show of hands, including for the shareholders who did not attend the meeting or voted against.

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**II. INFORMATION RELATED TO THE ISSUES ON THE MEETING AGENDA**

After acknowledging the fulfilment of the legal requirements and of the provisions of the Articles of Incorporation on the organisation of the general meeting, the agenda shall be approached as customary.

**The Extraordinary General Meeting summoned for August 16<sup>th</sup>, 2013, respectively August 19<sup>th</sup>, 2013 (the second summoning), has the following points on the agenda:**

- 1. Approval of the conclusions to the Assessment Report prepared by the expert valuator PricewaterhouseCoopers Management Consultants SRL (headquartered in Bucharest, 301-311 Barbu Vacarescu street, Lakeview Building, 6th/3rd floor, district 2, registered with the Trade Registry no. J40/25750/1994, tax identification code 6812848), having as scope the assessment of the assets in the patrimony of Rompetrol Petrochemicals SRL (registered with the Trade Registry under no. J13/2681/2002, having sole registration code 15077797) used for the main petrochemical activity, a company having Rompetrol Rafinare as sole shareholder, for the purpose of completing the operation set forth under point 2 of this agenda.**

**PRESENTATION:**

The Board of Directors of Rompetrol Rafinare approved the plan to integrate the activities of Rompetrol Petrochemicals S.R.L. in the company Rompetrol Rafinare S.A by Resolution no. 3 dated 13 May 2013.

Such Resolution relied on the facts hereinafter detailed:

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## **ROMPETROL**

### **1.1. Short history and current situation of the core petrochemicals activity carried out at Rompetrol Petrochemicals SRL**

The trade company Rompetrol Petrochemicals SRL, member of The Rompetrol Group, was organised in December 2002 by separation of the pyrolysis, poliofeline installations and other auxiliary departments of the Petromidia Refinery. Rompetrol Petrochemicals is currently held by Rompetrol Rafinare 100%.

The Petrochemical Plant of the former Petromidia was designed and built in mid 80's, and was at that time and still is the state-of-the-art in Romania, employing both Romanian and foreign technology (Mitsui, Snamprogetti, Heat Research Corporation, Pullman Kellogg, etc.).

The Petrochemical Plant uses a naphta cracking (pyrolysis) installation of 200,000 tons/year of ethylene and 100,000 tons/year of propylene capacity.

As of 31 December 2012, the share capital of Rompetrol Petrochemicals was 819,548,700 lei divided in 81,954,870 undividable, nominal and equal shares, nominal value of 10 lei each, numbered from 1 to 81,954,870.

The share capital of Rompetrol Petrochemicals is paid and subscribed fully as follows:

- A. Contribution in cash, amounting to **396,400,000 lei** representing 48.3681% of the share capital;
- B. Contribution in kind, total amount of **423,148,700 lei**, representing 51.6319% of the share capital

Rompétrol Petrochemicals consists of four production sectors: Pyrolysis, Polypropylene, High Density Polyethylene (HDPE) and Low Density Polyethylene (LDPE). The PP (polypropylene), LDPE, and HDPE installations are now functional, while the Pyrolysis, the Propylene purification unit and steam generators operate to ensure the raw material for the polypropylene installation.

The activity of Rompetrol Petrochemicals is organised on a few main lines:

1. Polypropylene (PP) production;
2. Low Density Polyethylene (LDPE) production
3. High Density Polyethylene (HDPE) production
4. Commercialisation of petrochemical products;
5. Auxiliary activities (steam and cold generation).

Rompétrol Petrochemicals is the sole polypropylene producer in Romania and has been, since 2010, the sole polyethylene producer, under the circumstances, thus

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succeeding in constantly increasing its market share. Its dynamic development strategy places the company on a competitive position both on the domestic and the regional market – Balkan area. One of the company's advantages resides in its proximity to the customers, which allows the company to deliver the products Just-In-Time, at the same time providing the technical consultancy and assisted monitoring to their production circuit.

In 2012, the company completed the modernisation of the Low Density Polyethylene Unit with a view to identifying and enlarging the portfolio by adding some assortments highly productive (up to 200 l containers, very thin foil and PE 100 pipes).

Thus, in 2012, only the PP, LDPE were operated, while the HDPE unit remained shutdown, hence the quantity of processed raw material was lower, which resulted in a lower production and sales volumes.

### **1.2. Technical and economic reasons to integrate the core petrochemicals activity in the core business of Rompetrol Rafinare**

The petrochemical plant PETROMIDIA was designed as a single integrated system mainly consisting of the Refinery and the Petrochemical Plant.

The said plant was designed as a whole, in technological terms, meant to obtain the following products from the crude oil processing:

- oil products: gasoline, diesel oil, black oil, gas, etc.;
- petrochemical products: polyethylene, polypropylene, etc.

Each of the two companies, Rompetrol Rafinare si Rompetrol Petrochemicals, is now also a bonded warehouse.

The two bonded warehouses exchange deliveries of energy products needed by both to produce the finished products intended for use.

Thus, Rompetrol Rafinare produces and delivers propane-propylene mix to Rompetrol Petrochemicals, which Rompetrol Petrochemicals processes to obtain polymerisable propylene, a raw material used to obtain polymers.

In its turn, Rompetrol Petrochemicals, obtains propane, as a secondary product, from the processing of the propane-propylene mix.



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At the same time, Rompetrol Rafinare, provides all the utilities required for the technological installations to operate, as Rompetrol Petrochemicals is not able to connect directly to the infrastructure.

The integration of the activities carried out by the two companies simplifies the delivery of raw materials / finished goods in the sense that only transfers between the technological installations will take place.

After the integration, the total costs of the entire plant will be recorded, the opportunities and constraints will be identified in real time, the optimisation of the entire technological process can be traced, the planning will be also integrated, and the energy sources management will improve, with positive outcome on cost reduction.

The integration of the activities carried out by the two companies is a continuation of The Rompetrol Group strategy to bring production into a single entity and separate the non-core activities.

In order to apply the plan to integrate the activities of Rompetrol Petrochemicals in Rompetrol Rafinare, the management of The Rompetrol Group NV (as major shareholder of Rompetrol Rafinare SA), in close collaboration with the Company management entered an agreement with the expert valuator PricewaterhouseCoopers Management Consultants S.R.L. to value the assets held as patrimony by Rompetrol Petrochemicals, to be subject to integration.

*As shown by the Valuation report dated 30 April 2013 („Valuation Date”), the market value of the Rompetrol Petrochemicals assets ranges from USD 132.7 million and USD 164.00 million.*

*In point 1 on the GSA Agenda, the minimum value of the Valuation Report is subject to approval by the Company Shareholders, report prepared by PricewaterhouseCoopers Management Consultants S.R.L., amounting to USD 132.7 million, based on the exchange rate of RON 3.3075/USD 1 published by the National Bank of Romania (“NBR”) on the Valuation Date.*

**2. Approval of the purchase by the Company of the ownership right over the assets consisting of intangible assets, tangible assets, fixed assets (buildings and constructions, technological equipment, measurement apparatus and installations, office equipment, IT equipment, means of transportation, other tangible assets), ongoing investments and stocks, used**

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**or related to the main petrochemical activity, identified in the appendices to the Assessment Report set forth under the previous point, owned by Rompetrol Petrochemicals SRL (registered with the Trade Registry under no. J13/2681/2002, having sole registration code 15077797), according to the Assessment Report executed by PricewaterhouseCoopers Management Consultants SRL to this effect, subject to the approval of point 1 of the agenda.**

PRESENTATION:

**2.1 Proposal for conclusion of the sale -purchase agreement having as object the acquisition through purchase by the Company of the ownership on certain assets allocated or related to the main petrochemical activity.**

Further to the detailed extensive presentation at point 1 on the agenda, in view of the measures and the timetable established by the leadership of the Company for the implementation of the integration of the main petrochemical activities into Rompetrol Rafinare, the most sustainable variant for the efficient economic use of the fixed assets owned by Rompetrol Petrochemicals, according to their destination, is their exploitation within a tax warehouse in the production process of the Company, which obviously entails acquiring the ownership on such assets situated within the location belonging to Rompetrol Petrochemicals.

Moreover, it should be mentioned that the technological processes used by the two companies lead to an exchange of energy products necessary for the processing of the final products currently obtained within the two tax warehouses for the production of Rompetrol Rafinare (Petromidia Refinery) and Rompetrol Petrochemicals, respectively.

The assets that will be subject to acquisition based on the Decision proposed to be adopted in this point 2 of the agenda are those expressly listed, described and assessed in the Assessment Report drawn up by PricewaterhouseCoopers Management Consultants S.R.L, as it has been approved in point 1 of the agenda.

Thus, such assets represent certain goods owned by Rompetrol Petrochemicals SRL and which are allocated to its activity at Năvodari place of business.

The total value of the goods that are going to be purchased by the Company from Rompetrol Petrochemicals SRL is RON 438.9 million, equivalent to USD 132.7 million, as at the date of the assessment. The mentioned values are exclusive of VAT.

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This Assessment Report has been reviewed by the leadership of the Company, and has been accepted by it and subsequently submitted to the Board of Directors who expressed their agreement regarding its conclusions through the decision issued on July 10, 2013.

**3. Approval of the take-over by the Company, subject to the same terms, of all Agreements concluded by Rompetrol Petrochemicals S.R.L. with third parties – natural or legal entities, ancillary to the performance of the main activity of this latter company (petrochemical), including without limitation:**

- a) Transfer of the staff involved in petrochemical activities, in accordance with the applicable labour law;**
- b) Commercial product supply and sale agreements, with the related guarantees;**
- c) Credit facility agreements with related guarantees.**

**PRESENTATION:**

In order not to disturb the activity of the third persons and expose the selling company (Rompetrol Petrochemicals) or the Company to litigation, the acquisition of the assets according to the Decision adopted at Point 2 on the agenda must be done by complying with the Contracts signed by the former owner of Rompetrol Petrochemicals with third natural and legal persons, related to the performance of the main activity of this company, including but without limitation to the following:

- a) The transfer of the staff involved in the petrochemical activities, according to the applicable labour legislation;**
- b) Commercial supply and product marketing contracts, with the related guarantees;**
- c) Credit contracts with the related guarantees;**

**3. a)** With regard to the transfer of the staff involved in the petrochemical activities, the provisions of art. 173 and art. 174 of the Labour Code and of Law 67/2006 on the protection of employees' rights in case of transfers of undertakings, units or parts thereof shall be applied for the transfer of the employees from Rompetrol Petrochemicals to Rompetrol Rafinare.

The transfer of the employees to Rompetrol Rafinare is motivated by the taking over by Rompetrol Rafinare of the assets of the Company.

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We mention that no measures are intended regarding the employees.

All the rights and obligations of the Rompetrol Petrochemicals employees who will be transferred to Rompetrol Rafinare S.A. shall be taken over wholly by Rompetrol Rafinare.

**3. b) and 3. c)** Because, following the adoption of the decisions at the previous point on the agenda, Rompetrol Petrochemicals will cease its main petrochemical activity at Navodari place of business and, at the same time, will transfer the ownership of its assets which are situated in that location to the Company, and the Company will start carrying out an economic activity, it is required that Rompetrol Rafinare takes over the rights and obligations regarding the commercial supply and product marketing contracts, together with the related guarantees, as well as those regarding the credit contracts and the related guarantees.

The method of transfer shall be established with the banks and its contracting partners following the approval given through the adoption of the decision at this point 3 of the agenda.

**4. Approval of the conduct and completion of the Company's proceedings for the authorization as tax warehouse also over economic objectives and economic petrochemical activities (for the assets and activities which are to be taken over according to the items above), provided that all these economic activities are continued.**

**PRESENTATION:**

Considering the presentations of points 1 - 3 on the agenda, according to the applicable legal provisions, Rompetrol Rafinare will be able to start its economic petrochemical activities (for the assets and activities which will be taken over according to the above points), only after the extension of the Rompetrol Rafinare warehouse to include the assets and activities which are going to be taken over and after the authorization of Rompetrol Rafinare for the carrying out of the petrochemical activities in the tax warehouse for which it has been authorized.

Currently both companies are authorized as tax warehouses for the production of energy products in two separate locations and they are operating independently.

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The two authorized locations as of the present time, in the name of Rompetrol Rafinare SA and Rompetrol Petrochemicals SRL meet all the objective conditions provided for by the Fiscal Code and the methodological norms for its application for being reunited in a single location under the authorization of Rompetrol Rafinare SA.

The legal applicable provisions are provided for in Title VII „Excise Taxes and other Special Taxes“, of Section 7 „The Warehousing Regime“, of Law 571/2003 regarding the Fiscal Code and GD no.44/2003 on the approval of the Methodological Norms for applying the Fiscal Code.

According to the legal provisions, the authorizations shall be issued only for the appointed warehousemen and are not transferable. When the selling of the location takes place, the authorization shall not be transferred automatically to the new owner but the latter needs to submit an application for authorization for the concerned location.

Considering that the waiving of the tax warehouse authorization by Rompetrol Petrochemicals follows an operation of partial separation of its activity and that Rompetrol Rafinare intends to continue the same activity with excise products under a duty suspension arrangement and under the same conditions, the two companies may request that the revocation of the warehouse authorization takes effect on the effective date of the new authorization.

Thus, according to the provisions of point. 88 (14)-(15) of the Methodological Norms for applying art. 206.28 of Law no.573/2003 on the Fiscal Code as subsequently amended and completed, the transfer of activity between the two companies, and the extension of the Rompetrol Rafinare tax warehouse and supplementing its authorization according to the activities taken over from Rompetrol Petrochemicals and the revocation of the authorization of Rompetrol Petrochemicals SA, as well as selling the stocks of excise products, can be made without interrupting the duty suspension arrangement.

*„(14) When waiving the fiscal warehouse authorization comes following a merger operation of the authorized warehouseman with another economic operator or a total or partial separation of the activity, the authorized warehouseman shall notify this fact to the concerned customs authority at least 60 days in advance of the date of the operation and shall request the revocation of its warehouse authorization.*

*(15) In the case provided for at paragraph (14), if the continuation of the same activity is intended with excise products under a duty suspension arrangement and under the same conditions, the authorized warehouseman together with the proposed authorized warehouseman may request that the revocation of the authorization be made on the effective date of the new authorization.“*

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- To this end, after the approval of the transaction and the finalisation of the ownership transfer, the two entities shall submit at the same time the following: Rompetrol Petrochemicals SRL - the request for waiving the tax warehouse authorization; Rompetrol Rafinare SA - the documents necessary to extend the tax warehouse on the assets and activities which were taken over and, as the case may be, the request modification of its current authorization.

Following the submission of the documents (Rompetrol Rafinare), and of the request for waiving the authorization (Rompetrol Petrochemicals), the two companies will be subject to verifications by the customs authorities and the results will be transmitted both to the Ministry of Public Finance – Commission for the authorization of the fiscal warehouses, and the National Customs Authority.

To this effect:

- at Rompetrol Petrochemicals, an inventory of raw materials and excise products stocks will be carried out for the stocks held at the moment of the waiving of the authorization;
- at Rompetrol Rafinare, verifications will be made regarding the compliance with the tax warehouse conditions (considering the request to extend it).

All these stages of the whole integration process (extension of the fiscal warehouse in the case of Rompetrol Rafinare, the cessation of the activities of authorized warehouse in the case of Rompetrol Petrochemicals and the sale of the excise products) **can be carried out without the interruption of the production process** – which is a continuous process – by **complying with the legal provisions governing the authorization arrangement.**

**5. Authorization of Mr. Sorin Graure, General Manager of the Company, and of Mr. Giani-Iulian Kacic, Finance Manager of the Company, to carry out any and all legal formalities and to sign for and on behalf of the Company any and all deeds approved by this EGMS at the previous items, being entitled to sub-appoint third parties to act for such purpose.**

It is hereby proposed to empower Mr. Sorin Graure, General Manager of the Company, and Mr. Giani-Iulian Kacic, Finance Manager of the Company, to carry out any and all legal formalities and to sign for and on behalf of the Company all deeds/documents approved by this EGMS at items 1 – 4 of the agenda, being entitled to sub-appoint third parties.



**6. Approval and empowerment of the Company's Board of Directors to carry out and validate transactions having as object fixed assets, with an aggregate value during the financial year 2013 which may exceed the percentage of 20% of the total fixed assets, minus receivables, yet by no more than USD 200,000,000. The transactions may be represented by deeds of acquisition, transfer, swap and establishment as guarantee, as well as by any other deeds and documents subsequent or related thereto, necessary for the conclusion of the respective transactions.**

**PRESENTATION:**

**Legal Basis: Law no. 297/2004 regarding the capital market:**

**"ART. 241**

*(1) The acquisitions, disposals, exchanges and provision of guarantees for non-current assets of the company, whose individual or combined value for the period of a financial year exceeds 20% of the total non-current assets, excepting the debts, shall be concluded by the administrators or the directors of the company only after prior approval by the general meeting of the shareholders."*

With a view to discussing this point of the agenda, it shall be pointed out from the start that the documents signed by the Company prior to the date of convening the General Meeting of Shareholders have not been subject to art. 241 (1) of Law 297/2004 on the capital market, their combined value being under the 20% limit of the value of the non-current assets, excepting the debts.

Thus, for the uninterrupted carrying out of the production activity during 2013, Rompetrol Rafinare took up and extended loans and bank guarantees in the amount of RON 24,659,095 and EURO 83,795,871. Such loans were secured by assets of the company, whose book value was RON 638,387,108 as at April 30, 2013.

The value of the non-current assets, excepting the debts, according to the balance, was RON 4,567,902,140, as at April 30, 2013, and the total non-current asset inflow for the period January 1 - April 30, 2013, is RON 99,413,804.

Compared to the above, the acquisitions and the provision of guarantees for non-current assets, represents 13.98% of the value of the non-current assets, excepting the debts, according to the latest balance (30 April, 2013).

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**UniCredit Ţiriac Bank SA Constanţa**  
**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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In order to ensure the normal conditions for carrying out the activity and to avoid any potential blockage of the decision making process or any blockage in meeting the current needs of the Company, prior approval is necessary by the Extraordinary General Meeting of Shareholders for acquisitions, disposals, exchanges or provision of guarantees for non-current assets whose individual or combined value exceeds, for the duration of the financial year 2013, the 20% limit of the value of the non-current assets, excepting the debts, as provided under the law.

We mention that, as at the date of convening of the General Meeting of Shareholders of 16 august 2013, such limit has not been reached.

At the same time, with a view to continuing the investment programme of Rompetrol Rafinare in 2013 (USD 59,950,605 ), which has been approved by the Ordinary General Meeting of Shareholders of 29.04.2013, carrying out transactions of the nature of the non-current assets is necessary.

To this effect, through prior approval by the General Meeting of Shareholders of such acquisitions of non-current assets which exceed the limit provided by art. 241 (1) of Law 297/2004, the blockage of the investment process could be avoided for the proposed 2013 investments, a programme which has been approved by the General Meeting of Shareholders of 29.04.2013.

Currently, the Company forecasts that, before the end of the financial year 2013, exceeding the limit provided by art. 24 (1) of Law 297/2004 by a larger amount than USD 200,000,000 will not be needed.

**7. Approval of the date of September 3<sup>rd</sup>, 2013 as registration date, according to art. 238 par. (1) of the Law no. 297/2004 for identification of the shareholders that fall under the scope of the resolutions of this GEMS.**

**PRESENTATION:**

According to art. 238 of Law no. 297/2004, The registration Date is defined as follows:

"1) Through exception from the provisions of Law no. 31/1990, identifying the shareholders who are going to benefit from dividends or other rights and who are subject to the effects of the decisions of the general meetings of the shareholders shall be established by the latter. This date will be at least 10 working days after the date of the general meeting of shareholders".



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Taking into account the legal provisions, the Board of Directors suggested September 3, 2013, as registration date, for the purpose of art. 238 of Law no 297/2004 on the capital market.

**8. Empowerment of Mr. Sorin Graure, member of the Board of Directors and General Manager of the Company, to conclude and/or sign for and on behalf of the Company and/or the Shareholders thereof, the resolutions following to be adopted in this EGMS and to perform any and all legal proceedings for the registration, publication, enforceability and execution of the adopted resolutions, Mr. Sorin Graure being entitled to sub-appoint third parties to this effect.**

Authorizing Mr. Sorin Graure, CEO of the Company is proposed so he can sign on behalf of the shareholders the decision which will be adopted by the General Meeting of Shareholders and carry out all the legal formalities for the execution and registration of the adopted decisions, with the possibility of subdelegating this task to third persons, including attorneys. Through this mandate, Mr. Sorin Graure has been authorized to carry out all the legal formalities for registration, publicity opposability execution and publication of the adopted decisions.

### **III. MISCELLANEOUS PROCEDURAL MATTERS REGARDING THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**

**The reference date is the date of August 7<sup>th</sup>, 2013.**

Solely the persons that are shareholders of the Company registered on this date with the Company's Registry of Shareholders, kept and issued by S.C. Depozitarul Central S.A. Bucharest, are entitled to attend and to vote within this EGMS, pursuant to the legal provisions, **in person** (by legal representatives) or **by proxy**, based on a Special Power of Attorney, or, in prior to the Meeting, **by correspondence**, based on a Postal Ballot Paper.

As of July 16<sup>th</sup>, 2013, **the convening notice of the EGMS** (in Romanian and English), the **information material** concerning the items/aspects included on the agenda of the Meeting, **the Special Powers of Attorney forms** for the representation of shareholders within the EGMS, which are to be updated if new items or resolutions are to be added to the agenda (available in both Romanian and English), the **Postal Ballot Paper forms** for the participation of shareholders within the EGMS, which are to be updated if new items or resolutions are to be added on the agenda (available in both Romanian and English), and the **resolution drafts for the items on the agenda of the EGMS**, shall be placed at the disposal of the Company's

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shareholders at the Company's headquarters, room 104, on each business day, between 09:00 – 15:30 o'clock, and they can be downloaded from the Company's website [www.rompetrol.com](http://www.rompetrol.com), Section Investor Relations/Rompetrol Rafinare/Investor Relations/Presentations.

We are hereby informing you that the Company's Registration Office is closed during non-business days and legal holidays, and during business days it is open between 8:00 – 16:00 (from Monday to Friday).

Shareholders may submit a written application asking for copies of these documents, by courier/post (at the address of the Company's headquarters in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța county) or by e-mail (at the address: [Carmen.Chitu@rompetrol.com](mailto:Carmen.Chitu@rompetrol.com)). Irrespective of the means of delivery, such applications shall be signed by shareholders or by the representatives thereof and shall be accompanied by documents on which it is specified "true copy of the original" and on which the shareholder's/its representative's signature is applied, certifying thus the identity of shareholders and – where the case may be – the capacity of representatives of the signatory parties. In addition, the applications will specify the postal address, the e-mail address or the fax number where the respective shareholders wish to be delivered copies of the aforementioned documents.

One or more shareholders representing, jointly or severally, **at least 5% of the share capital** (hereinafter referred to as "Proposers") is/are entitled, under the law:

a) **to add new items on the agenda of the EGMS**, provided that each such item is accompanied by an explanatory note or by a resolution draft submitted to the general meeting for adoption. These rights may only be exercised solely in writing (delivered by courier/post or by electronic mail) by no later than **July 26<sup>th</sup>, 2013, 16:00 o'clock**. If, further to the exercise of these rights, the agenda of the EGMS which we hereby bring to the notice of shareholders is modified, the Company shall make available within the statutory time period a revised agenda, using the same procedure as the one used for the current agenda

and

b) **to submit resolution drafts** for the items included on or proposed to be included on the agenda of the EGMS by no later than **July 26<sup>th</sup>, 2013, 16:00 o'clock**.

Proposals regarding the insertion of new items on the agenda of the EGMS, respectively those regarding the resolution drafts for the items included on or proposed to be included on the agenda of the EGMS, must be accompanied by copies certified subject to one's own liability of the documents attesting the identity of

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Proposers (in the case of natural persons - identity cards for Romanian citizens or, as the case may be, passport/residence permit for foreign citizens, and in the case of legal persons - identity card of the legal representative) as the case may be, together with the documents attesting the capacity of legal representative, namely a certificate attesting company's details issued by the Trade Registry, in original or in true copy with the original issued by a competent authority in the state in which the shareholder is legally registered which certifies the capacity of legal representative, issued by no more than 3 months in prior to the date of publication of this convening notice of the EGMS, and can be transmitted to the Company as follows:

- a) delivered/transmitted at the Company's Registration Office in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța county, in closed envelope, with the mention: **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF AUGUST 16<sup>th</sup>/19<sup>th</sup>, 2013"**;
- b) sent by e-mail incorporating an extended electronic signature as per Law no. 455/2001 on the electronic signature, at the address: [Carmen.Chitu@rompetrol.com](mailto:Carmen.Chitu@rompetrol.com), mentioning in the Subject line: **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF AUGUST 16<sup>th</sup>/19<sup>th</sup>, 2013"**.

Each shareholder, irrespective of its interest held in the share capital, **is entitled to make inquiries regarding the items on the agenda of the EGMS** so that they might be registered with the company by no later than **July 26<sup>th</sup>, 2013, 16:00 o'clock**, and the Company might answer such inquiries raised by shareholders by posting the answer on the Company's website, [www.rompetrol.com](http://www.rompetrol.com), Investor Relations section/Rompetrol Rafinare/Investors Relations/Presentations. The said inquiries must be pertinent, must be related to the items on the agenda, must not infringe the duty of confidentiality or prejudice the Company's commercial interests and must be submitted in writing, either by mail or courier (at the Company's above-mentioned headquarters, with the following mention, clearly written and capitalized: **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF AUGUST 16<sup>th</sup>/19<sup>th</sup>, 2013"**), or by electronic means (at the e-mail address [Carmen.Chitu@rompetrol.com](mailto:Carmen.Chitu@rompetrol.com)). With a view to identify and prove the capacity of shareholder of the persons referring such inquiries to the Company, they will enclose to their inquiry copies certified subject to their own liability of the documents attesting their identity (identity card/Passport/Residence Permit in the case of natural persons, respectively identity card/passport/residence permit of the legal representative together with a document attesting the capacity of legal representative, namely a certificate attesting company's details issued by the Trade Registry, in original or in true copy with the original issued by a competent authority in the state in which the shareholder is legally registered which certifies the capacity of legal representative,





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issued by no more than 3 months in prior to the date of publication of this convening notice of the EGMS.

The shareholders **may attend the EGMS either in person or by their legal or designated representative ("Proxy")** subject to a special power of attorney.

Shareholders may be represented as well within the EGMS by other persons than the shareholders, save for directors, based on a Special Power of Attorney issued for this EGMS, the form of which (in Romanian and English) can be obtained from the Company's headquarters or downloaded from the Company's website, starting with **July 16<sup>th</sup>, 2013**. An original of the Special Power of Attorney, in Romanian and/or English, filled in and signed by the shareholder, jointly with a copy of the valid identity card of the shareholder certified on the latter's own liability (for the case of natural persons - identity card for Romanian citizens or, as the case may be, passport/residence permit for foreign citizens, respectively for the case of legal persons - identity document of the legal representative) as the case may be, jointly with the documents attesting the capacity of legal representative, respectively an ascertaining certificate issued by the Trade Registry, in original or true copy, issued by a competent authority from the state in which the shareholder is legally registered and attesting the capacity of legal representative, dated no later than 3 months before the publication of this convening notice for the EGMS will be filed/dispatched at the Company's Correspondence Registration Office in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța county, until **August 14<sup>th</sup>, 2013, 10:00 o'clock**, in a closed envelope, with the following mention, clearly written and capitalized: **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF AUGUST 16<sup>th</sup>/19<sup>th</sup>, 2013"**. Another original of the Special Power of Attorney will be handed over to the respective proxy in order for him/her to be able to prove such capacity, upon the request of the technical secretary of the Meeting.

In the event that the shareholder designates its proxy by electronic means, the Special Power of Attorney may be transmitted by e-mail with incorporated extended electronic signature (as per the Law no. 455/2001 on electronic signature) until **August 14<sup>th</sup>, 2013, 10:00 o'clock**, at the latest, at the address: [Carmen.Chitu@rompetrol.com](mailto:Carmen.Chitu@rompetrol.com), mentioning in the Subject line: **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF AUGUST 16<sup>th</sup>/19<sup>th</sup>, 2013"**.

The special powers of attorney, in Romanian and/or English, which are not received at the Company's Correspondence Registration Department/e-mail address specified in the previous paragraph by the aforementioned date and hour shall not be taken into account for the determination of the quorum and majority in the EGMS.

The Company's shareholders registered on the Reference Date with the shareholders' registry issued by Depozitarul Central have the possibility to vote by correspondence, by using the postal ballot paper (in Romanian and/or English) corresponding to this

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EGMS, which may be obtained as of July 16<sup>th</sup>, 2013, at the Company's headquarters, room 104 and from the Company's website [www.rompetrol.com](http://www.rompetrol.com), Investor Relations section/Rompetrol Rafinare S.A./Investors Relations/Presentations.

Upon the date of the Extraordinary General Meeting of the Shareholders, the access and/or vote by correspondence of the shareholders entitled to attend the EGMS shall be permitted following the proof of the identity thereof made for natural person-shareholders by means of identity document (identity card for Romanian citizens or, as the case may be, by passport/residence permit for foreign citizens) and for legal person-shareholders by means of identity document of the legal representative (identity card for Romanian citizens or, as the case may be, by means of passport/residence permit for foreign citizens).

*The capacity of legal representative* shall be proved by means of an ascertaining certificate issued by the Trade Registry or any other document issued by a competent authority from the state in which the shareholder is legally registered, attesting the capacity thereof of legal representative, presented in original or certified copy, dated no later than 3 months before the publication of this Convening Notice for the Extraordinary General Meeting of the Shareholders.

*The representatives of the natural persons* shall be identified by means of the identity document (identity card for Romanian citizens or, as the case may be, by passport/residence permit for foreign citizens), accompanied by a Special Power of Attorney signed by the natural person-shareholder.

*The representatives of the legal person-shareholders* shall prove their legal representation capacity by means of the identity document (identity card for Romanian citizens or, as the case may be, passport/residence permit for foreign citizens), accompanied by a Special Power of Attorney signed by the legal representative of the respective legal person-shareholder. The representatives of the legal person-shareholders shall present as well a document attesting the capacity of legal representative of the person signing the Special Power of Attorney (proof issued by a competent authority, in original or certified copy, dated no later than 3 months before the publication of this Convening Notice for the EGMS. If the Special Power of Attorney was transmitted to the Company by e-mail, the Proxies shall provide the technical secretary's office with the original thereof.

**In the case of the vote by correspondence**, the Postal Ballot Paper Form, filled in and signed for the EGMS, accompanied by a copy of the valid identity card of the shareholder certified on the latter's own liability (in the case of natural persons - identity card/passport/residence permit, and in the case of legal persons - the aforementioned documents, as well as a document attesting the capacity of legal representative of the person signing the postal ballot paper form, proof issued by a competent authority, in original or true copy, dated no later than 3 months before the publication of this convening notice for the EGMS) may be submitted as follows:

a) delivered at the Company's headquarters in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța county, in closed envelope, by any form of courier

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services, so that it might be registered as received at the Company's Correspondence Registration Department **by no later than August 14<sup>th</sup>, 2013, 10:00 o'clock, with the mention: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF AUGUST 16<sup>th</sup>/19<sup>th</sup>, 2013"**,

b) sent by e-mail incorporating an extended electronic signature as per Law no. 455/2001 on the electronic signature, **by no later than August 14<sup>th</sup>, 2013, 10:00 o'clock**, at the address: [Carmen.Chitu@rompetrol.com](mailto:Carmen.Chitu@rompetrol.com), mentioning in the Subject line: **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF AUGUST 16<sup>th</sup>/19<sup>th</sup>, 2013"**.

The postal ballot paper forms which are not received at the Company's Correspondence Registration Department/e-mail address specified at point b) of the previous paragraph by the aforementioned date and hour shall not be taken into account for the determination of the quorum and majority in the EGMS.

The Special Powers of Attorney and/or postal ballot paper forms will contain the information set forth in the forms provided by the Company, clearly stating the vote for each item on the agenda.

When filling in the Special Powers of Attorney and the Postal Ballot Paper Forms according to the foregoing, please consider as well the possibility that the Agenda may be supplemented by new items, in which case **the reviewed Agenda shall be published by August 2<sup>nd</sup>, 2013**. In this case, the updated special powers of attorney and the updated Ballot paper forms can be obtained from the Company's headquarters, room 104, on each business day, between 9:00 - 15:30 o'clock, and they can be downloaded from the Company's website [www.rompetrol.com](http://www.rompetrol.com), **as of August 5<sup>th</sup>, 2013**.

If the Agenda is supplemented and the shareholders fail to transmit the revised and updated form of the special powers of attorney and/or postal ballot paper forms, the special powers of attorney and the postal ballot paper forms sent in prior to the supplementation of the agenda shall be considered only in relation to the issues present on the revised agenda.

The Credit Institutions rendering custody services to the Company's shareholders may sign and transmit the Special Powers of Attorney/postal ballot paper forms via correspondence, on behalf of their clients, subject to the rights they were conferred with in the custody agreements or to specific voting instructions received from the clients in relation to this General Extraordinary Meeting of the Company's Shareholders.

In this case, the Special Powers of Attorney/postal ballot paper forms shall be accompanied by an affidavit issued by the credit institution to which the Special Power of Attorney for representation purposes was issued, stating that:

- (i) The credit institution renders custody services for the respective shareholder;

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- (ii) The instructions contained in the Special Power of Attorney are identical with the instructions contained by the SWIFT message received by the credit institution for the purpose of voting for and on behalf of that respective shareholder;
- (iii) The Special Power of Attorney was signed by the shareholder.

The special powers of attorney/postal ballot paper forms and the affidavit issued by the credit institution designated to attend the meeting subject to the Special Power of Attorney, will be submitted at the Company's headquarters in original, signed and, as the case may be, stamped or transmitted by e-mail to the address: [Carmen.Chitu@rompetrol.com](mailto:Carmen.Chitu@rompetrol.com), within the terms mentioned hereinabove, no other proceedings being necessary with respect to the form of the said documents.

Any documents drafted in a foreign language, other than English (save for the identification documents valid on the Romanian territory) shall be accompanied by a sworn translation in Romanian or English.

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On the convening date, the Company's registered share capital is of Lei 4,410,920,572.60, consisting of 44,109,205,726 book-entered shares, of a face value of Lei 0.1, each share giving the right to a vote within the General Meeting of Shareholders.

Further information may be obtained at the telephone number 0241/506553 during business days between 9:00 - 15:30 o'clock and from the Company's website [www.rompetrol.com](http://www.rompetrol.com), Investor Relations/Rompetrol Rafinare/Investors Relations/Presentations.

**Chairman of the Board of Directors**  
**Azamat ZHANGULOV**

**Chief Executive Officer and Member of the Board of Directors**  
**Sorin GRAURE**

**Chief Financial Officer**  
**Giani-Iulian KACIC**

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