



rompetrol

KazMunayGas
Group
Member

ROMPETROL RAFINARE S.A.
Bulevardul Navodari, nr. 215,
Pavilion Administrativ,
Navodari, Judetul Constanta,
ROMANIA

phone: + (40) 241 50 60 00
+ (40) 241 50 61 50
fax: + (40) 241 50 69 30
office rafinare@rompetrol.com
www.rompetrol-rafinare.ro
www.rompetrol.com

INFORMATION MATERIAL
regarding the issues submitted for debate to the
General Ordinary Meeting of Shareholders of
ROMPETROL RAFINARE S.A.
as of March 4th/5th, 2015

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, Administrative Facility, Constanța County, registered with the Trade Registry under number J13/534/1991, having sole registration code 1860712, has convened pursuant to art. 119 para 1 of the Law no. 31/1990, the General Ordinary Meeting of Shareholders for **March 4th, 2015, 11:00 a.m.**, at the Company's head office.

In the event that at the aforementioned date the quorum provided by the law is not present, the Board of Directors convenes and establishes, pursuant to art. 118 of the Law no. 31/1990, a second General Ordinary Meeting of Shareholders („GOMS”) for **March 5th, 2015, 11:00 a.m.**, at the Company head office, subject to the same Agenda and Reference Date.

Rompetrol Rafinare has fulfilled the legal requirements concerning the publication of the GMS convening notice.

The GMS convening notice was:

- transmitted to the Financial Supervisory Authority (“ASF”) – Financial Investments and Instruments Division and to the Bucharest Stock Exchange, subject to the Current Report no. 814/28.01.2015;
- published in the Official Gazette of Romania, 4th part, as of January 30th, 2015;
- published in BURSA national daily no. 20 as of January 30th, 2015;
- published on February 2nd, 2015 on the internet page of Rompetrol Rafinare S.A., at the address www.rompetrol-rafinare.ro and on the internet page of the Bucharest Stock Exchange;
- published in the ASF Bulletin – Financial Investments and Instruments Division – Reports of the issuers no. 4, reports of the issuers during the timeframe January 26th – January 30th, 2015.



rompetrol

KazMunayGas
Group
Member

ROMPETROL RAFINARE S.A.
Bulevardul Navodari, nr. 215.
Pavilion Administrativ,
Navodari, Judetul Constanta,
ROMANIA

phone: + (40) 241 50 60 00
+ (40) 241 50 61 50
fax + (40) 241 50 69 30
office.rafinare@rompetrol.com
www.rompetrol-rafinare.ro
www.rompetrol.com

I. GENERAL INFORMATION :

A. INFORMATION REGARDING THE SHAREHOLDERS

Upon the date of this GOMS convening notice, 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 par value of lei 0.1. Each share entitles its holder to one vote within the general meeting.

Upon the convening date of the GOMS, according to the latest Shareholders' Registry having as consolidation date December 31st, 2014, the shareholders of Rompetrol Group held a number of 24,104,704,500 shares amounting to lei 2,410,470,450, representing 54.6478% of the share capital.

The shareholder Romanian State, represented by the Ministry of Economy¹ holds according to the latest Shareholders' Registry having as consolidation date December 31st, 2014 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 other shareholders (legal entities and individuals) 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's Directors and the persons from the executive management thereof do not hold shares in the Company.

B. INFORMATION REGARDING THE ORGANIZATION OF THE MEETING; VOTING PROCEDURE

To validate the deliberations of the General Ordinary Meeting, upon the first call, it is mandatory that the shareholders holding at least one quarter of the total voting rights attend the meeting and the resolutions be adopted by majority of votes held by the present or represented shareholders.

¹ On January 22nd, 2015, Depozitarul Central recorded the transfer of 19,715,009,053 shares from the account of the Romanian State represented by the Ministry of Economy in the account of the Romanian State represented by the Ministry of Energy, Small and Medium Enterprises and Business Environment.



If the general ordinary meeting is unable to carry out its proceedings pursuant to lack of quorum, the meeting to be held on a second call shall deliberate on the items on the Agenda of the first meeting, regardless of the quorum present, adopting resolutions by majority of votes exercised.

The general ordinary meeting of the shareholders may be attended only by the shareholders recorded in the Company's shareholders registry upon the reference date or the representatives thereof.

The access of the shareholders or of the representatives thereof, entitled to attend the general meeting of the shareholders, is permitted following the proof of their identity. Before entering the meeting room, the Company's designated employees shall verify the identity of the shareholders and/or the representative capacity thereof.

On the date and time established in the convening notice, 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 by the law and the Articles of Incorporation for the organization of the General Meeting.

One of the secretaries shall prepare the minute of the General Ordinary Meeting, which will have attached the convening deeds, as well as the shareholders attendance lists.

The Resolutions of the General Ordinary Meeting shall be passed by show of hands, except for the cases where the general meeting decides for ballot vote or if the law requires the ballot vote, and shall be binding, including for the shareholders who did not attend the meeting or voted against.

In accordance with the provisions of article 130 par.2 of the Law no. 31/1990

"The ballot vote is mandatory for the appointment or dismissal of the members of the board of directors, namely of the supervisory board, for the appointment, dismissal or removal of the internal auditors and the financial auditors and for passing resolutions regarding the liability of the members of the administrative, management and control bodies of the company."

Such provisions are included as well in the special regulations regarding securities and in the statutory provisions.



rompetrol

KazMunayGas
Group
Member

ROMPETROL RAFINARE S.A.
Bulevardul Navodari, nr. 215,
Pavilion Administrativ,
Navodari, Judetul Constanta,
ROMANIA

phone: + (40) 241 50 60 00
+ (40) 241 50 61 50
fax: + (40) 241 50 69 30
office rafinare@rompetrol.com
www.rompetrol-rafinare.ro
www.rompetrol.com

Consequently:

- the revocation of Mr. Károly Borbely from the position of member of the Board of Directors, shall be subject to ballot vote;
- the termination of the director's mandate granted to Mr. Sorin Graure, pursuant to his resignation from the said position starting with 01.10.2014, shall be subject to ballot vote;
- the election of two new members of the Board of Directors, shall be subject to ballot vote;
- all other issues on the agenda, shall be subject to vote by show of hands.

II. INFORMATION CONCERNING THE ISSUES ON THE MEETING AGENDA

Following acknowledgement of compliance with all legal requirements and provisions of the Articles of Incorporation for the organization of the general meeting, the meeting agenda will be discussed.

The General Ordinary Meeting convened for March 4th, 2015, respectively March 5th, 2015 (second convening date), has the following issues on the agenda:

1. Revocation of Mr. Károly Borbely from its capacity of member of the Company's Board of Directors.

The discharge of Mr. Károly Borbely of any duties and liabilities resting upon him for the term of the mandate of member of the Board of Directors, respectively as of April 30th, 2014 and until the date of this GOMS, shall be performed as per the provisions of the law.

2. Approval to terminate the director's mandate granted to Mr. Sorin Graure, following the latter's resignation from the said position starting with 01.10.2014.

The discharge of Mr. Sorin Graure of any duties and liabilities resting upon him for the term of the mandate of member of the Board of Directors for the timeframe 01.01.2014 – 30.09.2014, shall be performed as per the provisions of the law.



rompetrol

KazMunayGas
Group
Member

ROMPETROL RAFINARE S.A.
Bulevardul Navodari, nr. 215.
Pavilion Administrativ,
Navodari, Judetul Constanta,
ROMANIA

phone: + (40) 241 50 60 00
+ (40) 241 50 61 50
fax: + (40) 241 50 69 30
office.rafinare@rompetrol.com
www.rompetrol-rafinare.ro
www.rompetrol.com

3. Election of two members in the Company's Board of Directors for a mandate starting with the date of this GOMS and ending on 30.04.2018 (the expiry date of the mandate granted to the current members of the Board of Directors), as follows:

- i) **Mr. Bogdan-Nicolae Badea**, pursuant to the revocation of Mr. Károly Borbely as per item 1 on the GOMS agenda. The candidacy of Mr. Bogdan-Nicolae Badea is supported by the significant shareholder Romanian State, represented by the Ministry of Energy, Small and Medium Enterprises and Business Environment. Mr. Bogdan-Nicolae Badea is a Romanian citizen, domiciled in Bucharest, Romania.
- ii) **Mr. Yedil Utekov**, pursuant to the resignation of Mr. Sorin Graure from the position of director of the Company as per item 2 on the GOMS Agenda. The candidacy of Mr. Yedil Utekov is supported by the significant shareholder KMG International NV. Mr. Yedil Utekov is a Kazakh citizen, residing in Constanta, Romania.

Further information concerning the professional activity of Messrs. Bogdan-Nicolae Badea and Yedil Utekov will be available starting with February 2nd, 2015 on the Company's website www.rompetrol-rafinare.ro, Investors Relations Section/Presentations.

4. **Approval of the date of March 20th, 2015 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 adopted in this GOMS.
5. **Approval of the date of March 19th, 2015 as *ex-date***, as such is defined by the NSC Regulation no. 6/2009.
6. **Empowerment of Mr. Alexandru Nicolcioiu**, director of the Company, to conclude and/or sign for and on behalf of the Company and/or the Company's shareholders, the resolutions following to be adopted in this GOMS and to carry out any and all legal formalities concerning the registration, publication and enforcement of the resolutions thus adopted, Mr. Graure being granted the possibility to sub-appoint third parties to this effect.

The inclusion of items 1 and 3 (i) on the agenda of GOMS was requested by the significant shareholder Romanian State represented by the Ministry of Energy, Small and Medium Enterprises and Business Environment - General Directorate for Privatisation and Management of the State Ownership in the Energy Field, via the letter no. DGPAPSE 150239 as of 22.01.2015 (respectively RRC no. 673/23.01.2015).



rompetrol

KazMunayGas
Group
Member

ROMPETROL RAFINARE S.A.
Bulevardul Navodari, nr. 215.
Pavilion Administrativ,
Navodari, Judetul Constanta,
ROMANIA

phone + (40) 241 50 60 00
+ (40) 241 50 61 50
fax + (40) 241 50 69 30
office rafinare@rompetrol.com
www.rompetrol-rafinare.ro
www.rompetrol.com

PRESENTATION:

Items 1, 2 and 3 on the agenda

According to the provisions of article 137[^]1 of the Law no. 31/1990 on trade companies, the candidates for the positions of members of the Board of Directors may be nominated by the current members of the Board of Directors or by the shareholders of Rompetrol Rafinare. The Board of Directors consists of 5 (five) members, appointed for a 4 (four)-year mandate, according to the provisions of the Articles of Incorporation.

According to the aforementioned provisions, the members of the Board of Directors have to be elected by the General Ordinary Meeting of the Shareholders.

Whereas the request filed by the significant shareholder Romanian State, represented by the Ministry of Energy, Small and Medium Enterprises and Business Environment - General Directorate for Privatisation and Management of the State Ownership in the Energy Field (D.G.P.A.P.S.E.) via the letter no. DGPAPSE 150239 as of 22.01.2015 (respectively RRC registration number 673/23.01.2015) – appended herewith

Whereas the provisions of article 119 of the Law no. 31/1990:

“(1) The Board of Directors, respectively the directorate, shall convene at once the general meeting upon the request of the shareholders representing, either individually or jointly, at least 5% of the share capital or even less, if the articles of incorporation provides so and if the request contains dispositions falling under the scope of the general meeting of the shareholders

(2) The General Meeting shall be convened within 30 days at the most and shall get together within 60 days at the most as of the receipt of the request”,

The Board of Directors of Rompetrol Rafinare convened in session on January 28th, 2015, in accordance with art. 119, par. 1 of the Law no. 31/1990 on trade companies, as republished and subsequently amended and completed, of the Law no. 297/2004 on capital market, as subsequently amended and completed, the National Securities Commission Regulation no. 6/2009 on the exercise of certain rights of the shareholders within the general meetings of the trade companies, as subsequently amended and completed, the Company’s Articles of Incorporation, acknowledged the request of the Ministry of Energy, Small and Medium Enterprises and Business Environment – D.G.P.A.P.S.E and in accordance with the Resolution dated January 28th, 2015, convened the General Ordinary Meeting of the Shareholders for March 4th, 2015 – first convening, namely March 5th, 2015



rompetrol

KazMunayGas
Group
Member

ROMPETROL RAFINARE S.A.
Bulevardul Navodari, nr. 215.
Pavilion Administrativ,
Navodari, Judetul Constanta,
ROMANIA

phone: + (40) 241 50 60 00
+ (40) 241 50 61 50
fax: + (40) 241 50 69 30
office.rafinare@rompetrol.com
www.rompetrol-rafinare.ro
www.rompetrol.com

– the second convening. The agenda of the GOMS contains under items 1 and 3 the proposals filed by the Ministry of Energy, Small and Medium Enterprises and Business Environment through D.G.P.A.P.S.E

Under item 1 on the agenda of this GOMS, the shareholder Ministry of Energy, Small and Medium Enterprises and Business Environment through D.G.P.A.P.S.E requests on behalf of the Romanian State the approval for the revocation and, consequently, for the termination of the mandate of Mr. Károly Borbely as member of the Board of Directors.

As well, under item 1 on the agenda, the Board of Directors proposes that the shareholders approve the discharge of Mr. Károly Borbely of the management duties exercised throughout his mandate of member of the Board of Directors, respectively since April 30th, 2015 and up to the date of this General Ordinary Meeting of the Shareholders, according to the provisions of the law (namely such discharge shall be granted upon the date the Company's financial accounts for 2014 and 2015 are approved).

As to item 2 on the agenda of this GOMS, we hereby mention that on 30.09.2014 Mr. Sorin Graure submitted to the Company his resignation from the position of director of Rompetrol Rafinare. Subject to the Resolution of the Board of Directors as of October 1st, 2014, the company acknowledged his resignation and ascertained the termination of the mandate, respectively the exercise by Mr. Sorin Graure of the capacity of member of the Board of Directors starting with October 1st, 2015.

The Resolution of the Board of Directors adopted on October 1st, 2014 was filed with the Trade Registry ("ORC") appended to Constanta Tribunal. Thus the resignation of Mr. Sorin Graure from the position of director of the Company was registered with ORC, following for the termination of Mr. Graure's directors mandate to be submitted for the approval of the shareholders during the following General Ordinary Meeting of the Shareholders.

Under item 2 of the agenda of this GOMS, it is proposed that the termination of the mandate granted to Mr. Sorin Graure as member of the Board of Directors be approved pursuant to the resignation thereof from this position starting with 01.10.2014.

As well, under this item of the agenda, the Board of Directors proposed that the shareholders be submitted for approval the discharge of Mr. Sorin Graure of the management duties exercised



rompetrol

KazMunayGas
Group
Member

ROMPETROL RAFINARE S.A.
Bulevardul Navodari, nr. 215,
Pavilion Administrativ,
Navodari, Judetul Constanta,
ROMANIA

phone: + (40) 241 50 60 00
+ (40) 241 50 61 50
fax: + (40) 241 50 69 30
office.rafinare@rompetrol.com
www.rompetrol-rafinare.ro
www.rompetrol.com

throughout the period 01.01.2014 – 30.09.2014, upon the date the Company's financial accounts for 2014 are approved.

According to the legal and statutory provisions, on October 1st, 2014, the Board of Directors of Rompetrol Rafinare appointed an interim director, respectively Mr. Yedil Utekov, until the date of the following general meeting of the shareholders. .

Under item 3 on the agenda, the Board of Directors proposed **the election of two members in the Company's Board of Directors.**

As presented in prior, in accordance with the provisions of the Articles of Incorporation, Rompetrol Rafinare SA is a company managed in a one tier system, by a Board of Directors consisting of 5 members.

The GOMS shall elect two directors *by ballot vote*, as per the provisions of art. 130, par. (2) of the law no. 31/1990.

The designated director should cumulatively meet the general requirements provided by the Law no. 31/1990 for the exercise of this position, supplemented by the requirements provided by the Law no. 297/2004 on the capital market, by the regulations of the supervisory and regulation body – Financial Supervisory Authority/ National Securities Commission and the by the Company's Articles of Incorporation.

The term of the latter's mandate shall be equal to the term of the mandate granted to the other directors currently holding office, elected by the general ordinary meeting of the shareholders on 29.04.2014, respectively the mandate shall commence upon the date of this GOMS and shall expire on 30.04.2018.

Under item 3 i) on the Agenda it is proposed that **Mr. Bogdan-Nicolae Badea** be elected pursuant to the revocation of Mr. Károly Borbely as per item 1 on the agenda of this GOMS.

The election of Mr. Bogdan-Nicolae Badea in the position of member of Company's Board of Directors is required by the major shareholder Romanian State represented by the Ministry of Energy, Small and Medium Enterprises and Business Environment through the General Directorate for Privatisation and Management of the State Ownership in the Energy Field via Letter no. DGPAPSE 150239 as of 22.01.2015 (respectively RRC no. 673/23.01.2015) – appended herewith.

We hereby mention that the Ministry of Energy, Small and Medium Enterprises and Business Environment through the General Directorate for Privatisation and Management of the State



rompetrol

KazMunayGas
Group
Member

ROMPETROL RAFINARE S.A.
Bulevardul Navodari, nr. 215,
Pavilion Administrativ,
Navodari, Judetul Constanta,
ROMANIA

phone: + (40) 241 50 60 00
+ (40) 241 50 61 50
fax: + (40) 241 50 69 30
office.rafinare@rompetrol.com
www.rompetrol-rafinare.ro
www.rompetrol.com

Ownership in the Energy Field appended to the foregoing letter the resume of Mr. Bogdan-Nicolae Badea, this document following to be rendered available to the shareholders as of February 2nd, 2015 by publication on the company's website www.rompetrol-rafinare.ro, Investors Relations Section.

Under point 3 ii) on the Agenda, the Board of Directors proposes that Mr. Yedil Utekov be elected pursuant to the resignation of Mr. Sorin Gaure from the position of director of the Company, as per item 2 on the agenda of this GOMS.

As specified under item 2 on the agenda of this GOMS, according to the legal and statutory provisions, on October 1st, 2014, the Company's Board of Directors appointed an interim director, respectively Mr. Yedil Utekov, until the convening date of the general ordinary meeting of the shareholders, following the resignation of Mr. Sorin Graure from the position of member of the Board of Directors starting with October 1st, 2014.

As published in the convening notice of GOMS, the information concerning the professional qualification of Messrs. Bogdan-Nicolae Badea and Yedil Utekov shall be made available starting with February 2nd, 2015 on the Company's website www.rompetrol-rafinare.ro, Investors Relations Section.

DI. Bogdan-Nicolae Badea, is a Romanian citizen, domiciled in Bucharest, Romania and Mr. Yedil Utekov is a Kazakh citizen, residing in Constanta, Romania.

Any interested shareholder is entitled to propose in writing candidates for the positions of members of the Company's Board of Directors until February 13th, 4:00 pm the latest, in order to be registered as received by the Company's registration office by the said date, such proposals following to be accompanied by information concerning the name, domicile and professional qualification of the persons proposed for that respective position, jointly with the following documents:

- the actual proposal which may refer to one or two candidates (signed by authorized signatory and stamped, if applicable);
- affidavit of the candidate whereby the latter accepts to be registered on the list of candidates for the position of member of the Company's Board of Directors;
- resume of the candidate in updated, dated and signed form, in Romanian or, if drafted in another language, in copy and legalized translation, with special emphasis on the professional expertise of the candidate;
- certified copy of the candidate's identity document; in case the document is written in other language than Romanian, it shall be submitted in copy and legalized translation;



rompetrol

KazMunayGas
Group
Member

ROMPETROL RAFINARE S.A.
Bulevardul Navodari, nr. 215.
Pavilion Administrativ,
Navodari, Judetul Constanta,
ROMANIA

phone + (40) 241 50 60 00
+ (40) 241 50 61 50
fax + (40) 241 50 69 30
office.rafinare@rompetrol.com
www.rompetrol-rafinare.ro
www.rompetrol.com

- copies of the valid identity document of the natural person-shareholders certified on their own liability (identity card for Romanian citizens or, as the case may be, passport/residence permit for foreign citizens), respectively - for legal persons - a Confirmation of Company's Details released by the Trade Registry or other similar document released by a competent authority from the state where the shareholder is legally incorporated, attesting the capacity of the legal representative of the legal person-shareholder, in original or true copy, issued by no more than 3 months in prior to the publication date of the GOMS convening notice). The capacity of legal representative of the legal person-shareholders shall be ascertained based on the Company's Shareholders List valid for the reference date, provided by Depozitarul Central SA. Nevertheless, if the shareholder failed to timely inform Depozitarul Central in relation to its legal representative or if such information is not specified/updated in the Company's Shareholders List valid for the reference date provided by Depozitarul Central, than the shareholder shall provide as well as document attesting the capacity of legal representative of the signatory (proof released by a competent authority, either in original or true copy, dated no later than 3 months before the publication of this Convening Notice for the General Ordinary Meeting of the Shareholders).

Starting with 16.02.2015, 2:00 PM, the final list containing information such as name, domicile and professional qualification of the candidates proposed for the position of member of the Company's Board of Directors and the corresponding files concerning the professional qualification thereof shall be rendered available and can be downloaded from the Company's website www.rompetrol-rafinare.ro, Investors Relations Section/Presentations or can be consulted upon request, every business day, from 9:00 am to 3.30 pm, at the Company's registered office, room 104.

Whereas the mandate granted to the current members of the Company's Board of Directors shall expire on 30.04.2018, it was proposed that the mandate following to be granted to the two new members of the board following to be elected subject to ballot vote exercised by the shareholders in this GOMS, be valid as well until 30.04.2018.

Item 4 on the agenda

According to art. 238, par. (1) of the Law no. 297/2004, the Registration Date is defined as follows:

“(1) Notwithstanding the provisions laid down by the Companies Law no. 31/1990, as republished and subsequently amended, the date for the identification of the shareholders which shall benefit of dividends or other rights and which are subject to the effects of the decisions taken by the general shareholders meeting, shall be established by the company. The established date shall be subsequent to the date of the general shareholders meeting by at least 10 working days”.



rompetrol

KazMunayGas
Group
Member

ROMPETROL RAFINARE S.A.
Bulevardul Navodari, nr. 215,
Pavillon Administrativ,
Navodari, Judetul Constanta,
ROMANIA

phone + (40) 241 50 60 00
+ (40) 241 50 61 50
fax: + (40) 241 50 69 30
office.rafinare@rompetrol.com
www.rompetrol-rafinare.ro
www.rompetrol.com

Whereas the legal provisions, the Board of Directors proposed the date of March 20th, 2015 as registration date, within the meaning of art. 238 of the Law no. 297/2004 on capital market.

Item 5 on the agenda

According to art. 2, letter f) of the NSC Regulation no. 6/2009 on the exercise of certain rights of the shareholders within the general meetings of the trade companies, *ex-date* is defined as follows:

"f) ex date – the date falling one settlement cycle minus one business day before the registration date, as of which the financial instruments forming the object of the corporate bodies' resolutions are traded without the rights resulting from such resolution"

Whereas the legal provisions, the Board of Directors proposed the date of March 19th, 2015 as *ex date*.

Item 6 on the agenda

It is proposed that **Mr. Alexandru Nicolcioiu**, director of the Company, be empowered to conclude and/or sign for and on behalf of the Company and/or the Company's shareholders, the resolutions following to be adopted in this GOMS and to carry out any and all legal formalities concerning the execution and registration of the resolutions thus adopted, Mr. Nicolcioiu being granted the possibility to sub-appoint third parties to this effect, including attorneys at law. During the exercise of the entrusted mandate, Mr. Alexandru Nicolcioiu shall be authorized to carry out any and all legal formalities for the registration, publication and enforcement of the resolutions thus adopted.

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

The reference date is February 23rd, 2015.

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



rompetrol

KazMunayGas
Group
Member

ROMPETROL RAFINARE S.A.
Bulevardul Navodari, nr. 215,
Pavilion Administrativ,
Navodari, Judetul Constanta,
ROMANIA

phone: + (40) 241 50 60 00
+ (40) 241 50 61 50
fax: + (40) 241 50 69 30
office rafinare@rompetrol.com
www.rompetrol-rafinare.ro
www.rompetrol.com

of the Shareholders, by correspondence (based on a Postal Ballot Paper).

The access and/or vote by correspondence of the shareholders entitled to attend the GOMS 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 ascertained based on the list of the Company's shareholders valid for the Reference Date, received from Depozitarul Central. In the event the shareholder failed to timely inform Depozitarul Central in relation to its legal representative or if this information is not specified/updated on the list of the Company's shareholders valid for the Reference Date received from Depozitarul Central, than the capacity of legal representative shall be proved by means of a confirmation of Company's details 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 General Ordinary Meeting of the Shareholders.

The representatives of the natural person-shareholders 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 or General 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 or General Power of Attorney signed by the legal representative of the respective legal person-shareholder. The capacity of legal representative of the legal person-shareholders shall be ascertained based on the list of the Company's shareholders valid for the Reference Date, received from Depozitarul Central. Nevertheless, in the event the shareholder failed to timely inform Depozitarul Central in relation to its legal representative or if this information is not specified/updated on the list of the Company's shareholders valid for the Reference Date received from Depozitarul Central, than the representative shall provide as well a document attesting the capacity of legal representative of the person signing the Special or General Power of Attorney (proof released by a competent authority, presented in original or certified copy, dated no later than 3 months before the publication of this Convening Notice for the General Ordinary Meeting of the Shareholders).

The documents attesting the capacity of legal representative presented in a foreign language, other than English (save for identity documents valid on the Romanian territory) shall be accompanied by a sworn translation in Romanian or English.

The shareholders who lack legal competence, as well as the legal persons may be represented by their legal representatives, who at their turn, may delegate other persons to this effect.



rompetrol

KazMunayGas
Group
Member

ROMPETROL RAFINARE S.A.
Bulevardul Navodari, nr. 215,
Pavilion Administrativ,
Navodari, Judetul Constanta,
ROMANIA

phone: + (40) 241 50 60 00
+ (40) 241 50 61 50
fax: + (40) 241 50 69 30
office.rafinare@rompetrol.com
www.rompetrol-rafinare.ro
www.rompetrol.com

Further information concerning the Limited/General Powers of Attorney and vote by correspondence is specified herein below.

Starting with February 2nd, 2015, the convening notice of the GOMS (in Romanian and English), the documents and information materials concerning the items/aspects included on the agenda of GOMS, the Special Powers of Attorney forms for the representation of shareholders within the GOMS, 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 and vote of shareholders within the GOMS, 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 GOMS, shall be rendered available to the shareholders at the Company's headquarters, room 104, on each business day, between 09:00 – 16:00 o'clock, and they can be downloaded from the Company's website www.rompetrol-rafinare.ro, Section Investor Relations Investor Relations/Presentations.

Shareholders may submit a written application asking for copies of these documents, by courier (at the Company's registration office in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța county) or by e-mail (at the address: 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.

Please be informed that the Company's Registration Office is closed on non-business days and legal holidays and opened on business days between 8:00 am and 4:00 pm (Monday to Friday).

In accordance with the provisions of article 137[^]1 of the Law no. 31/1990, the current members of the Board of Directors or the shareholders are entitled to nominate the candidates for the director positions.

Any interested shareholder are entitled to make proposals for the directors' position, such proposals following to be submitted/ transmitted to the Company's Registration Office until **February 13th, 4:00 pm**, in order to be registered on the candidates' list which will be submitted to the GOMS for approval.

Such proposals shall be accompanied by the following documents:

- the actual proposal which may refer to one or two candidates (duly authorized and stamped, as the case may be);



rompetrol

KazMunayGas
Group
Member

ROMPETROL RAFINARE S.A.
Bulevardul Navodari, nr 215.
Pavilion Administrativ,
Navodari, Judetul Constanta,
ROMANIA

phone + (40) 241 50 60 00
+ (40) 241 50 61 50
fax: + (40) 241 50 69 30
office.rafinare@rompetrol.com
www.rompetrol-rafinare.ro
www.rompetrol.com

- candidate's acceptance of the registration thereof on the list of candidates for the position of member of the Company's Board of Directors;
- candidate's updated, dated and signed resume, in Romanian or, in case such resume is drafted in another language, in copy and legalized translation, with special emphasis on the professional expertise of the candidate;
- certified copy of the candidate's identity document; in case the document is written in other language than Romanian, it shall be submitted in copy and legalized translation;
- copies of the valid identity document of the natural person-shareholders certified on their own liability (identity card for Romanian citizens or, as the case may be, passport/residence permit for foreign citizens), respectively - for legal persons - a Confirmation of Company's Details released by the Trade Registry or other similar document released by a competent authority from the state where the shareholder is legally incorporated, attesting the capacity of the legal representative of the legal person-shareholder, in original or true copy, issued by no more than 3 months in prior to the publication date of the GOMS convening notice). The capacity of legal representative of the legal person-shareholders shall be ascertained based on the Company's Shareholders List valid for the reference date, provided by Depozitarul Central SA. Nevertheless, if the shareholder failed to timely inform Depozitarul Central in relation to its legal representative or if such information is not specified/updated in the Company's Shareholders List valid for the reference date provided by Depozitarul Central, than the shareholder shall provide as well as document attesting the capacity of legal representative of the signatory (proof released by a competent authority, either in original or true copy, dated no later than 3 months before the publication of this Convening Notice for the General Ordinary Meeting of the Shareholders).

The foregoing documents may be submitted 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, by any type of courier, with the mention: **"FOR THE GENERAL ORDINARY MEETING OF THE SHAREHOLDERS AS OF MARCH 4TH /5TH, 2015"**
- (b) sent by e-mail incorporating an extended electronic signature as per Law no. 455/2001 on the electronic signature, mentioning in the Subject line: **"FOR THE GENERAL ORDINARY MEETING OF THE SHAREHOLDERS AS OF MARCH 4TH /5TH, 2015"**

The list of candidates for the position of director of Company shall be updated upon receipt of the candidature proposals. Starting with 16.02.2015, 2:00 PM, the final list containing information such as name, domicile and professional qualification of the candidates shall be rendered available to the shareholders both at the Company's headquarters and on the website thereof.

One or several shareholders holding either individually or jointly at least 5% of the share capital is/are entitled, subject to the law, to request the Board of Directors to insert new items on the agenda of GOMS, as



rompetrol

KazMunayGas
Group
Member

ROMPETROL RAFINARE S.A.
Bulevardul Navodari, nr. 215,
Pavilion Administrativ,
Navodari, Judetul Constanta,
ROMANIA

phone: + (40) 241 50 60 00
+ (40) 241 50 61 50
fax: + (40) 241 50 69 30
office.rafinare@rompetrol.com
www.rompetrol-rafinare.ro
www.rompetrol.com

well as/or to be presented draft resolutions for the items inserted or proposed to be inserted on the agenda of GOMS, subject to the following conditions:

- i) for natural person-shareholders - the requests should be accompanied by copies of the identity documents of the shareholders, enabling the identification thereof in the registry of the Company's shareholders kept by Depozitarul Central SA;
- ii) for legal person-shareholders – the requests should be accompanied by:
 - a Confirmation of Company's Details released by the Trade Registry or other similar document released by a competent authority from the state in which the shareholder is legally incorporated, in original or true copy, dated no later than 3 months before the publication of this Convening Notice for the General Ordinary Meeting of the Shareholders, enabling the identification of the shareholders in the Company's registry of shareholders kept by Depozitarul Central S.A;
 - the capacity of legal representative shall be established based on the records kept by Depozitarul Central SA; in case the shareholders registry kept by Depozitarul Central SA contains no data as to the capacity of legal representative, such capacity shall be proved by means of a Confirmation of Company's Detail released by the Trade Registry, in original or true copy, or any other document, in original or true copy, released by a competent authority from the state where the shareholder is legally incorporated, attesting the capacity of legal representative;
 - the documents attesting the capacity of legal representative prepared in another foreign language than English, shall be accompanied by a sworn translation in Romanian or English.
- iii) the requests should be accompanied by support documentation and/or draft resolution proposed for adoption;
- iv) the requests should be delivered solely in writing, by means of a registered letter with receipt confirmation/by courier, in closed envelope, in original (signed and, as the case may be, stamped by the shareholders or legal representatives thereof), so that such requests could be registered as received in the Company's Registration Office by **13.02.2015, 4:00 pm**, with the mention: **"FOR THE GENERAL ORDINARY MEETING OF THE SHAREHOLDERS AS OF MARCH 4TH /5TH, 2015.**

The same identification requirements shall be applicable for the legal representative of the shareholders raising inquiries in relation to the items on the agenda of GOMS.

Each shareholder, irrespective of its interest held in the share capital, is **entitled to make inquiries regarding the items on the agenda of the GOMS** so that they might be registered with the company's registration office **by no later than 13.12.2015, 4:00 PM**, and the Company might answer such inquiries raised by shareholders by posting the answer on the Company's website, www.rompetrol-rafinare.ro, Investor Relations section/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 in original counterpart, signed and – as the case may be, stamped by the shareholders or by the legal representatives thereof, or by post/courier (to the Company's Registration Office mentioned hereinabove),



rompetrol

KazMunayGas
Group
Member

ROMPETROL RAFINARE S.A.
Bulevardul Navodari, nr. 215,
Pavilion Administrativ,
Navodari, Judetul Constanta,
ROMANIA

phone + (40) 241 50 60 00
+ (40) 241 50 61 50
fax + (40) 241 50 69 30
office.rafinare@rompetrol.com
www.rompetrol-rafinare.ro
www.rompetrol.com

with the clear mention written with capital letters: **“FOR THE GENERAL ORDINARY MEETING OF THE SHAREHOLDERS AS OF MARCH 4TH /5TH, 2015**

For the purpose of identifying and establishing the capacity of shareholder of the person making proposals for the supplementation of the agenda as per article 7, par. (1), letter a) of NSC Regulation no. 6/2006 or raising inquiries as per art. 13 of the same regulation, the Company may require such person to provide an excerpt proving the capacity of shareholder and the number of shares held, released by Depozitarul Central SA or, as the case may be, the participant defined under art. 168, paragraph (1), letter b) of the Law no. 297/2004 providing trusteeship services.

The shareholders may be represented during the GOMS by other persons, based on a special or general power of attorney. The natural person or legal person-shareholders which are registered in the shareholders' registry valid for the Reference Date may be represented in the general meeting by other persons than shareholders, based on a special power of attorney.

For this type of vote, the representative should use the special power of attorney forms (in Romanian or English) regulated by the law, which shall be rendered available by the Board of Directors or a general power of attorney, prepared in accordance with the provisions of the GEO no. 90/2014 on the amendment and supplementation of the Law no. 297/2004 on the capital market. The legal person-shareholders or entities without legal personality attending the GOMS through another person than their legal representative, shall mandatorily use a special or general power of attorney, subject to the requirements set forth herein above.

The special power of attorney forms (in Romanian and English) may be obtained from the Company's headquarters and may be downloaded from the Company's website, www.rompetrol-rafinare.ro, under the Investor Relations section/ Presentations, starting with February 2nd, 2015.

The shareholders shall fill in and sign the special powers of attorney in three original counterparts: one for the shareholder, one for the representative and one for the Company. The Romanian and English counterpart assignable to the Company, filled in and signed by the shareholder, shall be submitted/dispatched in a sealed envelope, so that it could be recorded as received in the Company's registration office from Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța County, by **March 2nd, 2015, 11:00 AM**, with a clear mention written in capital letters **“FOR THE GENERAL ORDINARY MEETING OF THE SHAREHOLDERS AS OF MARCH 4TH /5TH, 2015”**.

The special power of attorney may be transmitted as well via e-mail incorporating an extended electronic signature as per Law no. 455/2001 on electronic signature, as further amended and supplemented, by **no later than 2 March 2015, 11:00 o'clock**, at the address: Carmen.Chitu@rompetrol.com, specifying in the subject line: **“FOR THE GENERAL ORDINARY MEETING OF THE SHAREHOLDERS AS OF MARCH 4TH /5TH, 2015”**.



rompetrol

KazMunayGas
Group
Member

ROMPETROL RAFINARE S.A.
Bulevardul Navodari, nr. 215,
Pavilion Administrativ,
Navodari, Judetul Constanta,
ROMANIA

phone: + (40) 241 50 60 00
+ (40) 241 50 61 50
fax: + (40) 241 50 69 30
office.rafinare@rompetrol.com
www.rompetrol-rafinare.ro
www.rompetrol.com

The special powers of attorney, in Romanian and/or English, which are not received at the Company's Registration Office/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 GOMS.

The Company shall accept a special power of attorney, submitted in original counterpart, for participation and voting during the GOMS, issued by a shareholder to a credit institution rendering trusteeship services, without requiring other additional documents in relation to that respective shareholder, if the special power of attorney form rendered available by the Company is signed by that respective shareholder and stamped, as the case may be and is accompanied by an affidavit issued by the credit institution which was authorized through the special power of attorney to represent the shareholder, indicating that:

- (i) the credit institution renders trusteeship services for the respective shareholder;
- (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 power of attorney and the affidavit given by the trustee should be delivered at the Company's headquarters, in original counterpart, signed and – as the case may be – stamped, or sent by email, as per the requirements above, by **March 2nd, 2015**, under the sanction of losing the voting right.

If the special power of attorney was delivered to the Company by e-mail, the Proxies shall provide the Technical Secretariate the original counterpart of the special power of attorney.

The shareholders may give a general power of attorney, the validity period of which cannot exceed three years, allowing the designated representative to vote for all issues upon which the General Meeting of the Company's Shareholders deliberates, on condition such power of attorney is given by the shareholder, acting as client, to a proxy defined as per art. 2, par. (1), item 14 of the Law no. 297/2004 or to an attorney.

The shareholders cannot be represented during the general meeting of the shareholders by a person acting in reliance of a general power of attorney, if such person is in conflict of interest with the Company, according to art. 243, par. (6⁴) of the Law no. 297/2004, enacted by GEO no. 90/2004 on the amendment and supplementation of the Law no. 297/2004.

The general powers of attorney shall be submitted to the Company 48 hours in prior to the general meeting, in copy, comprising the specification "true copy of the original" under the representative's signature.

In prior to the submission of special or general powers of attorney, the shareholders may notify the Company in connection with the designation of a proxy through the delivery of an e-mail at the address Carmen.Chitu@rompetrol.com, mentioning in the subject line: **"FOR THE GENERAL ORDINARY MEETING OF SHAREHOLDERS OF 4/5 MARCH 2015"**.



rompetrol

KazMunayGas
Group
Member

ROMPETROL RAFINARE S.A.
Bulevardul Navodari, nr. 215,
Pavilion Administrativ,
Navodari, Judetul Constanta,
ROMANIA

phone + (40) 241 50 60 00
+ (40) 241 50 61 50
fax + (40) 241 50 69 30
office.rafinare@rompetrol.com
www.rompetrol-rafinare.ro
www.rompetrol.com

The Company's shareholders registered on the Reference Date with the shareholders' registry issued by Depozitarul Central S.A. have the possibility to vote by correspondence, by using the postal ballot paper (in Romanian and/or English) corresponding to this GOMS, which may be obtained as of **2 February 2015**, from the Company's headquarters, room 104, and from the Company's website www.rompetrol-rafinare.ro, Investor Relations /Presentations section.

Under the sanction of losing the right to vote, the postal ballot papers filled in and signed by the shareholders, together with all accompanying documents, may be submitted as follows:

a) delivered to the Company's headquarters, in original, in a closed envelope, by any form of courier, so that they might be registered as received at the Company's Correspondence Registration Department by no later than **2 March 2015, 11:00 o'clock**, with the mention: **"FOR THE GENERAL ORDINARY MEETING OF SHAREHOLDERS OF 4/5 MARCH 2015"**,

b) delivered by e-mail incorporating an extended electronic signature as per Law no. 455/2001 on electronic signature, by no later than **2 March 2015, 11:00 o'clock**, at the address: Carmen.Chitu@rompetrol.com, mentioning in the subject line: **"FOR THE GENERAL ORDINARY MEETING OF SHAREHOLDERS OF 4/5 MARCH 2015"**.

The postal ballot papers in Romanian and/or English, which are not registered with the Company's Correspondence Registration Department/e-mail address specified at point b) of the previous paragraph by the aforementioned dates shall not be taken into account for the determination of the attendance-related and vote-related quorum in the GOMS.

The Company shall accept a postal ballot paper in written form transmitted by a shareholder for which a credit institution provides trusteeship services, without requesting other additional documents regarding the respective shareholder, if the postal ballot paper is signed by the respective shareholder and it is accompanied by an affidavit issued by the legal representative of the credit institution, showing that:

- i) the credit institution provides trusteeship services for the respective shareholders;
- ii) the postal ballot paper is signed by the respective shareholder and contains vote options identical to the ones mentioned by the shareholder through a SWIFT message received by the credit institution from the respective shareholder.



rompetrol

KazMunayGas
Group
Member

ROMPETROL RAFINARE S.A.
Bulevardul Navodari, nr. 215,
Pavilion Administrativ,
Navodari, Judetul Constanta,
ROMANIA

phone + (40) 241 50 60 00
+ (40) 241 50 61 50
fax + (40) 241 50 69 30
office.rafinare@rompetrol.com
www.rompetrol-rafinare.ro
www.rompetrol.com

The postal ballot paper forms in written form and the affidavit of the trustee must be transmitted to the Company's headquarters, in original, signed and, as the case may be, stamped, by no later than **2 March 2015, 11:00 o'clock**, under the sanction of losing the right to vote.

The special powers of attorney and/or ballot papers by correspondence shall have to contain the information laid down by the forms made available by the Company, with the specification of the vote per each item on the agenda.

Upon the filling of special Powers of Attorney and Postal Ballot Papers in accordance with the foregoing, please take in consideration as well the possibility of supplementing the Agenda with new items or proposals of resolutions, in which case **the revised agenda shall be made available by the date of 18 February 2015**. In this case, the updated special powers of attorney and the updated Postal Ballot Papers may be obtained at the Company's headquarters, room 104, on each working day, between 09:00 – 16:00, and they may be downloaded from the Company's website www.rompetrol.com, **starting with 18 February 2015**.

In the event that the shareholder that cast the vote by correspondence attends the general meeting in person or by proxy, the vote cast by correspondence shall be cancelled. In this case, only the vote cast in person or by proxy shall be taken into account.

If the person representing the shareholder by personally attending the general meeting is different from the person that cast the vote by correspondence, then, for the validity of the vote, such person shall submit in the meeting a written revocation of the vote by correspondence signed by the shareholder or by the proxy that cast the vote by correspondence. This action is not necessary if the shareholder or its legal representative is present at the general meeting.

Should the agenda of the meeting be supplemented and the shareholders not transmit the updated special/general powers of attorney and/or the updated ballot paper forms, the special/general powers of attorney and the ballot paper forms sent in prior to the supplementation of the agenda shall be considered only for the items that are to be found on the revised agenda.

Special/general powers of attorney and postal ballot paper forms that are not transmitted to the company within the period laid down in this convening notice shall be deemed as null and void.

The documents submitted in a foreign language, other than English (except for identification documents valid on the Romanian territory) shall be accompanied by the translation performed by a sworn translator, in Romanian or English.



rompetrol

KazMunayGas
Group
Member

ROMPETROL RAFINARE S.A.
Bulevardul Navodari, nr. 215,
Pavilion Administrativ,
Navodari, Judetul Constanta,
ROMANIA

phone: + (40) 241 50 60 00
+ (40) 241 50 61 50
fax: + (40) 241 50 69 30
office rafinare@rompetrol.com
www.rompetrol-rafinare.ro
www.rompetrol.com

On the convening date, the Company's registered share capital is of Lei 4,410,920,572.60 and it is composed of 44,109,205,726 shares, dematerialized shares, of a nominal value of Lei 0.1, each share giving the right to one vote within the General Meeting of Shareholders.

Further information may be obtained at the telephone number 0241/506553 on working days, between 9:00 a.m. – 03:30 p.m. and on the Company's website www.rompetrol-rafinare.ro, Investors' Relations section.

Chairman of the Board of Directors



Azamat ZHANGULOV

General Manager



Yedil Utekov

Finance Manager



Giani-Iulian Kacic

