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ROMPETROL RAFINARE S.A.
IEȘIRE NR. 2703
Ziua 25.03 Anul 2015

**To: FINANCIAL SUPERVISORY AUTHORITY
BUCHAREST STOCK EXCHANGE**

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

Report date: March 25th, 2015

S.C. ROMPETROL RAFINARE S.A.

Registered Seat: Năvodari, 215 Năvodari Blvd. (Administrative Facility), Constanta County

Telephone number: 0241/506100; 506553

Fax number: 0241/506930; 506901

Number of registration with the Trade Registry: J13/534/1991

Sole Registration Code: 1860712

Subscribed and paid-up capital: 4.410.920.572,60 lei

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

Significant event to report: Resolution no1 adopted by the Board of Directors on 24 of March 2015 with respect to the convening of the General Ordinary Meeting of the Shareholders of Rompetrol Rafinare SA on April 29th, 2015 (April 30th, 2015 – second convening).

The Board of Directors of the trade company **ROMPETROL RAFINARE S.A.**, hereinafter referred to as the "Company", headquartered in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța County, registered with Constanța Trade Registry under no. J13/534/1991, having the sole registration code 1860712, in accordance with article 117 of Law no. 31/1990 on trading companies, republished, as further amended and supplemented, of Law no. 297/2004 on the capital market, as further amended and supplemented, of the NSC Regulation no. 6/2009 on the exercise of certain rights of shareholders within the general meetings of companies, as subsequently amended and supplemented, of the Company's Articles of Incorporation,

HEREBY CONVENES

The General Ordinary Meeting and the General Extraordinary Meeting of Shareholders for the date of April 29th, 2015, at 10:00 a.m. – the General Ordinary Meeting of Shareholders, respectively at 11:00 a.m. – the General Extraordinary Meeting of Shareholders (hereinafter collectively referred to as the "Meetings"), at the Company's headquarters, as aforementioned.



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In the event that, on the aforementioned date, the quorum laid down by law and by the Company's Articles of Incorporation for keeping the Meetings fails to be met, the Board of Directors shall convene, pursuant to art. 118 of Law no. 31/1990, the second General Ordinary Meeting and/or the second General Extraordinary Meeting of Shareholders for the date of April 30th, 2015, at 10:00 am (General Ordinary Meeting), respectively at 11:00 am (General Extraordinary Meeting), in the same place and with the same agenda.

The General Ordinary Meeting of Shareholders (hereinafter the "GOMS") has the following agenda:

1. To approve the annual individual financial accounts having as closing day the day of December 31, 2014, prepared in accordance with the International Financial Reporting Standards (IFRS), as laid down by the Order of the Minister of Public Finance no. 1286/2012, as subsequently amended, based on the Annual Report prepared by the Board of Directors in compliance with the provisions of NSC Regulation no. 1/2006, as further amended, and on the Financial Auditor's Report prepared by Ernst & Young Assurance Services S.R.L.
2. To discuss and to approve the annual consolidated financial accounts having as closing day the day of December 31, 2014 (including the financial accounts for Rompetrol Rafinare S.A. and for the subsidiaries thereof: Rompetrol Petrochemicals S.R.L., Rompetrol Downstream S.R.L., Rom Oil S.A., Rompetrol Quality Control S.R.L., Rompetrol Logistics S.R.L. (jointly with the subsidiary Rompetrol Gas S.R.L.), prepared in accordance with the International Financial Reporting Standards (IFRS), based on the Report of the Board of Directors and on the Financial Auditor's Report.
3. To approve the discharge the Company's directors of any liability arising from the activity they conducted during the financial year 2014, further to the submitted reports.
4. To approve the Income and Expenditure Budget and the Company's business schedule for 2015, including the investment plan for 2015.
5. To establish the fee payable to the members of the Board of Directors for the financial year 2015.
6. To approve the date of May 19th, 2015, as registration date, for the purpose of article 238 par. (1) under Law no. 297/2004, for the identification of the shareholders falling under the scope of the decisions adopted within this GOMS.
7. To approve the date of May 19th, 2015, as *ex-date*, as such is defined by the NSC Regulation no. 6/2009.
8. To authorize Mr. Alexandru Nicolciciu, member of the Company's Board of Directors, to conclude and/or sign for and on behalf of the Company and/or of its shareholders the decisions which are to be adopted within this GOMS and to carry out any and all requisite proceedings for such adopted resolutions to be registered, rendered enforceable against third parties and published, the said proxy being entitled to sub-delegate third parties to act for such purpose

The General Extraordinary Meeting of Shareholders (hereinafter „GEMS”) has the following agenda:

1. *To approve/ to ratify the execution by the Company, in capacity of non-ancillary borrower, ancillary borrower and guarantor, of a credit facility agreement in amount of up to USD 390,000,000, governed by the English law, to be used for the refinancing of certain outstanding existing indebtedness and for financing general corporate purposes of KMG Rompetrol Group (excluding long-term financing of Capex, acquisitions*



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and leases), under the terms and conditions agreed by the Company jointly with other KMG Rompetrol Group companies, on one hand and Banca Comerciala Romana S.A., UniCredit Tiriac Bank S.A., Raiffeisen Bank S.A. si ING Bank NV, Bucharest Branch, on the other hand, as well as to secure the credit facility agreement by means of a movable mortgage agreement under the terms and conditions agreed by the parties.

2. To approve the amendment and the supplementation of the Company's Articles of Incorporation, as follows:

a) Chapter IV "General Meeting", article 13 "Organization", item 2 shall be amended and shall have the following content:

"13.2. For the share capital increases by contribution in cash, the withdrawal of the shareholders' preferential right to the subscription of new shares should be decided by the general extraordinary meeting of the shareholders, attended by shareholders holding at least 3/4 of the subscribed share capital and subject to the vote of the shareholders representing at least 2/3 of the voting rights. The share capital increased by contribution in kind should be approved by the general extraordinary meeting of shareholders, attended by at least 3/4 of the subscribed share capital and subject to the vote of the shareholders holding at least 2/3 of the voting rights. The contributions in kind may consist solely of operational assets required to attain the scope of activity of the issuing company".

b) Chapter IV "General Meeting", article 13 "Organization", item 9 shall be amended and shall have the following content:

"13.9. The shareholders may be represented in the general meeting by persons that are not shareholders of the company, in reliance of a limited or general power of attorney".

3. To approve the date of May 19th, 2015 as registration date, for the purpose of article 238 paragraph (1) of Law no. 297/2004, for the identification of the shareholders subject to the effects of the resolutions adopted by this EGMS.

4. To approve of the date of May 18th, 2015, as *ex-date*, as such is defined by the NSC Regulation no. 6/2009.

9. To authorize Mr. Alexandru Nicolciolui, member of the Company's Board of Directors, to conclude and/or sign for and on behalf of the Company and/or of its shareholders the decisions which are to be adopted within this GEMS and to carry out any and all requisite proceedings for such adopted resolutions to be registered, rendered enforceable against third parties and published, the said proxy being entitled to sub-delegate third parties to act for such purpose

The reference date is April 20th, 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 these General



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Meetings, pursuant to the legal provisions, in person (by legal representatives) or by proxy (based on a Limited or General Power of Attorney) or, in prior to the General Ordinary Meeting of the Shareholders, by correspondence (based on a Postal Ballot Paper).

The access and/or vote by correspondence of the shareholders entitled to attend within this General Meetings 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 these General Meetings.

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 Limited 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 Limited 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 Limited 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 Meetings).

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.

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



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Starting with March 27th, 2015, the convening notice for the Meetings (in Romanian and English), the documents and information materials concerning the items/aspects included on the agenda of the Meetings, the Limited Power of Attorney forms for the representation of shareholders within the Meetings, 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 Meetings, 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 Meetings, 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, Investor Relations Section/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" 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).

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 the Meetings, as well as/or to be presented draft resolutions for the items inserted or proposed to be inserted on the agenda of the Meetings, 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, attesting the capacity of legal representative of the legal person shareholder, in original or true copy, dated no later than 3 months before the publication of this Convening Notice for the Meetings, 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 other foreign language than English, shall be accompanied by a sworn translation in Romanian or English.



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- 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 10.04.2015, 4:00 pm, bearing the clear mention written with capital letters: "FOR THE GENERAL ORDINARY AND EXTRAORDINARY MEETING OF THE SHAREHOLDERS AS OF APRIL 29TH /30TH, 2015".

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

Each shareholder, irrespective of its interest held in the share capital, is entitled to address in writing inquiries regarding the items on the agenda of the Meetings so that such inquiries could be registered with the company's registration office by no later than 10.04.2015, 4:00 PM, and the Company could 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), with the clear mention written with capital letters: "FOR THE GENERAL ORDINARY AND EXTRAORDINARY MEETING OF THE SHAREHOLDERS AS OF APRIL 29TH /30TH, 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 Meetings by other persons, based on a limited 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 Meetings by other persons than shareholders, based on a limited 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/GEMS through another person than their legal representative, shall mandatorily use a limited or general power of attorney, subject to the requirements set forth herein above.

The limited 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 March 27th, 2015.



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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 April 27th, 2015, 10:00 AM, with a clear mention written in capital letters **"FOR THE GENERAL ORDINARY AND EXTRAORDINARY MEETING OF THE SHAREHOLDERS AS OF APRIL 29TH /30TH, 2015"**.

The limited power of attorney may be sent as well by e-mail with extended electronic signature as per the Law no. 455/2001 concerning the electronic signature, as subsequently amended and supplemented, no later than April 27th, 2015, 10.00 am, to the e-mail address: carmen.chitu@rompetrol.com, specifying in the subject field: letters **"FOR THE GENERAL ORDINARY AND EXTRAORDINARY MEETING OF THE SHAREHOLDERS AS OF APRIL 29TH /30TH, 2015"**.

The limited 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 and/or GEMS, as the case may be.

The Company shall accept a limited power of attorney, submitted in original counterpart, for participation and voting during the GOMS and/or GEMS, as the case may be, issued by a shareholder to a credit institution rendering trusteeship services, without requiring other additional documents in relation to that respective shareholder, if the limited 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 Limited 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 Limited Power of Attorney was signed by the shareholder.

The limited 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 April 27th, 2015, 10:00 AM, on pain 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 Secretariat the original counterpart of the limited power of attorney.

Upon the date of the General Meetings of the Shareholder, when entering the meeting room where GOMS, respectively the GEMS is to be held, the natural-person shareholders (if attending the meetings in person) and the Proxies should present for verification by the Company's representative the original identity card – for the case of the Romanian citizens or, as the case may be, the passport/residency permit – for the case of the foreign citizens. If a legal-person shareholder attends the GOMS, respectively the GEMS through its legal representative, the latter should present for verification by the Company's representative the original identity card – for the case of the Romanian citizens or, as the case may be, the passport/residency permit – for the case of the foreign citizens. The



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capacity of legal representative of the legal-person shareholders shall be ascertained as described in the paragraphs laid down herein above.

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 the limited 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 AND EXTRAORDINARY MEETING OF SHAREHOLDERS OF 29th /30th of APRIL 2015"**.

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 these meetings, which may be obtained as of 30 March 2015, from the Company's headquarters, room 104, and from the Company's website www.rompetrol-rafinare.ro, Investor Relations /Presentations section.

On pain of losing the right to vote, the postal ballot papers filed in and signed by the shareholders for GOMS and/or GEMS, 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 27 April 2015, 10:00 o'clock, with the mention: **"FOR THE GENERAL ORDINARY AND EXTRAORDINARY MEETING OF SHAREHOLDERS OF 29th /30th of APRIL 2015"**,
- b) delivered by e-mail incorporating an extended electronic signature as per Law no. 455/2001 on electronic signature, by no later than 27 April 2015, 11:00 o'clock, at the address: Carmen.Chitu@rompetrol.com, mentioning in the subject line: **"FOR THE GENERAL ORDINARY AND EXTRAORDINARY MEETING OF SHAREHOLDERS OF 29th /30th of APRIL 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 and/or GEMS, as the case may be.



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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.

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 27 April 2015, 10:00 o'clock, on pain of losing the right to vote.

The limited powers of attorney and/or the postal ballot paper forms will contain the information provided in the forms rendered available by the Company and shall specify the vote for each item on the agenda of the GOMS and/or GEMS, as the case may be.

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 17 April 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-rafinare.ro, starting with 17 April 2015, 16:00.

In the event that the shareholder that cast the vote by correspondence attends the general meetings in person or by proxy, the vote cast by correspondence shall be cancelled. In this case, only the vote casted 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 casted 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 casted the vote by correspondence. This action is not necessary if the shareholder or its legal representative is present at the general meetings.

If the agenda of the meetings is supplemented and the shareholders fail to transmit the updated limited/general powers of attorney and/or the updated ballot paper forms, the limited/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.

The limited/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.



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On the convening date, the Company's registered share capital is of Lei 4,410,920,572.60 and consists of 44,109,205,726 dematerialized shares, with a par 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.

ROMPETROL RAFINARE S.A.

Chairman of the Board of Directors

Azamat Zhangulov

