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**INFORMATION MATERIAL**  
**regarding the issues submitted for debate to the**  
**General Ordinary Meeting of Shareholders of**  
**ROMPETROL RAFINARE S.A.**  
**as of July 20<sup>th</sup>/21<sup>st</sup>, 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 **July 20<sup>th</sup>, 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 **July 21<sup>st</sup>, 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. 5182/June 16<sup>th</sup>, 2015;
- published in the Official Gazette of Romania, 4<sup>th</sup> part, no. 2935 as of June 18<sup>th</sup>, 2015;
- published in BURSA national daily no. 114 as of June 19<sup>th</sup>, 2015;
- published on June 18<sup>th</sup>, 2015 on the internet page of Rompetrol Rafinare S.A., at the address [www.rompetrol-rafinare.ro](http://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.

**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



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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 June 1<sup>st</sup>, 2015, 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 Energy, Small and Medium Enterprises and Business Environment holds according to the latest Shareholders' Registry having as consolidation date June 1<sup>st</sup> 2015 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, held 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.

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.



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The General meeting shall elect, amongst the present shareholders, one to three secretaries and a technical secretary amongst 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.

Consequently:

- the revocation of Mr. Gabriel Dumitrascu from the position of member of the Board of Directors, shall be subject to ballot vote;
- the election of a new member 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 July 20<sup>th</sup>, 2015, respectively July 21<sup>st</sup>, 2015 (second convening date), has the following issues on the agenda:**



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1. a) **Revocation of Mr. Gabriel Dumitraşcu from its position of member of the Company's Board of Directors.**  
  
b) The discharge of Mr. Gabriel Dumitraşcu of any duties and liabilities resting upon him for the term of the mandate of member of the Board of Directors exercised throughout 2015 shall be performed upon the date the financial accounts of the Company for the financial year 2015 are approved.
2. **Election of Mr. Mihai-Liviu Mihalache as member of the Company's Board of Directors, for a mandate starting on the date of this General Ordinary Meeting of the Shareholders and ending on 30.04.2018 (the expiry date of the mandate granted to the current members of the Board of Directors).** Mr. Mihai-Liviu Mihalache is a Romanian citizen, domiciled in Râmnicu Vâlcea, Vâlcea County, Romania. Further information concerning the professional activity of Mr. Mihai-Liviu Mihalache will be available starting with June 18<sup>th</sup>, 2015 on the Company's website [www.rompetrol-rafinare.ro](http://www.rompetrol-rafinare.ro), Investors Relations Section/General Meeting of the Shareholders subsection/GOMS and GEMS Reports.
3. **Approval of the date of August 5<sup>th</sup>, 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.
4. **Approval of the date of August 4<sup>th</sup>, 2015 as ex-date**, as such is defined by the NSC Regulation no. 6/2009.
5. **Authorization of Mr. Alexandru Nicolcioiu**, member of the Board of Directors, to conclude and/or sign for and on behalf of the Company and/or the Company's shareholders, the resolution following to be adopted by this GOMS and to carry out any and all legal formalities concerning the registration, publication and enforcement of the resolution thus adopted, Mr. Alexandru Nicolcioiu being granted the possibility to sub-appoint third parties to this effect.

Further information concerning the professional activity of **Mr. Mihai-Liviu Mihalache** will be available starting with June 18<sup>th</sup>, 2015 on the Company's website [www.rompetrol-rafinare.ro](http://www.rompetrol-rafinare.ro), Investors Relations Section

The inclusion of items 1 and 2 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 – Minister's Office, via the letter no. 102293 as of 04.06.2015 (respectively RRC no.4915/05.06.2015).



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## PRESENTATION:

### Items 1 and 2 on the agenda

According to the provisions of article 137<sup>^</sup>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 Division for Trade Companies, via the letter no. 102293 as of 04.06.2015 (respectively RRC no.4915/05.06.2015) – 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 June 15<sup>th</sup>, 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.S.C. and in accordance with the Resolution dated June 15<sup>th</sup>, 2015, convened the General Ordinary Meeting of the Shareholders for July 20<sup>th</sup>, 2015 – first convening, namely July 21<sup>st</sup>, 2015 – the second convening. The agenda of the GOMS contains under items 1 and 2 the proposals filed by the Ministry of Energy, Small and Medium Enterprises and Business Environment.



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Under item 1 on the agenda of this GOMS, the shareholder Ministry of Energy, Small and Medium Enterprises and Business Environment through D.G.S.C. requests on behalf of the Romanian State the approval for the revocation and, consequently, for the termination of the mandate of Mr. Gabriel Dumitrascu, 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. Gabriel Dumitrascu of the management duties exercised throughout his mandate of member of the Board of Directors, according to the provisions of the law (namely such discharge shall be granted upon the date the Company's financial account for 2015 are approved).

Under item 2 on the Agenda it is proposed that **Mr. Mihai-Liviu Mihalache** be elected pursuant to the revocation of Mr. Gabriel Dumitrascu as per item 1 on the agenda of this GOMS.

The election of Mr. **Mihai-Liviu Mihalache**, as 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, via Letter no. 102293 as of 04.06.2015 (respectively RRC no. 4915/05.06.2015) – appended herewith.

We hereby mention that the Ministry of Energy, Small and Medium Enterprises and Business Environment through the General Division for Trade Companies appended to the foregoing letter the resume of Mr. **Mihai-Liviu Mihalache**, this document following to be rendered available to the shareholders as of June 18<sup>th</sup>, 2015 by publication on the company's website [www.rompetrol-rafinare.ro](http://www.rompetrol-rafinare.ro), Investors Relations Section, as well as the proposed resolutions.

**DI. Mihai-Liviu Mihalache**, is a Romanian citizen, domiciled in Ramnicu Valcea, Valcea county, Romania.

Any interested shareholder is entitled to propose in writing candidates for the positions of members of the Company's Board of Directors **until June 30<sup>th</sup>, 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;



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- certified copy of the candidate’s identity document; in case the document is executed 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).

Starting with July 1<sup>st</sup> 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](http://www.rompetrol-rafinare.ro), Investors Relations Section/General Meeting of the Shareholders subsection 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 to be granted to the new member 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 3 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”.*



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Whereas the legal provisions, the Board of Directors proposed the date of June 30<sup>th</sup>, 2015 as registration date, within the meaning of art. 238 of the Law no. 297/2004 on capital market.

#### Item 4 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 June 29<sup>th</sup>, 2015 as *ex date*.

#### Item 5 on the agenda

It is proposed that **Mr. Alexandru Nicolcioiu**, member of the Board of Directors of the Company, be empowered to conclude and/or sign for and on behalf of the Company and/or the Company's shareholders, the resolution 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. Alexandru 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 July 8<sup>th</sup>, 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 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





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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.



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

**Starting with June 18<sup>th</sup>, 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](http://www.rompetrol-rafinare.ro), Investors Relations Section/General Meeting of the Shareholders subsection/GOMS and GEMS Reports.**

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](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.

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<sup>^</sup>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 is entitled to make proposals for the directors' position, such proposals following to be submitted/ transmitted to the Company's Registration Office until **June 30<sup>th</sup>, 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 (duly authorized and stamped, as the case may be);
- candidate's acceptance of the registration thereof on the list of candidates for the position of member of the Company's Board of Directors;



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- 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 sealed envelope, by any type of courier, with the mention: **"FOR THE GENERAL ORDINARY MEETING OF THE SHAREHOLDERS AS OF JULY 20<sup>TH</sup> /21<sup>ST</sup>, 2015"**
- (b) sent by e-mail incorporating an extended electronic signature as per Law no. 455/2001 on the electronic signature to the address [Carmen.chitu@rompetrol.com](mailto:Carmen.chitu@rompetrol.com), mentioning in the Subject line: **"FOR THE GENERAL ORDINARY MEETING OF THE SHAREHOLDERS AS OF JULY 20<sup>TH</sup> /21<sup>ST</sup>, 2015"**

**The list of candidates** for the position of director of Company shall be updated upon receipt of the candidature proposals. Starting with July 1<sup>st</sup> 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**



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of GOMS, as 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 sent solely in writing, by means of a registered letter with receipt confirmation/by courier, in sealed 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 **June 30<sup>th</sup>, 2015, 4:00 pm**, with the mention: **“FOR THE GENERAL ORDINARY MEETING OF THE SHAREHOLDERS AS OF JULY 20<sup>TH</sup> /21<sup>ST</sup>, 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 June 30<sup>th</sup>, 2015, 4:00 PM**, and the Company might answer such inquires raised by shareholders by posting the answer on the Company's web site [www.rompetrol-rafinare.ro](http://www.rompetrol-rafinare.ro), Investors Relations Section/General Meeting of the Shareholders



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subsection/GOMS and GEMS Reports. 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 MEETING OF THE SHAREHOLDERS AS OF JULY 20<sup>TH</sup> /21<sup>ST</sup>, 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. 6/2009 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 participants 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](http://www.rompetrol-rafinare.ro), Investors Relations Section/General Meeting of the Shareholders subsection/GOMS and GEMS Reports, starting with May 12<sup>th</sup>, 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



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**July 17<sup>th</sup>, 2015, 11:00 AM, with a clear mention written in capital letters “FOR THE GENERAL ORDINARY MEETING OF THE SHAREHOLDERS AS OF JULY 20<sup>TH</sup> /21<sup>ST</sup>, 2015”.**

The special power of attorney may be sent by e-mail incorporating an extended electronic signature as per Law no. 455/2001 on the electronic signature, as further amended and supplemented, **no later than July 17<sup>th</sup>, 2015, 11:00 a.m.** to the address [carmen.chitu@rompetrol.com](mailto:carmen.chitu@rompetrol.com), mentioning in the Subject line: **“FOR THE GENERAL ORDINARY MEETING OF THE SHAREHOLDERS AS OF JULY 20<sup>TH</sup> /21<sup>ST</sup>, 2015”.**

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 **July 17<sup>th</sup>, 2015, 11:00 a.m.** 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 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.



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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. (6<sup>4</sup>) 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](mailto:carmen.chitu@rompetrol.com), mentioning in the subject line: **“FOR THE GENERAL ORDINARY MEETING OF SHAREHOLDERS AS OF JULY 20<sup>TH</sup> /21<sup>ST</sup>, 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 this GOMS, which may be obtained starting **June 18<sup>th</sup>, 2015**, from the Company’s headquarters, room 104, and from the Company’s website [www.rompetrol-rafinare.ro](http://www.rompetrol-rafinare.ro), Investors Relations Section/General Meeting of the Shareholders subsection/GOMS and GEMS Reports.

Under the sanction of losing the right to vote, the postal ballot papers filed 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 sealed 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 **July 17<sup>th</sup>, 2015, 11:00 a.m.**, with the mention: **“FOR THE GENERAL ORDINARY MEETING OF SHAREHOLDERS AS OF JULY 20<sup>TH</sup> /21<sup>ST</sup>, 2015”**,

b) delivered by e-mail incorporating an extended electronic signature as per Law no. 455/2001 on electronic signature, **by no later than July 17<sup>th</sup>, 2015, 11:00 am**, at the address: [carmen.chitu@rompetrol.com](mailto:carmen.chitu@rompetrol.com), mentioning in the subject line: **“FOR THE GENERAL ORDINARY MEETING OF SHAREHOLDERS AS OF JULY 20<sup>TH</sup> /21<sup>ST</sup>, 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.



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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 **July 17<sup>th</sup>, 2015, 11:00 am**, 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 July 6<sup>th</sup>, 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](http://www.rompetrol-rafinare.ro), **starting with July 6<sup>th</sup>, 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





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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.

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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-rafinara.ro](http://www.rompetrol-rafinara.ro), Investors Relations section/General Meeting of the Shareholders subsection/GOMS and GEMS Reports.

**Chairman of the Board of Directors**

  
Azamat ZHANGULOV

**General Manager**

  
Yedil Utekov

**Finance Manager**

  
Giani-Iulian Kacic

