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

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| ROMPETROL RAFINARE S.A. | |
| IESIRE Nr. 5198 | |
| 17-06-2015 | |
| Ziua | LunaAnul |

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CONVENING NOTICE

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 consideration of the letter registered by DGPAPSE under no. 102293 on June 4th, 2015 (respectively by RRC under no. 4915/05.06.2015) issued by the significant shareholder Romanian State represented by the Ministry of Energy, Small and Medium Enterprises and Business Environment – Minister's Office holder of 19,715,009,053 shares, representing 44.6959% of the share capital,

in reliance of article 119, par. 1 of the Companies Law no. 31/1990, 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 the companies, as subsequently amended and supplemented, of the Company's Articles of Incorporation,

HEREBY CONVENES

The General Ordinary Meeting of Shareholders for the date of July 20th, 2015, at 11:00 am, at the Company's headquarters first mentioned above.

In the event that, on the aforementioned date, the quorum set forth by law and by the Company's Articles of Incorporation for keeping the General Ordinary Meeting of the Shareholders fails to be met, the Board of Directors shall convene, pursuant to art. 118 of Law no. 31/1990, the second General Ordinary Meeting of Shareholders for the date of July 21th, 2015, at 11:00 am, at the same venue and with the same agenda.

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

- a) Revocation of Mr. Gabriel Dumitrașcu from its position of member of the Company's Board of Directors.**



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- b) The discharge of Mr. Gabriel Dumitrașcu 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 18th, 2015 on the Company's website www.rompetrol-rafinare.ro, Investors Relations Section/General Meeting of the Shareholders subsection/GOMS and GEMS Reports.
 3. **Approval of the date of August 5th, 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 4th, 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.**

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. ____/05.06.2015).

The reference date is July 8th, 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**



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(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 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).



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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 Special/General Powers of Attorney and vote by correspondence is specified herein below.

Starting with June 18th, 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, 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). 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).



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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 **June 30th, 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;
- 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 JULY 20TH /21ST, 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, mentioning in the Subject line: **“FOR THE GENERAL ORDINARY MEETING OF THE SHAREHOLDERS AS OF JULY 20TH /21ST, 2015”**

The list of candidates for the position of director of Company shall be updated upon receipt of the candidature proposals. Starting with July 1st, 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 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;



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- 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 **June 30th, 2015, 4:00 pm**, with the mention: **"FOR THE GENERAL ORDINARY MEETING OF THE SHAREHOLDERS AS OF JULY 20TH /21ST, 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 30th, 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, Investors Relations Section/General Meeting of the Shareholders 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 20TH /21ST, 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 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



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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, Investors Relations Section/General Meeting of the Shareholders subsection/GOMS and GEMS Reports, starting with June 18th, 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 Navodari, 215 Navodari Blvd., Administrative Facility, Constanta County, by **July 17th, 2015, 11:00 AM**, with a clear mention written in capital letters **"FOR THE GENERAL ORDINARY MEETING OF THE SHAREHOLDERS AS OF JULY 20TH /21ST, 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 17th, 2015, 11:00 a.m.** to the address Carmen.chitu@rompetrol.com, mentioning in the Subject line: **"FOR THE GENERAL ORDINARY MEETING OF THE SHAREHOLDERS AS OF JULY 20TH /21ST, 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;



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

The special 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 17th, 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.

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 AS OF JULY 20TH /21ST, 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 as of **June 18th, 2015**, from the Company's headquarters, room 104, and from the Company's website www.rompetrol-



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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 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 **July 17th, 2015, 11:00 a.m.**, with the mention: **"FOR THE GENERAL ORDINARY MEETING OF SHAREHOLDERS AS OF JULY 20TH /21ST, 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 17th, 2015, 11:00 am**, at the address: Carmen.Chitu@rompetrol.com, mentioning in the subject line: **"FOR THE GENERAL ORDINARY MEETING OF SHAREHOLDERS AS OF JULY 20TH /21ST, 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.

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 17th, 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.



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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 6th, 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 July 6th, 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.

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.



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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/General Meeting of the Shareholders subsection/GOMS and GEMS Reports.

ROMPETROL RAFINARE S.A.

Chairman of the Board of Directors



Azamat Zhangulov

