



INFORMATION MATERIAL
regarding the issues submitted for debate to the
General Ordinary Meeting of Shareholders of
ROMPETROL RAFINARE S.A.
as of April 28th/29th, 2016

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. 117 of the Law no. 31/1990, the General Ordinary Meeting of Shareholders for **April 28th, 2016, 10:00 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 **April 29th, 2016, 10:00 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. 2856/24.03.2016;
- published in the Official Gazette of Romania, 4th part, nr. 1247 as of March 28th, 2016;
- published in BURSA national daily no. 60 (historic no. 5640) as of March 28th, 2016;
- published on March 28th, 2016 on the internet page of Rompetrol Rafinare S.A., at the address www.rompetrol-rafinare.ro and on the internet page of the Bucharest Stock Exchange;
- published in the ASF Bulletin – Financial Investments and Instruments Division – reports of the issuers during the timeframe March 28th – April 3rd, 2016.



I. GENERAL INFORMATION:

A. INFORMATION REGARDING THE SHAREHOLDERS

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

Upon the convening date of the GOMS, according to the latest Shareholders' Registry having as consolidation date December 31st, 2015, the shareholders of Rompetrol Group held a number of 24.098.569.799 shares amounting to lei 2.409.856.979,9 lei, representing 54.6339% of the share capital.

The shareholder Romanian State, represented by the Ministry of Energy, Small and Medium Enterprises and Business Environment¹ holds according to the latest Shareholders' Registry having as consolidation date December 31st, 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, hold jointly a number of 295,626,874 shares, amounting to lei 29,562,687.4, representing 0.6702% of the share capital.

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

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

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

¹ With new name Ministry of Energy at the date of this informative material.



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

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

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

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

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

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

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

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

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



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

Consequently:

- the termination of the director's mandate granted to Mr. Alexandru Nicolcioiu, pursuant to his resignation from the said position starting with May 1st, 2016, 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 of Shareholders ("GOMS") convened for April 28th, 2016, respectively April 29th, 2016 (second convening date), has the following issues on the agenda:

1. To approve the annual individual financial accounts having as closing day the day of December 31, 2015, 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.

According to the provisions of article 111 paragraph 2 letter a) of Law no. 31/1990 on companies, the general meeting is obliged "to discuss, approve or amend the annual financial statements, based on the reports submitted by the Board of directors or by the director and the board of supervisors, auditors and, where appropriate, the financial auditor and to fix the dividend."

Board of Directors proposes to the General Meeting to approve the annual individual financial statements of the Company ended December 31, 2015 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.



The main economic-financial individual indicators for the financial year 2015 are:

- Net turnover 9,811,196,252 lei
- Operational profit 404,210,009 lei
- Profit of the financial year 84,291,996 lei
- The number of employees on 31 decembrie 2015: 1,183 employees

2. To discuss and to approve the annual consolidated financial accounts having as closing day the day of December 31, 2015 (including the financial accounts for Rompetrol Rafinare S.A. and for the subsidiaries thereof: 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.) and Rompetrol Petrochemicals 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.

Board of Directors proposes to the General Meeting to approve the annual consolidated financial statements of the Company ended December 31, 2015 based on the Report of the Board of Directors and on the Financial Auditor's Report.

The main economic-financial consolidated indicators for the financial year 2015 are:

	USD	RON ²
• Gross revenues	3,836,585,175	15,913,004,331
• Net revenues	2,724,720,694	11,301,324,023
• EBITDA (Operating profit less amortization and depreciation)	112,939,083	468,437,435
• EBIT (Operating profit)	58,955,154	244,528,291
• Net profit	64,655,536	268,171,765
• Number of employees at 31.12.2015	2,718 employees	

² RON as a currency for presenting the information in USD



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3. Approval of the proposal of the Board of Directors regarding the distribution of the net profit ancillary to the financial year 2015 for the following destinations: (i) legal reserve (5%) and (ii) coverage of the reported losses from the previous years.

Considering the provisions of:

Art. 69 of Law 31/1990

"If you find a loss of net assets, share capital will be reinstated or reduced before it could make any profit sharing or distribution."

And

art. 31 of Law 227/2015:

"(1) Annual loss resulted from income tax declaration is recovered from the taxable profits obtained in the next 7 years. The recovery of losses will take place in the order of their registration, each time income tax payment is done, according to legal provisions in force since their registration. ",

based on individual financial statements prepared in accordance with Order of the Ministry of Public Finance no. 1286/2012 approving the accounting regulations compliant with International Financial Reporting Standards, The Board of Directors of the trade company **ROMPETROL RAFINARE S.A.** hereby submitted to the **General Ordinary Meeting of Shareholders**, the following proposal concerning the distribution of the net profit ancillary to the financial year 2015 in the amount of **RON 84,291,996** for the following destinations:

i) legal reserve (5%): RON 4,214,600

and

ii) coverage of the reported losses from the previous years: RON 80,077,396

4. To approve the discharge the all Company's directors of any liability arising from the activity they conducted during the financial year 2015, further to the submitted reports.



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In accordance with Art. 111(2) letter (d) of Law. 31/1990 on commercial companies:
"Besides the debate of other issues on the agenda the general assembly shall be obliged:

d) to give their opinion on the administration of the board of directors or of the management";

Following the approval of the individual and consolidated financial Statements for the year ended 31 December 2015, based on the Annual Reports of the Directors and on the Financial Auditor's Reports issued by the financial auditor of of the Company "Ernst & Young Assurance Services S.R.L." for the 2015 financial year,

It is hereby proposed to approve the discharge of the liability of the all members of the Board of Directors which exercises the mandate in 2015 financial year.

5. To approve the Income and Expenditure Budget and the Company's business schedule for 2016, including the investment plan for 2016.

In accordance with article 111 paragraph 2 letter e) of the Company Law no. 31/1990, the **Income and Expenditure Budget** is to be approved by the Ordinary General Meeting of Shareholders.

Concerning the elaboration of the **Income and Expenditure Budget, the Company's business schedule for 2016 and the investment plan in 2016** have been made estimates of commercial transactions expected for 2016.

The main financial indicators in the **Income and Expenditure Budget** proposal for the 2016 financial year are:

Main indicators for Budget of revenues and expenses are:

- Gross Revenues	kUSD 3,268,236;
- Sales Taxes	kUSD (977,849);
- Net revenues	kUSD 2,290,387 ;
- Cost of sales	kUSD (2,190,821) ;
- Gross margin	kUSD 99,566 ;
- Selling and general administrative expenses (including depreciation)	kUSD (47,504) ;



- Profit / (Loss) operational) expenses without depreciation and amortization (EBITDA):	kUSD 134,922;
-Provizions	kUSD (729) ;
EBIT/Operating Profit/(Loss)	kUSD51,332 ;
Finance Income/Expenses	kUSD(28,529) ;
- Minority interest	kUSD 8,771 ;
- Net profit	kUSD 14,032.

It is hereby proposed to approve by the General Ordinary Meeting of Shareholders the Company's business schedule for 2016.

The main indicators of **the Company's business schedule for 2016 are:**

- Quantity processed by Petromidia Refinery = 5,349,280 tons/year raw materials, of which:

- Crude oil 4,702,500 tons/year
- Alternative feedstock 424,000 tons/year (to be processed in the diesel hydrofining plant)
- Other raw materials 222,780 tons/year

- Quantity processed by VEGA Refinery = 311,671 tons/year

- Quantity processed by PETROCHEMICALS Plant = 195,117 tons/year

It is hereby proposed to approve by the General Ordinary Meeting of Shareholders of the Company's Investment Program for 2016 totalling 37.372.683 USD, out of which 29.939.820 USD represents Investment Program for Petromidia Refinery, 7.432.863 USD represents Investment Program for Vega Refinery. The Investment Program for 2016 is grouped into several section as follow:

- Development Projects: 797,132 USD
- Compliance Projects: 17,788,326 USD



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- Operational Projects: 616,215 USD
- Capital Maintenance Projects: 17,301,010 USD

6. To establish the fee payable to the members of the Board of Directors for the financial year 2016.

In accordance to the provisions of article 111 paragraph 2 letter c) of Company Law no. 31/1990, with its subsequent amendments: *"Besides the debate of other issues on the agenda the general assembly shall obliged:*

c) to establish the proper remuneration for the members of the board of directors or of the supervisory board, and the censors for the current exercise, unless it was settled by the constitutive act;"

Proposal: maintaining the same amount of monthly net remuneration at existing.

The remuneration will be established during the meeting at the proposal of the Company's shareholders.

7. a) Approval to terminate the director's mandate granted to Mr. Alexandru Nicolcioiu following the latter's resignation from the said position starting with May 1st, 2016.

b) The discharge of Mr. Alexandru Nicolcioiu of any duties and liabilities resting upon him for the term of the mandate of member of the Board of Directors for the timeframe 01.01.2016 – 30.04.2016, shall be performed as per the provisions of the law.

Concerning the item 7 a) of the Agenda of this GOMS we mention that on March 24th, 2016 Mr. Alexandru Nicolcioiu sent to the Board of Directors the Letter No. RR 2838/24.03.2016 on resignation from the position of the Director of Rompetrol Rafinare starting from May 1st, 2016, as a result of reaching the age of 65 years.

The Board of Directors took into consideration his request and submitted for approval by the shareholders the termination of the mandate of Mr. Alexander Nicolcioiu as the Company Director, as of May 1st, 2016.

We mention that Mr. Alexandru Nicolcioiu will remain in management team of KMG International as the CEO's advisor of this Company. In his new position, he will continue to devote his training and experience of more than 40 years in the field of processing of



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crude oil, for continuous improvement of operational and financial results of the KMG International Group.

Also, as part of the item 7 b) of the Agenda, the Board of Directors has proposed to submit for approval by the shareholders the capacity of Mr. Alexandru Nicolcioiu as the Managing Director for the period 01.01.2016 - 30.04.2016, in connection with the approval of the Company's financial statements for the financial year 2016

8. Election Mr. Cătălin Dumitru as member of the Company's Board of Directors, for a mandate starting on May 1st, 2016 and ending on April 30th, 2018 (the expiry date of the mandate granted to the current members of the Board of Directors), following the approval of the point No. 7 on the agenda of GOMS.

On issue 8 of the Agenda of the Board of Directors has proposed the election of Mr. Catalin Dumitru as the member of the Board of Directors of the Company for a term from May 1st, 2016 to April 30, 2018 (the time of termination of the mandate of the current members of the Board of Directors), following the approval of issue 7 of the agenda of GOMS.

As it was explained above, in accordance with the Statute, Rompetrol Rafinare S.A. is administered by a Board of Directors composed of 5 members under a unitary system.

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

The Director elected shall meet the general requirements set by Law 31/1990 for the execution of this function, in addition to those established by Law 297/2004 on capital markets, on regulations of supervisory and regulatory body - Financial Supervisory Authority/ National Securities Commission and Articles of Association of the Company.

The term of the latter's mandate shall be equal to the term of the mandate granted to the other directors currently holding office, elected by the general ordinary meeting of the shareholders on 29.04.2014, respectively the mandate begin on May 1, 2016 and will expire on 30/04/2018.

On issue 8 of the Agenda, the Board of Directors has proposed the election of Mr. Catalin Dumitru due to the withdrawal of Mr. Alexander Nicolcioiu from the position of the Company Director starting from May 1st, 2016 subject to item 7 on the agenda of GOMS.



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The candidacy of Mr. Cătălin Dumitru is supported by the major shareholder KMG International NV.

As it was published in the notice of this GOMS, the information regarding the professional qualifications of Mr. Catalin Dumitru will be available starting from March 28th, 2016 on the Company's website www.rompetrol-rafinare.ro, Investors Relations section, General Shareholder Meeting / GOMS and GEMS Reports subsection.

Mr. Catalin Dumitru is a Romanian citizen, residing in Bucharest, Sector 5, Romania.

Mr. Catalin Dumitru is coordinating the operational activities of KMG International - production, marketing, supply chain, retail, Rominserv Romania and Kazakhstan.

With over 20 years of professional experience, he joined the Group in 2002 as a Chief Financial Officer of two of the group companies.

In 2008, thanks to his on his managerial abilities, Mr. Dumitru was successfully appointed to the position of CEO of Dyneff Group, where he coordinated the storing, marketing and distribution of petroleum products to private and public clients of "KMG International" in Western Europe.

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 **April 8th, 4:00 pm**, Romanian time, 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 APRIL 28TH /29TH, 2016"**;
- (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 APRIL 28TH /29TH, 2016"**

The list of candidates for the position of director of Company shall be updated upon receipt of the candidature proposals.

Starting from April 11, 2016, 14:00 o'clock (Romanian time), the **final list with information about the name, residence and professional qualification of candidates for the position of a Director** and the relevant dossiers certifying their professional qualification may be downloaded on the Company's website www.rompetrol-rafinare.ro, Investors Relations section, General Shareholder Meeting / AOGM and AEGM Reports subsection, or will be available on demand every working day from 09:00 a.m to 3/30 p.m. at the Company's headquarters, room 104.

9. To approve the date of May 17th, 2016, 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.

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”.

Whereas the legal provisions, the Board of Directors proposed the date of May 17th, 2016 as registration date, within the meaning of art. 238 of the Law no. 297/2004 on capital market.

10. To approve the date of May 16th, 2016, as ex-date, as such is defined by the NSC Regulation no. 6/2009.

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 May 16th, 2016 as *ex date*.

11. To authorize Mr. Alexandru Nicolcioiu, 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.

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



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

The reference date is April 18th, 2016.

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 General Meeting, 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).

Access in the meeting room and/or vote by correspondence of the shareholders entitled to attend within this General Meeting shall be permitted: (i) as regards shareholders that are *natural persons or the legal representative of the shareholders that are legal person, through the simple proof of identity, which consists of presenting in original the identification document* (identity card for Romanian citizens or, as the case may be, by passport/residence permit for foreign citizens), and (ii) as regards shareholders that are *legal persons and of shareholders that are natural persons and participate by representative, though the power of attorney given the person that represents them and presenting in original the identification document of the legal representative/proxy* (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 this General Meeting.

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.



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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 this General Meeting).

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.

Starting with March 28th, 2016, the convening notice for GOMS (in Romanian and English), **the documents and information materials** concerning the items/aspects included on the agenda of the **GOMS, the Limited Power 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 **resolutions 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 (Romanian time) 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" and on which the shareholder's/its representative's signature is applied, certifying thus the identity of



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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, Romanian time (Monday to Friday).

In accordance with the provisions of article 137¹ 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 **April 8th, 4:00 pm**, Romanian time, 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



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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:

- (c) 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 APRIL 28TH /29TH, 2016"**;
- (d) 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 APRIL 28TH /29TH, 2016"**

The list of candidates for the position of director of Company shall be updated upon receipt of the candidature proposals. Starting with April 11th, 2016, 2:00 PM (Romanian time), 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 the GOMS**, as well as/or to be **presented draft resolutions** for the items inserted or proposed to be inserted on the agenda of the 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, 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 Meeting, 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



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Central SA contains no data as to the capacity of legal representative or these data are not updated, 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.

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 **April 8th, 2016, 4:00 pm** (Romanian time), bearing the clear mention written with capital letters: **"PROPOSAL OF THE NEW ITEMS ON THE AGENDA/RESOLUTIONS - FOR THE GENERAL ORDINARY MEETING OF THE SHAREHOLDERS AS OF APRIL 28TH /29TH, 2016"**.

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 GOMS** so that such inquiries could be registered with the company's registration office **by no later than April 8th, 2016, 4:00 PM** (Romanian time), 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/ 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: **"QUESTIONS REGARDINGS THE AGENDA/THE COMPANY'S ACTIVITY - FOR THE GENERAL ORDINARY MEETING OF THE SHAREHOLDERS AS OF APRIL 28TH /29TH, 2016"**.

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



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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 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 this GOMS 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 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/ General Meeting of the Shareholders subsection/GOMS and GEMS Reports, starting with March 28th, 2016.

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 26th, 2016, 10:00 AM**, Romanian time, with a clear mention written in capital letters **"POWER OF ATTORNEY - FOR THE GENERAL ORDINARY MEETING OF THE SHAREHOLDERS AS OF APRIL 28TH /29TH, 2016"**.

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 26th, 2016, 10.00 am**, Romanian time, to the e-mail address: carmen.chitu@rompetrol.com, specifying in the subject field: letters **"POWER OF ATTORNEY - FOR THE GENERAL ORDINARY MEETING OF THE SHAREHOLDERS AS OF APRIL 28TH /29TH, 2016"**.

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.

The Company shall accept a limited 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 limited power of attorney



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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 26th, 2016, 10:00 AM** (Romanian time), 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, 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, 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 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.



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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: **"POWER OF ATTORNEY - FOR THE GENERAL ORDINARY MEETING OF SHAREHOLDERS OF 28th /29th of APRIL 2016"**.

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 **28 March 2016**, from the Company's headquarters, room 104, and from the Company's website www.rompetrol-rafinare.ro, Investor' Relations / General Meeting of the Shareholders subsection/GOMS and GEMS Reports.

On pain of losing the right to vote, the postal ballot papers filed in and signed by the shareholders for GOMS, 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 **26 April 2016, 10:00 o'clock** (Romanian time), with the mention: **"VOTING BALLOT FORMS FOR VOTING BY CORRESPONDENCE - FOR THE GENERAL ORDINARY MEETING OF SHAREHOLDERS OF 28th /29th of APRIL 2016"**,

b) delivered by e-mail incorporating an extended electronic signature as per Law no. 455/2001 on electronic signature, **by no later than 26 April 2016, 10:00 o'clock** (Romanian time), at the address: Carmen.Chitu@rompetrol.com, mentioning in the subject line: **"VOTING BALLOT FORMS FOR VOTING BY CORRESPONDENCE - FOR THE GENERAL ORDINARY MEETING OF SHAREHOLDERS OF 28th /29th of APRIL 2016"**.

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:



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- 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 **26 April 2016, 10:00 o'clock**, Romanian time, 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.

Upon the filing 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 15 April 2016**. 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 15 April 2016, 16:00 PM** (Romanian time).

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 GOMS.

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/ 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

