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ROMPETROL RAFINARE S.A.
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**Supplementation of the agenda of the
Ordinary General Meeting of Shareholders of Rompetrol Rafinare S.A.
for the date of
28 April 2016 (29 April 2016 – second convened date).**

The Board of Directors of the company **ROMPETROL RAFINARE S.A.**, hereinafter referred to as the "Company", headquartered in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța county, registered with the Constanța Trade Registry under no. J13/534/1991, sole registration code 1860712,

Having regard to the convening notice ("**Convening Notice**") whereby it was convened the Company's Ordinary General Meeting of Shareholders ("**OGMS**"), which is to be held on **28 April 2016, 10:00 AM**, at the Company's headquarters located in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța county, a Convening Notice which was published in the Romanian Official Gazette, Part IV, no. 1247 as of 28 March 2016 and in the national newspaper "Bursa" no. 60 (records no. 5640) as of 28 March 2016,

In accordance with art. 117¹ of the Companies Law no. 31/1990, republished, as further amended and supplemented, with the Law no. 297/2004 on capital markets, as further amended and supplemented, in conjunction with the provisions of art. 7 paragraph 1 letter A of the National Securities Commission Regulation no. 6/2009 on the exercise of certain rights of shareholders within the companies' general meetings, as further amended and supplemented, pursuant to the request no. 101.326/04.04.2016 of the significant shareholder, namely the Ministry of Energy on behalf of the Romanian State, holder of a number of 19,715,009,053 shares /voting rights representing 44.6959% of the share capital, **two new items are hereby inserted on the agenda of the OGMS namely:**

- 1. "Revocation of Mr. Nicolae Bogdan Codruț Stănescu from his position of member of the Board of Directors of Rompetrol Rafinare S.A., following the latter's resignation from his capacity of member of the Board of Directors starting with April 28th, 2016".**
- 2. "Election of Mr. Marius Mitruș as member of the Board of Directors of Rompetrol Rafinare S.A., for a mandate which will expire on 30.04.2018 (the**



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expiry date of the mandate granted to the current members of the Board of Directors)."

The points mentioned above will be inserted **after item no. 8 on the agenda as it was published**. As a result of this amendment, items no.9, no.10 and no.11 on the agenda of the convening notice published in the Official Gazette no. 1247 as of 28 March 2016 and in the newspaper "Bursa" no. 60 (records no. 5640) as of March 28th, 2016 will be items no.11, no.12 and no.13 on the revised agenda.

Therefore, the agenda of the OGMS is the following:

- 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.
- 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.
- 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.**
- 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.
- 5. To approve the Income and Expenditure Budget and the Company's business schedule for 2016**, including the investment plan for 2016.
- 6. To establish the fee payable to the members of the Board of Directors for the financial year 2016.**



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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.

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 OGMS..

9. a) Revocation of Mr. Nicolae Bogdan Codruț Stănescu from his capacity of member of the Board of Directors of Rompetrol Rafinare S.A. starting with 28.04.2016, following the latter's resignation from his capacity of member of the Board of Directors starting with April 28th, 2016.

b) The discharge of Mr. Nicolae Bogdan Codruț Stănescu of any duties and liabilities resting upon him for the term of the mandate of member of the Board of Directors exercised throughout 2016 shall be performed as per the provisions of the law.

10. Election of Mr. Marius Mitruș as member of the Board of Directors of Rompetrol Rafinare S.A., 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).

11. 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.

12. To approve the date of May 16th, 2016, as ex-date, as of which the financial instruments are traded without the rights arising from the Rompetrol Rafinare OGMS, as such is defined by the NSC Regulation no. 6/2009.



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13. 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 OGMS 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.

Only the persons that are shareholders of the Company and are registered with the Company's Registry of Shareholders, kept and issued by Depozitarul Central S.A. on the reference date of 18 April 2016 are entitled to attend and may exercise their voting right within the OGMS, in accordance with legal provisions, **in person** (through legal representatives) or **by proxy** (based on a Special or a General Power of Attorney), or, in prior to the OGMS, **by correspondence** (based on a Postal Ballot Paper form).

The information material for the OGMS, the Resolutions drafts of the OGMS and the revised agenda, together with the updated form of Special Power of Attorney and of Postal Ballot Paper form of the OGMS may be obtained from the Company's headquarters, room 104, on each working day, between 09:00 - 16:00 o'clock, and may be downloaded from the Company's website www.rompetrol-rafinare.ro, Investors' Relations section, General Meeting of the Shareholders subsection/OGMS and EGMS Reports, **starting with 15 April 2016, 16:00 o'clock (Romanian time)**.

In the event that on 28 April 2016, 10:00 AM o'clock, this being the date of the first convened session of the general meeting, the validity requirements laid down by the Companies Law and/or by the Company's Articles of Association are not met, the **OEGMS** is convened on **29 April 2016, 10:00 AM o'clock**, in the same venue and with the same agenda.

Both the agenda of the Extraordinary General Meeting of Shareholders convened on 28/29 April 2016, 10:00 AM o'clock, as well as the remainder of the Convening Notice of the GMS of Rompetrol Rafinare S.A. initially published in accordance with the applicable laws in force, in the Romanian Official Gazette, Part IV, no. 1247 as of 28 March 2016 and in the national newspaper "Bursa" no. 60 (records number 5640) as of 28 March 2016, shall remain unchanged.

Additional information may be obtained at the telephone number 0241/506553 during working days and on the Company's website www.rompetrol-rafinare.ro, Investors' Relations section.

Chairman of the Board of Directors

Azamat Zhangulov



Trade Registry No: J 13/534/1991
Fiscal Identification No: RO1860712

IBAN: RO22BACX0000000030500310
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