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ROMPETROL RAFINARE S.A.  
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**INFORMATION MATERIAL**  
**regarding the issues submitted for debate to the**  
**General Ordinary Meeting of Shareholders of**  
**ROMPETROL RAFINARE S.A.**  
**as of April 27<sup>th</sup>/28<sup>th</sup>, 2017**

The Board of Directors of the company **ROMPETROL RAFINARE S.A.**, hereinafter referred to as the "Company", with registered offices in Năvodari, Bulevardul Năvodari nr. 215, Administrative Facility, Constanța County, registered with the Trade Registry under number J13/534/1991, having sole registration code 1860712, has convened pursuant to art. 119 para 1 of the Law no. 31/1990, the General Ordinary Meeting of Shareholders for **April 27<sup>th</sup>, 2017, 11:00 a.m.**, at the Company's head office.

In the event that at the aforementioned date the quorum provided by the law is not present, the Board of Directors convenes and establishes, pursuant to art. 118 of the Law no. 31/1990, a second General Ordinary Meeting of Shareholders („GOMS”) for **April 28<sup>th</sup>, 2017, 11:00 a.m.**, at the Company head office, subject to the same Agenda and Reference Date.

Rompetrol Rafinare has fulfilled the legal requirements concerning the publication of the GMS convening notice.

The GMS convening notice was:

- transmitted to the Financial Supervisory Authority ("ASF") – Financial Investments and Instruments Division and to the Bucharest Stock Exchange, subject to the Current Report no. 2768 as of March 23<sup>th</sup> 2017;
- published in the Official Gazette of Romania, 4<sup>th</sup> part, No.1012 as of March 27<sup>th</sup>, 2017;
- published in BURSA national daily no. 57 as of March 27<sup>h</sup>, 2017;
- published on March 27<sup>th</sup>, 2017 on the internet page of Rompetrol Rafinare S.A., at the address [www.rompetrol-rafinare.ro](http://www.rompetrol-rafinare.ro) and on the internet page of the Bucharest Stock Exchange;



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## **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 31<sup>st</sup>, 2016, the shareholders of KMG International Group held a number of 24,098,569,799 shares amounting to lei 2,409,856,979.9, representing 54.6339% of the share capital.

The shareholder Romanian State, represented by the Ministry of Energy holds according to the latest Shareholders' Registry having as consolidation date December 31<sup>st</sup>, 2016 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**

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

If the general ordinary meeting is unable to carry out its proceedings pursuant to lack of quorum, the meeting to be held on a second call shall deliberate on the items on the



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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.

## ***II. INFORMATION CONCERNING THE ISSUES ON THE MEETING AGENDA***

Following acknowledgement of compliance with all legal requirements and provisions of the Articles of Incorporation for the organization of the general meeting, the meeting agenda will be discussed.

**The General Ordinary Meeting convened for April 27<sup>th</sup>, 2017, respectively April 28<sup>th</sup>, 2017 (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, 2016**, prepared in accordance with the International Financial Reporting Standards (IFRS), as laid down by the Order of the Minister of Public Finance no. 2844/2016, 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 2016 are:

The main financial indicators are:

-	Net turnover	8,774,321,849 lei
-	Operating profit	275,913,078 lei
-	Profit of the year	70,001,508 lei
-	Net asset	1,326,900,989 lei
-	Number of employees on December 31 <sup>st</sup> , 2016	1,085 employees

**2. To discuss and to approve the annual consolidated financial accounts having as closing day the day of December 31, 2016** (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*
- Gross turnover	3,566,449,386	15,347,501,642
- Net turnover	2,440,510,028	10,502,246,803
- EBITDA (operating profit, less the expense on the amortization and depreciation)	186,548,315	802,773,364
- EBIT (operating profit)	92,457,898	397,874,074
- Net profit	57,145,367	245,913,659
- Number of employees on December 31 <sup>st</sup> , 2016		2.114 employees

**3. Approval of the proposal of the Board of Directors regarding the distribution of the net profit ancillary to the financial year 2016 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 2016 in the amount of RON 84,291,996 for the following destinations:**

**i) legal reserve (5%): RON 3,500,075**

**and**

**ii) coverage of the reported losses from the previous years: RON 66,501,433**

**4. To approve the discharge the all Company's directors of any liability arising from the activity they conducted during the financial year 2016, further to the submitted reports.**

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 2016, 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 2016 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 2016 financial year.**

**5. To approve the Income and Expenditure Budget and the Company's business schedule for 2017, including the investment plan for 2017.**

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 2017 and the investment plan in 2017** have been made estimates of commercial transactions expected for 2017.



The main financial indicators in the **Income and Expenditure Budget** proposal for the 2017 financial year are:

- Gross turnover:	3,317,236 thousand USD;
- Sale-related fees:	(977,214) thousand USD;
- Net turnover:	2,320,022 thousand USD;
- Sale cost:	(2,230,050) thousand USD;
- Gross margin:	89,972 thousand USD;
- Sale and general-administrative costs (amortization included):	(48,658) thousand USD;
- Operating profit/ (loss), without amortization & impairment expenses (EBITDA):	123,998 thousand USD;
- Provisions	(914) thousand USD;
- Operating profit/ (loss) (EBIT):	40,401 thousand USD;
- Financial incomes/expenses:	(26,937) thousand USD;
- Net profit:	13,463 thousand USD.

**It is hereby proposed to approve by the General Ordinary Meeting of Shareholders the Company's business schedule for 2017.**

The main indicators of **the Company's business schedule for 2017** are:

- 
- Quantity processed by PETROMIDIA Refinery = 5,652,204 tons/year of raw materials, of which:
  - Crude oil : 4,921,984 tons/year;
  - Other raw materials: 730,220 tons, of which 438,000 tons diesel Atmospheric Distillation subject to processing in the Hydrofining Plants.
- Quantity processed by VEGA Refinery = 340,525 tons raw materials/ year
- Quantity processed by PETROCHEMICALS Plant:
  - a) Polymers -157,254 tons/ year;
  - b) P-type propylene – 6,710 tons/ year





**It is hereby proposed to approve by the General Ordinary Meeting of Shareholders** of the Company's Investment Program for 2017 totalling USD 51,926,367, out of which: USD 45,736,533 represents the investment programme for Petromidia Refinery, USD 6,189,834 represents the investment programme for Vega Refinery. The investment programme for the year of 2017 is grouped on several sections, as follows:

- Development projects: USD 2,447,240
- Projects for the compliance with the applicable legislation: USD 19,184,408
- Capital maintenance projects: USD 30,294,719

**6. To establish the fee payable to the members of the Board of Directors** for the financial year 2017.

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. To approve, pursuant to art. 129<sup>2</sup> of the Regulations issued by the National Securities Commission no. 1/2006, the date of May 17<sup>th</sup>, 2017 as Registration Date**, pursuant to art. 238 par. (1) of Law no. 297/2004 on the capital market, to identify the shareholders upon whom the effects of the resolutions adopted in this OGMS reflect and **the date of May 16<sup>th</sup>, 2017 as Ex Date, from which the financial instruments are traded without the rights resulted from OGMS Rompetrol Rafinare**, as defined by the provisions of the Regulations issued by the National Securities Commission no. 6/2009.

According to art. 238, par. (1) of the Law no. 297/2004, the Registration Date is defined as follows:





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*"(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 17<sup>th</sup>, 2017 as registration date, within the meaning of art. 238 of the Law no. 297/2004 on capital market.

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 16<sup>th</sup>, 2017 as *ex date*.

**8. To authorize Mr. Yedil Utekov, General Manager and 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.**

It is proposed that Mr. Yedil Utekov, General Manager and 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, Yedil Utekov being granted the possibility to sub-appoint third parties to this effect, including attorneys at law. During the exercise of the entrusted mandate, Mr. Yedil Utekov 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 18<sup>th</sup>, 2017.**

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 exercise their voting right within the present Ordinary General Meeting of Shareholders, pursuant to the legal provisions, **in person** (by legal representatives) or **by proxy** (based on a Limited or General Power of Attorney) or, prior to the Ordinary General Meeting of Shareholders, **by correspondence** (based on a Postal Ballot Paper). The shareholders can be represented by other persons (including by persons other than shareholders).

**Access in the meeting room and/or vote by correspondence of the shareholders** entitled to attend, on the date established, the present Ordinary General Meeting of Shareholders shall be permitted: (i) *in the case of the shareholders - natural persons or of the legal representative of the shareholder - legal entities*, by the simple proof of identity, consisting in the presentation, in original, of the identification document (identity card for Romanian citizens or, as the case may be, passport/residence permit for foreign citizens), and (ii) *in the case of the shareholders - legal entities and of the shareholders - natural persons participating by representative*, though the power of attorney given to 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** is ascertained based on the list of the Company's shareholders as at the Reference Date, received from Depozitarul Central S.A. Nevertheless, if the shareholder/person responsible has 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 as at the Reference Date, received from Depozitarul Central, than the capacity of legal representative shall be proved by means of a confirmation of the company's details issued by the Trade Registry or by any other document issued by a competent authority from the state in which the shareholder is legally registered, attesting the capacity of legal representative, presented in original or certified copy, issued no later than 3 months before the publication of this Convening Notice for the present OGMS.

**The representatives of the shareholders – natural persons** 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 shareholders - legal entities** 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),



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accompanied by a Limited or General Power of Attorney signed by the legal representative of by the respective shareholder - legal entity.

**The capacity of legal representative of the shareholders - legal entities or of the unincorporated entities** is ascertained based on the list of the Company's shareholders as at 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 as at the Reference Date received from Depozitarul Central, than the representative shall also provide a document attesting the capacity of legal representative of the person signing the Limited or General Power of Attorney (confirmation of company details issued by the Trade Registry, presented in original or certified copy, or any other document issued by a competent authority of the state where the shareholder is legally registered, in original or certified copy, issued no later than 3 months before the publication date of this Convening Notice for the present OGMS).

The documents attesting the capacity of legal representative presented in a foreign language, other than English (except for the identity documents valid on the territory of Romania) shall be accompanied by a sworn translation in Romanian or English. It is not necessary for the documents drafted in foreign languages to be apostilled or notarized.

The shareholders lacking legal competence, as well as the legal entities can be represented by their legal representatives, who, in their turn, may delegate other persons to this effect.

The information concerning the Limited/General Powers of Attorney and vote by correspondence is specified hereunder.

**As of March 27<sup>th</sup>, 2017, the convening notice for the Ordinary General Meeting of Shareholders** (in Romanian and English), the text in full of **the documents and information materials** concerning the items/aspects included on the agenda of the **Ordinary General Meeting of Shareholders, the Limited Power of Attorney forms** for the representation of the shareholders within the Ordinary General Meeting of Shareholders, which will be updated if new items or resolution proposals are to be added on the agenda (available in both Romanian and English), the **Postal Ballot Paper forms** for the participation and vote of shareholders within the Ordinary General Meeting of Shareholders, which will be updated if new items or resolution proposals are to be added on the agenda (available in both Romanian and English), and the **draft resolutions for the items on the agenda** of the Ordinary General Meeting of Shareholders, shall be made available to the shareholders at the Company's headquarters, room 104, every business day, between 09:00 – 16:00 o'clock (Romanian time) and these will be available for download on the Company's website [www.rompetrol-rafinare.ro](http://www.rompetrol-rafinare.ro), under Section Investor Relations, Subsection General Meeting of the Shareholders /OGMS and EGMS Reports.



Shareholders may request, in writing, copies of these documents, by courier (at the Company's registration office in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța county), or by e-mail (at the address: [Carmen.Chitu@rompetrol.com](mailto:Carmen.Chitu@rompetrol.com)). Irrespective of the means of delivery, such requests will be signed by shareholders or by their representatives and will be accompanied by documents bearing the specification certified copy and the signature of the shareholder/representative of the shareholder, certifying the identity of the shareholders and – as the case may be – the capacity of representative of the signatory parties. In addition, the requests will specify the postal address, email address or the facsimile number where the respective shareholder wishes to receive the copies of the aforementioned documents.

Please be informed that the Company's Registration Office is closed on non-business days and legal holidays, and open on business days between 8:00 a.m. and 4:00 p.m., Romanian time (Monday to Friday).

One or more shareholders holding, individually or jointly, **at least 5% of the share capital** of the Company is/are entitled, subject to the law, to request the Board of Directors of the Company to insert **new items on the agenda of the OGMS**, as well as/or to be **presented draft resolutions** for the items included or proposed for inclusion on the agenda of the OGMS, with the observance of the following conditions:

- i) for shareholders – natural persons, the requests must be accompanied by copies of the identity documents of the shareholders, enabling their identification in the registry of the Company's shareholders kept by Depozitarul Central SA;
- ii) for shareholders – legal entities or unincorporated entities, the requests should be accompanied by:
  - an excerpt from the company's register of shareholders, attesting the capacity of shareholder and the number of shares held, issued by the Depozitarul Central or, as the case may be, by the participants specified in art. 168, para. (1), letter b) of Law no. 297/2004, providing trusteeship services – in the case where the shareholder/legal representative of the shareholder – legal entity/unincorporated entity is not found on the list of shareholders from Depozitarul Central;
  - documents attesting the registration of the information on the legal representative with the Depozitarul Central SA/participants specified in art. 168, para. (1), letter b) of Law no. 297/2004;
  - the capacity of legal representative shall be established based on the company's register of shareholders kept by the Depozitarul Central SA; in the case where the company's register of shareholders contains no data as to the capacity of legal representative or this data is not updated, such capacity shall be proven by means of a confirmation of company details released by the Trade Registry, presented in original or certified copy, or any other document, in original or certified copy, released with a least 3 months prior to the publication date of the convening notice of this OGMS, by a competent authority of the state where the shareholder is legally incorporated, attesting the capacity of legal representative;
  - the documents attesting the capacity of legal representative drafted in a foreign other than English, shall be accompanied by a sworn translation in Romanian or





English. It is not necessary for the documents drafted in a foreign language to be apostilled or notarized.

- iii) the requests should be accompanied by support documentation and/or draft resolution proposed for adoption;
- iv) the requests should be delivered: (i) under the form of a document sent by mail or courier services – at the Company’s headquarter (Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanta County) in a sealed envelope, in original (signed and, as the case may be, stamped by the shareholders or by their legal representatives), so that such requests can be registered as received in the Company’s Registration Office by **April 10<sup>th</sup>, 2017, 16:00 p.m.** (Romanian time), bearing on the envelope the clear mention written in capital letters: **"PROPOSAL FOR NEW ITEMS ON THE AGENDA/RESOLUTIONS - FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 27<sup>TH</sup>/28<sup>TH</sup>, 2017"**; (ii) or under the form of a document signed electronically with extended electronic signature, according to Law no. 455/2001 on the electronic signature – by email – at the address [Carmen.Chitu@rompetrol.com](mailto:Carmen.Chitu@rompetrol.com) mentioning in the subject: **"PROPOSAL FOR NEW ITEMS ON THE AGENDA/RESOLUTIONS - FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 27<sup>TH</sup>/28<sup>TH</sup>, 2017"**.

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

Each shareholder, irrespective of its contribution held in the share capital, **is entitled to address inquiries, in writing, regarding the items on the agenda of the Ordinary General Meeting of Shareholders**, so that such inquiries could be registered with the company’s registration office **by no later than April 10<sup>nd</sup>, 2017, 16:00 p.m.** (Romanian time), and the Company may answer such inquiries raised by shareholders by posting the answer on the Company’s website, [www.rompetrol-rafinare.ro](http://www.rompetrol-rafinare.ro), under Section Investor Relations/Subsection General Meeting of Shareholders/OGMS and EGMS Reports. The said inquiries must be pertinent, 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 an original counterpart, signed and, as the case may be, stamped by the shareholders or by their legal representatives, or by mail/courier services (to the Company’s Registration Office mentioned hereinabove), with the clear mention written in capital letters: **"INQUIRIES REGARDINGS THE AGENDA/THE COMPANY’S ACTIVITY - FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 27<sup>TH</sup>/28<sup>TH</sup>, 2017 "**.

For the purpose of identifying and establishing the capacity of shareholder of a person making proposals for the supplementation of the agenda as per article 7, para. (1), letter a) of the NSC Regulation no. 6/2006 or raising inquiries as per art. 13 of the same regulation, the Company may require such person to provide an excerpt proving the capacity of shareholder and the number of shares held, released by Depozitarul Central SA or, as the case may be, by the participants specified under art. 168, para. (1), letter b) of the Law no. 297/2004 providing trusteeship services.



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**The shareholders may be represented during the Ordinary General Meeting of Shareholders by other persons, based on a limited or general power of attorney.** The shareholders natural persons or legal entities registered on the Reference Date may also be represented in the OGMS by persons other than the shareholders, based on a Limited power of attorney.

For this type of vote must be used the limited power of attorney forms (in Romanian or English) according to the legal provisions which will be made available by the Board of Directors of the Company or a general power of attorney, drafted in accordance with the provisions of the NSC Regulation no. 6/2009, as further amended and supplemented. The shareholders natural persons or unincorporated entities attending the OGMS by a person other than their legal representative, shall mandatorily use a limited or general power of attorney, subject to the conditions set forth hereinabove.

The shareholder may delegate by limited power of attorney one or more alternate representatives, by concurrently establishing the order in which they will exercise their mandate.

The limited power of attorney forms (in Romanian and English) can be obtained from the Company's headquarters and can be downloaded from the Company's website, [www.rompetrol-rafinare.ro](http://www.rompetrol-rafinare.ro), under the Section Investor Relations, Subsection General Meeting of Shareholders/OGMS and EGMS Reports, as of March 27<sup>th</sup>, 2017.

The shareholders shall fill in and sign the limited powers of attorney in three original counterparts: one for the shareholder, one for the representative and one for the Company. The counterpart for the Company drafted in Romanian and/or English, filled in and signed by the shareholder, accompanied by a copy of the identity card of the shareholder (in the case of natural persons, identity card/passport, respectively in the case of legal entities, identity card/passport of the legal representative of the shareholder – legal entity and, in the case where the shareholder failed to provide the information on its legal representative to Depozitarul Central, the official document attesting the capacity of legal representative for the signatory party of the limited power of attorney form, according to the conditions hereinabove) shall be submitted/dispatched (by any form of mail or courier with confirmation of receipt) in a sealed envelope, so that it could be registered as received in the Company's registration office in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța County, by **April 25<sup>th</sup>, 2017, 11:00 a.m.**, Romanian time, with a clear mention written in capital letters **"POWER OF ATTORNEY - FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 27<sup>TH</sup>/28<sup>TH</sup>, 2017"**.

The limited power of attorney may also be sent by email with extended electronic signature as per Law no. 455/2001 on the electronic signature, as further amended and supplemented, **no later than April 25<sup>th</sup>, 2017, 11:00 p.m.**, Romanian time, at the email address: [Carmen.Chitu@rompetrol.com](mailto:Carmen.Chitu@rompetrol.com), specifying in the subject field: letters **"POWER OF ATTORNEY - FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 27<sup>TH</sup>/28<sup>TH</sup>, 2017"**.

The limited powers of attorney, in Romanian and/or English, which are not registered at the Company's Registration Office/email address specified in the previous paragraph by



the aforementioned date and hour, shall not be taken into account for determining the quorum and majority in the OGMS.

If the limited power of attorney has been delivered to the Company by email, the Proxies shall also provide the Technical Secretariat an original counterpart of the limited power of attorney.

Upon the date of the Ordinary General Meeting of Shareholder, when entering the meeting room of the OGMS, the shareholders – natural persons (if attending in person) and their Proxies should present the Company's representative for verification their identity card in original, for Romanian citizens or, as the case may be, the passport/residency permit for foreign citizens. If a shareholder - legal entity will attend the OGMS by its legal representative, the latter must present the Company's representative for verification the identity card in original, for Romanian citizens or, as the case may be, the passport/residency permit for foreign citizens. The capacity of legal representative of the shareholders – legal entities shall be ascertained as described in the paragraphs laid down hereinabove.

The shareholders may give a general power of attorney valid for a period which cannot exceed three years, allowing the designated representative to vote for all issues under discussion in the general meeting of the shareholders of the Company, including with regards to the disposal documents, provided that such general power of attorney be given by the shareholder, acting as client, to a proxy defined as per art. 2, par. (1), item 14 of Law no. 297/2004 or to an attorney who is not in a conflict of interest situation, which may arise especially in the cases regulated by art. 243, para. (6<sup>4</sup>) of Law no. 297/2004 and can be valid without any other additional documents on the respective shareholder, if signed by the respective shareholder and accompanied by an affidavit, in original, signed, as the case may be, stamped by the legal representative of the proxy or by the attorney who was given power of representation by general power of attorney showing:

- (i) the Power of attorney is given by the respective shareholder, as client, to its Representative, or, as the case may be, to its Attorney;
- (ii) The general power of attorney is signed by the shareholder, including by applying the extended electronic signature, if necessary.

The contents of the general power of attorney must specify the capacity of representative or attorney of the Proxy. The Proxy cannot be substituted by another person. Notwithstanding, in the case where the Proxy is a legal person, the latter may exercise its mandate given by any person within the administrative or management body or among its employees. The proof of the capacity of representative or attorney of the Proxy of the respective shareholder shall be done by the affidavit of the Proxy given on the form published together with the supporting documentation of the OGMS on the website of the Company and signed by the Proxy upon entering the meeting room, before the organizers of the OGMS.

The shareholders cannot be represented in the OGMS based on a general power of attorney, by a person who is in a conflict of interest situation, as per the provisions of





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art. 243 para. (6<sup>4</sup>) of Law 297/2004, text added by GEO no. 90/2014 for the amendment and supplementation of Law no. 297/2004.

The general power of attorney must at least contain the following information: (i) name/name of the shareholder; (ii) name/name of the representative (who is given power of attorney); (iii) date of the power of attorney, as well as its validity period, with the observance of the legal provisions; the powers of attorney bearing a later date shall lead to the revocation of the powers of attorney previously given; (iv) clear specification of the fact that the shareholder gives power of attorney to its representative to participate and to vote on its behalf by the general power of attorney in the general meeting of the shareholders for the entire holding of the shareholder on the Reference Date, with the express specification of the Company/Companies for which the respective power of attorney is being used. The general power of attorney shall expire as per the provisions of art. 15<sup>1</sup>, para. (2), of the National Securities Commission' Regulation no. 6/2009.

The general powers of attorney shall be submitted with the Company's Registration Office or sent, in any form, by mail or courier, with confirmation of receipt, no later than **April 25<sup>th</sup>, 2017, at 11:00 a.m.**, in copy, comprising the mention of certified copy, with the signature of the representative, in a sealed envelope, with the clear mention written in capital letters: **"POWER OF ATTORNEY – FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 27<sup>TH</sup>/28<sup>TH</sup>, 2017"**. The power of attorney can also be sent by email, with extended electronic signature as per Law no. 455/2001 on the electronic signature **no later than April 25<sup>th</sup>, 2017, at 11:00 a.m.**, at the address: [Carmen.Chitu@rompetrol.com](mailto:Carmen.Chitu@rompetrol.com), by mentioning in the subject: **"POWER OF ATTORNEY – FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 27<sup>TH</sup>/28<sup>TH</sup>, 2017"**.

Before the submission of the limited or general powers of attorney, the shareholders may notify the Company in relation to the designation of a representative by sending an email at the address [Carmen.Chitu@rompetrol.com](mailto:Carmen.Chitu@rompetrol.com), by mentioning in the subject line: **"POWER OF ATTORNEY - FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 27<sup>TH</sup>/28<sup>TH</sup>, 2017"**.

The Company's shareholders registered on the Reference Date in the shareholders' registry issued by Depozitarul Central S.A. have the possibility to vote by correspondence, by using the postal ballot paper form (in Romanian and/or English) corresponding to this Ordinary General Meeting of Shareholders, which can be obtained as of **March 27<sup>th</sup>, 2017**, from the Company's headquarters, room 104, and from the Company's website [www.rompetrol-rafinare.ro](http://www.rompetrol-rafinare.ro), under Section Investor Relations, Subsection General Meeting of Shareholders/OGMS and EGMS Reports.

Subject to losing the voting right, the postal ballot paper forms filled in and signed by the shareholders for OGMS, together with all accompanying documents, may be forwarded as follows:

- a) sent to the Company's headquarters, under the form of a document with holograph signature, in original, in a sealed envelope, by any form of mail or courier, so that they are registered as received in the Company's Registration



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Office **no later than April 25<sup>th</sup>, 2017, at 11:00 a.m.** (Romanian time), with the mention: **"POSTAL BALLOT PAPER FORM - FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 27<sup>TH</sup>/28<sup>TH</sup>, 2017"**,

- b) sent by email with extended electronic signature as per Law no. 455/2001 on the electronic signature, **until April 25<sup>th</sup>, 2017, at 11:00 a.m.** (Romanian time), at the address: [Carmen.Chitu@rompetrol.com](mailto:Carmen.Chitu@rompetrol.com), by mentioning in the subject: **"POSTAL BALLOT PAPER FORM - FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 27<sup>TH</sup>/28<sup>TH</sup>, 2017"**.

The postal ballot papers in Romanian and/or English, which are not registered with the Company's Registration Office/email address specified in item b) of the previous paragraph by the aforementioned date and hour, shall not be taken into account for determining the quorum and majority in the OGMS.

The vote by mail may be expressed by a representative only in the case where the latter has been given a limited/general power of attorney by the shareholder whom it represents, which shall be submitted with the Company as per art. 243, para. (6<sup>3</sup>) of Law no. 297/2004.

The limited powers of attorney and/or the postal ballot paper forms will contain the information provided in the limited power of attorney/postal ballot paper forms made available by the Company, by specifying the vote for each item on the agenda of the OGMS.

Upon the filling in of the Limited Powers of Attorney and of the Postal Ballot Paper forms in accordance with those mentioned hereinabove, please also take into consideration the possibility of supplementing the Agenda with new items or resolution proposals, in which case **the revised agenda shall be made available by April 14<sup>th</sup>, 2017**. In this case, the updated limited powers of attorney and the updated Postal Ballot Paper Forms may be obtained from the Company's headquarters, room 104, every business day, between 09:00 a.m. - 16:00 p.m., and may be downloaded from the Company's website [www.rompetrol-rafinare.ro](http://www.rompetrol-rafinare.ro), **as of the publication date of the revised agenda**.

The limited/general powers of attorney and postal ballot paper forms which are not sent to the company within the period laid down in this convening notice shall be deemed null and void.

The documents submitted in a foreign language, other than English (except for the identity documents valid on the territory of Romania) shall be accompanied by a sworn translation, 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 shares, 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 can be obtained at the telephone number 0241/506553 on business days, between 9:00 a.m. - 15:30 p.m. and from the Company's website [www.rompetrol.com](http://www.rompetrol.com), Section Investor Relations/Subsection General Meeting of shareholders/OGMS and EGMS Reports.

**General Manager and Member of the Board of Directors**

  
\_\_\_\_\_  
**Yedil Utekov**

**Financial Manager**

  
\_\_\_\_\_  
**Vasile-Gabriel Manole**

