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CONVENING NOTICE

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 Constanța Trade Register under no. J13/534/1991, having the sole registration code 1860712, in accordance with article 117 of Law no. 31/1990 on trading companies, republished, as further amended and supplemented, of Law no. 297/2004 on the capital market, as further amended and supplemented, Law no. 24/2017 on issuers of financial instruments and market operations, of the NSC Regulation no. 6/2009 on the exercise of certain rights of shareholders within the general meetings of companies, as subsequently amended and supplemented, of the Company’s Articles of Incorporation,

HEREBY CONVENES

The General Extraordinary Meeting of Shareholders for the date of December 20th, 2017, at 11:00 a.m. (Romanian time), at the Company’s headquarters, as aforementioned.

In the event where, on the aforementioned date, the quorum laid down by law and by the Company’s Articles of Incorporation for keeping the Extraordinary General Meeting of Shareholders is not met, the Board of Directors shall convene, pursuant to art. 118 of Law no. 31/1990, the second General Extraordinary Meeting of Shareholders of the Company for the date of **December 21th, 2017, at 11:00 a.m. (Romanian time)**, in the same place and with the same agenda.

The General Extraordinary Meeting of Shareholders (hereinafter the “EGMS”) has the following agenda:

- 1. It is acknowledged the implementation of the measures approved by the Board of Directors with a view to settling the net asset versus share capital**
- 2. Provisional acknowledgement, pursuant to the implementation of the measures detailed under the previous item as well as the financial accounting statements, of the settling of the net asset ratio versus the subscribed share capital provided that the confirming the settling of the net asset based on the approval of the audited financial statements afferent to the 2017 financial year;**
- 3. The Report drafted by the Company' s Executive Management is acknowledged, regarding the preventive measures in terms of the security norms adopted by Rompetrol Rafinare S.A. in the past 12 months.**



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4. To approve, pursuant to art. 129² of the Regulations issued by the National Securities Commission no. 1/2006, the date of January 11th, 2018 as Registration Date, pursuant to art. 86 par. (1) of Law no. 24/2017 on issuers of financial instruments and market operations, to identify the shareholders upon whom the effects of the resolutions adopted in this EGMS reflect and the date of January 10th, 2018 as *Ex Date*, from which the financial instruments are traded without the rights resulted from EGMS Rompetrol Rafinare, as defined by the provisions of the Regulations issued by the National Securities Commission no. 6/2009.

5. 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 EGMS 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.

The reference date is December 8th, 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 Extraordinary 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 Extraordinary 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 Extraordinary 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,



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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 EGMS.

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), accompanied by a Limited or General Power of Attorney signed by the legal representative of 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 EGMS).

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 November 20th, 2017, the convening notice for the Extraordinary 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 Extraordinary General Meeting of Shareholders, the Limited Power of Attorney forms for the representation of the shareholders within the Extraordinary General Meeting of Shareholders, which will be updated if new items or resolution



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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 Extraordinary 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 **drafts resolutions for the items on the agenda** of the Extraordinary 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, 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). 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 EGMS**, as well as/or to be **presented draft resolutions** for the items included or proposed for inclusion on the agenda of the EGMS, 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;



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- 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 EGMS, 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 **December 4th, 2017, 4:00 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 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF DECEMBER 20TH/21TH, 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 mentioning in the subject: ***“PROPOSAL FOR NEW ITEMS ON THE AGENDA/RESOLUTIONS - FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF DECEMBER 20TH/21TH, 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 EGMS.

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 Extraordinary General Meeting of Shareholders, so that such inquiries could be registered with the company's registration office by no later than **December 18th, 2017, 11:00 a.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, 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***



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THE AGENDA/THE COMPANY'S ACTIVITY - FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF DECEMBER 20TH/21TH, 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.

The shareholders may be represented during the Extraordinary 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 EGMS 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 EGMS 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, under the Section Investor Relations, Subsection General Meeting of Shareholders/OGMS and EGMS Reports, as of November 20th, 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 **December 18th, 2017, 11:00 a.m.**, Romanian time, with a clear mention written in capital letters ***"POWER OF ATTORNEY - FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF DECEMBER 20TH/21TH, 2017"***.



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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 December 18th, 2017, 11:00 a.m.**, Romanian time, at the email address: Carmen.Chitu@rompetrol.com, specifying in the subject field: letters ***“POWER OF ATTORNEY - FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF DECEMBER 20TH/21TH, 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 EGMS.

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 Extraordinary General Meeting of Shareholder, when entering the meeting room of the EGMS, 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 EGMS 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. (6⁴) 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



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published together with the supporting documentation of the EGMS on the website of the Company and signed by the Proxy upon entering the meeting room, before the organizers of the EGMS.

The shareholders cannot be represented in the EGMS based on a general power of attorney, by a person who is in a conflict of interest situation, as per the provisions of art. 243 para. (6⁴) 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. 15¹, 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 **December 18th, 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 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF DECEMBER 20TH/21TH, 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 **December 18th, 2017, at 11:00 a.m.**, at the address: Carmen.Chitu@rompetrol.com, by mentioning in the subject: ***"POWER OF ATTORNEY – FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF DECEMBER 20TH/21TH, 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, by mentioning in the subject line: ***"POWER OF ATTORNEY - FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF DECEMBER 20TH/21TH, 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 Extraordinary General Meeting of Shareholders, which can be obtained as of **November 20th, 2017**, from the Company's headquarters, room 104, and from the Company's website 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 EGMS, together with all accompanying documents, may be forwarded as follows:



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- 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 Office **no later than December 18th, 2017, at 11:00 a.m.** (Romanian time), with the mention: ***"POSTAL BALLOT PAPER FORM - FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF DECEMBER 20TH/21TH, 2017"***,
- b) sent by email with extended electronic signature as per Law no. 455/2001 on the electronic signature, **until December 18th, 2017, at 11:00 a.m.** (Romanian time), at the address: Carmen.Chitu@rompetrol.com, by mentioning in the subject: ***"POSTAL BALLOT PAPER FORM - FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF DECEMBER 20TH/21TH, 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 EGMS.

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. (6³) 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 EGMS.

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 December 7th, 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. – 4:00 p.m., and may be downloaded from the Company's website 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.

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 0.10, each share giving the right to one vote within the General Meeting of Shareholders.



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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-rafinare.ro, Section Investor Relations/Subsection General Meeting of shareholders/OGMS and EGMS Reports.

ROMPETROL RAFINARE S.A.

Chairman of the Board of Directors

Cătălin Dumitru

