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ROMPETROL RAFINARE S.A.

IESIRE Nr. 29/3

Zius 27 Lunu 03 Anul 20/5

To: FINANCIAL SUPERVISORY AUTHORITY BUCHAREST STOCK EXCHANGE

Current report submitted in compliance with the National Securities Commission no. 1/2006

Report date: March 27th, 2014

S.C. ROMPETROL RAFINARE S.A.

Registered Seat: Năvodari, 215 Năvodari Blvd. (Administrative Facility), Constanta County

Telephone number: 0241/506100

Fax number: 0241/506930; 506901

Number of registration with the Trade Registry: J13/534/1991

Sole Registration Code: 1860712

Subscribed and paid-up capital: 4.410.920.572,60 lei

Regulated market on which the securities are traded: BUCHAREST Stock Exchange (market symbol

RRC)

Significant event to report: Resolution no. 2 adopted by the Board of Directors on 27.03.2014 with respect to the convening of the General Ordinary and Extraordinary Meetings of the Shareholders of Rompetrol Rafinare SA on April 29th, 2014 (April 30th, 2014 – second convening).

The Board of Directors of the trade company **ROMPETROL RAFINARE S.A.**, hereinafter referred to as the "Company", headquartered in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanţa County, registered with Constanţa Trade Registry 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, 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 Ordinary Meeting and the General Extraordinary Meeting of Shareholders for the date of April 29th, 2014, at 10:00 a.m. – the General Ordinary Meeting of Shareholders,

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

Navodari, Judetul Constanta, ROMANIA

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respectively at 11:00 a.m. - the General Extraordinary Meeting of Shareholders (hereinafter collectively referred to as the "Meetings"), at the Company's headquarters, as aforementioned.

In the event that, on the aforementioned date, the quorum laid down by law and by the Company's Articles of Incorporation for keeping the Meetings fails to be met, the Board of Directors shall convene, pursuant to art. 118 of Law no. 31/1990, the second General Ordinary Meeting and/or the second General Extraordinary Meeting of Shareholders for the date of April 30th, 2014, at 10:00 am (General Ordinary Meeting), respectively at 11:00 am (General Extraordinary Meeting), in the same place and with the same agenda.

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

- To approve the annual individual financial statements having as closing day the day of December 31, 2013, 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, based on the Annual Report of the Board of Directors drafted pursuant to the provisions of NSC Regulation no. 1/2006, as further amended, and on the Financial Auditor's Report drawn up by Ernst & Young Assurance Services S.R.L.
- To approve the annual consolidated financial statements having as closing day the day of December 31, 2013 (including the statements of Rompetrol Rafinare S.A. and those of its subsidiaries: Rompetrol Petrochemicals S.R.L., Rompetrol Downstream S.R.L., Rom Oil S.A., Rompetrol Quality Control S.R.L., Rompetrol Logistics S.R.L. (with the Rompetrol Gas S.R.L. subsidiary), 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.**
- To approve the proposal filed by the Board of Directors of the Company to cover the accounting loss triggered by the first-time enforcement "Financial Reporting in Hyperinflationary Economies" via transfer of the amount of 5,734,750,095 lei from shareholders' equity, namely from the "Share capital adjustments" account in the reported result.
- To approve the discharge from liability of the Company's directors for the activity conducted during the financial year 2013, further to the submitted reports.
- To approve the income and expenditure budget and the Company's business schedule for 2014, including the investment plan for 2014.
- To elect the members which will form the new Board of Directors of the Company for a 4 year mandate starting with April 30th, 2014, following the expiry on April 30th, 2014 of the mandate of the current members of the Board of Directors.
- To establish the fee payable to the members of the Board of Directors for the financial year 2014.

ROMPETROL RAFINARE S.A. Bulevardul Navodari, nr. 215,

Pavilion Administrativ Navodari, Judetul Constanta, ROMANIA

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- To approve the date of May 16th, 2014, as registration date, within the meaning of article 238 par. (1) under Law no. 297/2004, for the identification of the shareholders that are subject to the effects of the decisions adopted within this GOMS.
- To authorize Mr. Sorin Graure, General Manager of the Company, 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

The General Extraordinary Meeting of Shareholders (hereinafter "GEMS") has the following agenda:

- 1. To ratify the execution by the Company of the Addendums no. 5 and no. 6 to the Loan Agreement no. 448 concluded on September 20th, 2010 by and between the Company and The Rompetrol Group NV (KMG International N.V. starting with March 2014), significant shareholder of the Company, headquartered in Strawinskylaan 807, Tower A-8, 1077XX, The Netherlands, registered with the Trade Registry appended to the Chamber of Commerce and Industry for Amsterdam under no. 24297754, as extended and amended by Addendum no. 1 as of 20.09.2011, approved via the GEMS Resolution no. 4 as of 10.10.2011, Addendum no. 2 as of 02.05.2012 approved via the GEMS Resolution no. 2 as of 29.06.2012, Addendum no. 3 as of 20.09.2012 approved via the GEMS Resolution no. 6 as of 26.10.2012 and Addendum no. 4 as of 05.03.2013 approved via the GEMS Resolution no. 3 as of 05.03.2013, having as object the amount of USD 250,000,000.
- To acknowledge the change of the name of the significant shareholder of the Company from The Rompetrol Group NV to KMG International NV and to approve the amendment of the corresponding articles of the Company's Articles of Incorporation, as follows:
 - a) It is hereby amended the point 1) of the article 1 entitled "Shareholders", item 1.1., letter A "Significant Shareholders" of the Company's Articles of Incorporation, as follow:
 - "1) KMG International N.V. holds 20.226.040.126 shares, fully paid up, amounting to 2,022,604,012.6 RON, representing 45.8545% of the share capital;
 - b) Article 2 entitled "Name" of the Company's Articles of Incorporation will have the following content:

"Art.2. Name

- 2.1. The name of the company is Rompetrol Rafinare and shall be always sequed by the initials "S.A." or by the terms "joint-stock company".
- Any document, letter or publication originating from the company shall specify the 2.2. corporate name, its legal form, the headquarters, the number of registration with the Trade Register, the fiscal code, the share capital out of which the actually paid-up capital."

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- 3. To approve the date of May 16th, 2014 as registration date, within the meaning of article 238 paragraph (1) of Law no. 297/2004, for the identification of the shareholders subject to the effects of the resolutions adopted by this EGMS.
- **4. To authorize Mr. Sorin Graure**, General Manager of the Company, with the possibility of mandating third parties, including lawyers, to conclude and/or sign on behalf of the Company and of the shareholders the decisions to be made by this EGM and to take all the legal actions for registration, advertisement, enforceability, execution and publication of the decisions made, including for updating and signing the Company's Articles of Incorporation on behalf of the shareholders, as the case may be.

The reference date is the date of April 18th, 2014.

Solely the persons that are shareholders of the Company registered on this date with the Company's Registry of Shareholders, kept and issued by S.C. Depozitarul Central S.A. Bucharest, are entitled to attend and to vote within the Meetings, pursuant to the legal provisions, **in person** (by legal representatives) or **by proxy**, based on a Special Power of Attorney, or, in prior to the Meetings, **by correspondence**, based on a Postal Ballot Paper.

As of March 29, 2014, **the convening notice of the Meetings** (both Romanian and English), the full text of **documents**, the **information materials** concerning the items/aspects included on the agenda of the Meetings, the documents that are to be submitted to the Meetings, **the Special Powers of Attorney forms** for the representation of shareholders within the Meetings, 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 of shareholders within the Meetings, which are to be updated of new items or resolutions are to be added on the agenda (available in both Romanian and English), and the **resolution drafts** for the items on the agenda of the Meetings, shall be placed at the disposal of the Company's shareholders at the Company's headquarters, room 104, on each business day, between 09:00 – 16:00 o'clock, and they can be downloaded from the Company's website www.rompetrol.com, Section Investor Relations/Rompetrol Rafinare/Investor Relations/General Presentations.

Shareholders may submit a written application asking for copies of these documents, by courier (the Company's Registration Office in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanţa county) or by e-mail (at the address: Carmen.Chitu@rompetrol.com). Irrespective of the means of delivery, such applications shall be signed by shareholders or by the representatives thereof and shall be accompanied by documents on which it is specified "true copy of the original" and on which the shareholder's/its representative's signature is applied, certifying thus the identity of shareholders and – where the case may be – the capacity of representatives of the signatory parties. In addition, the applications will specify the postal address, the e-mail address or the fax

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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 on business days is open between 8:00-16:00 (from Monday to Friday)

The shareholders are entitled to make proposals for the directors' position, such proposals following to be submitted/ transmitted to the Company's Registration Office until **April 11th**, **2014**, 16:00 pm, in order to be registered on the candidates' list which will be submitted to the GOMS for approval.

These proposals will be accompanied by information such as name, domicile locality and professional qualification of the persons proposed for that respective position, jointly with copies certified on its own liability of the valid identity document of the Shareholder (in the case of natural persons - identity cards for Romanian citizens or, as the case may be, passport/residence permit for foreign citizens, and in the case of legal persons - identity card of the legal representative) as the case may be, together with the official document attesting the capacity of legal representative of the shareholder - legal entity, namely a certificate attesting company's details issued by the Trade Registry, in original or in true copy with the original issued by a competent authority in the state in which the shareholder is legally registered which certifies the capacity of legal representative, issued by no more than 3 months in prior to the date of publication of this convening notice of the GOMS/GEMS, and can be transmitted to the Company as follows:

- (a) delivered/transmitted at the Company's Registration Office in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanţa county, in closed envelope, by any type of courier, with the mention: "FOR THE GENERAL ORDINARY AND EXTRAORDINARY MEETING OF THE SHAREHOLDERS AS OF APRIL 29TH/30TH, 2014"
- (b) sent by e-mail incorporating an extended electronic signature as per Law no. 455/2001 on the electronic signature, mentioning in the Subject line: "FOR THE GENERAL ORDINARY AND EXTRAORDINARY MEETING OF THE SHAREHOLDERS AS OF APRIL 29TH/30TH, 2014"

Starting with April 14th, 2014, 14:00 pm, the final list containing the information regarding the name, domicile locality and professional qualification of the candidates proposed for the position of directors shall be rendered available to the shareholders, both at the Company's headquarters and on the Company's website.

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One or more shareholders representing, jointly or severally, at least 5% of the share capital (hereinafter referred to as "Proposers") is/are entitled, under the law:

a) to add new items on the agenda of the GOMS and GEMS, provided that each such item is accompanied by an explanatory note or by a resolution draft submitted to the general meeting for adoption. These rights may only be exercised solely in writing (delivered by courier/post or by electronic mail) by no later than April 11th, 2014, 16.00 o'clock. If, further to the exercise of these rights, the agenda of the GOMS/GEMS which we hereby bring to the notice of shareholders is modified, the Company shall make available within the statutory time period a revised agenda, using the same procedure as the one used for the current agenda

and

b) to submit resolution drafts for the items included on or proposed to be included on the agenda of the GOMS/GEMS by no later than April 11th, 2014, 16.00 o'clock.

Proposals regarding the insertion of new items on the agenda of the GOMS/GEMS, respectively those regarding the resolution drafts for the items included on or proposed to be included on the agenda of the GOMS/GEMS, must be accompanied by copies certified subject to one's own liability of the documents attesting the identity of Proposers (in the case of natural persons - identity cards for Romanian citizens or, as the case may be, passport/residence permit for foreign citizens, and in the case of legal persons - identity card of the legal representative) as the case may be, together with the documents attesting the capacity of legal representative, namely a certificate attesting company's details issued by the Trade Registry, in original or in true copy with the original issued by a competent authority in the state in which the shareholder is legally registered which certifies the capacity of legal representative, issued by no more than 3 months in prior to the date of publication of this convening notice of the GOMS, and can be transmitted 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 AND EXTRAORDINARY MEETING OF THE SHAREHOLDERS AS OF APRIL 29TH/30TH, 2014"
- (b) sent by e-mail incorporating an extended electronic signature as per Law no. 455/2001 on the electronic signature, at the address: Carmen.Chitu@rompetrol.com, mentioning in the Subject line: "FOR THE GENERAL ORDINARY AND EXTRAORDINARY MEETING OF THE SHAREHOLDERS AS OF APRIL 29TH/30TH, 2014"

Each shareholder, irrespective of its interest held in the share capital, is entitled to make inquiries regarding the items on the agenda of the GOMS/GEMS so that they might be



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registered with the company by no later than April 10th, 2014, 16:00 o'clock, and the Company might answer such inquires raised by shareholders by posting the answer on the Company's website, www.rompetrol.com, Investor Relations section/Rompetrol Rafinare/Investors Relations/Presentations. 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 by mail or courier (at the Company's abovementioned headquarters, with the following mention, clearly written and capitalized: "FOR THE GENERAL ORDINARY and EXTRAORDINARY MEETING OF SHAREHOLDERS AS OF APRIL 29TH/30TH, 2014"), or by electronic means (at the e-mail address Carmen.Chitu@rompetrol.com). With a view to identify and prove the capacity of shareholder of the persons referring such inquiries to the Company, they will enclose to their inquiry copies certified subject to their own liability of the documents attesting their identity (identity card/Passport/Residence Permit in the case of natural persons, respectively identity card/passport/residence permit of the legal representative together with a document attesting the capacity of legal representative, namely a certificate attesting company's details issued by the Trade Registry, in original or in true copy with the original issued by a competent authority in the state in which the shareholder is legally registered which certifies the capacity of legal representative, issued by no more than 3 months in prior to the date of publication of this convening notice of the GOMS and GEMS.

The shareholders may attend the GOMS and GEMS either in person or by their legal or designated representative ("Proxy") subject to a special power of attorney.

The forms of the special powers of attorney (both Romanian and English) may be obtained from the Company's headquarters or downloaded from the Company's website, starting with **March 29**th, **2014**.

An original of the Special Power of Attorney, in Romanian and/or English, filled in and signed by the shareholder, jointly with a copy of the valid identity card of the shareholder certified on the latter's own liability (for the case of natural persons - identity card for Romanian citizens or, as the case may be, passport/residence permit for foreign citizens, respectively for the case of legal persons - identity document of the legal representative) as the case may be, jointly with the documents attesting the capacity of legal representative, respectively an ascertaining certificate issued by the Trade Registry, in original or true copy, issued by a competent authority from the state in which the shareholder is legally registered and attesting the capacity of legal representative, dated no later than 3 months before the publication of this convening notice for the GOMS/GEMS will be filed/dispatched at the Company's Correspondence Registration Office in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanţa county, until **April 25th**, **16:00 o'clock**, in a closed envelope, with the following mention, clearly written and capitalized: "FOR THE GENERAL ORDINARY and EXTRAORDINARY MEETINGS OF SHAREHOLDERS AS OF APRIL 29TH/30TH, 2014". Another original of the Special Power of Attorney will be handed over to the respective



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proxy in order for him/her to be able to prove such capacity, upon the request of the technical secretary of the Meeting.

In the event that the shareholder designates its proxy by electronic means, the Special Power of Attorney may be transmitted by e-mail with incorporated extended electronic signature (as per the Law no. 455/2001 on electronic signature) until **April 25th, 2014, 16:00 o'clock**, at the latest, at the address: <u>Carmen.Chitu@rompetrol.com</u>, mentioning in the Subject line: "FOR THE GENERAL ORDINARY and EXTRAORDINARY MEETINGS OF SHAREHOLDERS AS OF APRIL 29TH/30TH, 2014".

The special powers of attorney, in Romanian and/or English, which are not received at the Company's Registration Office/e-mail address specified under item b) of 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 and/or GEMS, as the case may be.

For the case of the special power of attorney granted by a shareholder to a credit institution which renders custody services, such power of attorney shall be signed by that respective shareholder and shall be accompanied by an affidavit of credit institution which received the representation authority subject to special power of attorney, setting forth the provisions laid down by the NSC Executive Order no. 26/20.12.2012.

The documents attesting the capacity of legal representative, as such are specified by this convening notice, drafted in a foreign language – other than English, shall be accompanied by the Romanian or English translation thereof made by a certified translator, no legalization or apostille being needed for this purpose.

On the date of the General Meetings, upon the entry into the GOMS, respectively GEMS meeting room, the private individual-shareholders (in case they attend the meeting in person) and the Proxies will present for verification purposes to the Company's representative the original identity document for the Romanian citizens or, as the case may be, the passport/residence permit for the foreign citizens. If a legal entity shareholder shall attend the GOMS, respectively the GEMS by its legal representative, the latter shall present for verification purposes to the Company's representative the original identity document (identity card for Romanian citizens or, as the case may be, the passport/residence permit for foreign citizens), together with the documents attesting the capacity thereof of legal representative, a certificate of good standing issued by the Trade Registry, presented either in original or in true copy, or any other document, in original or true copy



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issued by no more than 3 months in prior to the publishing date of the GEMS/GOMS Convening Notice by a competent authority from the state where the shareholder is legally registered and which attests the capacity thereof of legal representative).

If the special power of attorney was e-mailed to the Company, the Proxies shall hand over to the technical secretary of the meeting the original power of attorney as well.

The Company's shareholders registered upon the Reference Date in the shareholders' registry issued by Depozitarul Central SA may vote by correspondence, by means of the correspondence voting form (in Romanian and/or English) that may be procured starting with March 29th, 2014 from the Company's headquarters, room 104 and from the Company's website (www.rompetrol.ro at the Investors Relation/Rompetrol Rafinare SA section).

In the case of the vote by correspondence, the Postal Ballot Paper Form, filled in and signed for the GOMS and/or GEMS, as the case may be, accompanied by a copy of the valid identity card of the shareholder certified on the latter's own liability (in the case of natural persons - identity card for Romanian citizens or, as the case may be, passport/residence permit for foreign citizens, and in the case of legal persons – the identity card/passport/ residence permit of the legal representative), as the case may be, together with the official document attesting the capacity of legal representative of the legal entity shareholder, namely a certificate attesting company's details issued by the Trade Registry, in original or in true copy, or any other document, in original or true copy, issued by a competent authority in the state in which the shareholder is legally registered which certifies the capacity of legal representative, issued by no more than 3 months in prior to the date of publication of this convening notice of the GOMS and GEMS, and can be transmitted to the Company as follows

a. delivered at the Company's headquarters in sealed envelope, by any form of courier services, so that it might be registered as received at the Company's Registration Office by no later than April 25th, 2014, 16:00 o'clock, with the mention: "FOR THE GENERAL ORDINARY and EXTRAORDINARY MEETING OF SHAREHOLDERS AS OF APRIL 29TH/30TH, 2014";

b. sent by e-mail incorporating an extended electronic signature as per Law no. 455/2001 on the electronic signature, **by no later than April 25th**, **2014**, **16:00 o'clock**, at the address: Carmen.Chitu@rompetrol.com, mentioning in the Subject line: "FOR THE GENERAL ORDINARY AND EXTRAORDINARY MEETINGS OF SHAREHOLDERS AS OF APRIL 29TH/30TH, 2014".

The postal ballot paper forms in Romanian and/or English which are not received at the Company's Registration Office/e-mail address specified at point b) of 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 and/or GEMS, as the case may be.



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The Special Powers of Attorney and/or postal ballot paper forms will contain the information set forth in the forms provided by the Company, clearly stating the vote for each item on the agenda.

When filling in the Special Powers of Attorney and the Postal Ballot Paper Forms according to the foregoing, please consider as well the possibility that the Agenda may be supplemented by new items, in which case **the reviewed Agenda shall be published by April 17th, 2014.** In this case, the updated special powers of attorney and the updated Ballot paper forms can be obtained from the Company's headquarters, room 104, on each business day, between 9:00 – 16:00 o'clock, and they can be downloaded from the Company's website www.rompetrol.com, **starting with April 17th**, **2014**.

If the Agenda is supplemented and the shareholders fail to transmit the revised and updated form of the special powers of attorney and/or postal ballot paper forms, the special powers of attorney and the postal ballot paper forms sent in prior to the supplementation of the agenda shall be considered only in relation to the issues present on the revised agenda.

Any documents drafted in a foreign language, other than English (save for the identification documents valid on the Romanian territory) shall be accompanied by a sworn translation in Romanian or English.

Upon the convening date of the GOMS/GEMS, the registered share capital of the Company is of 4,410,920,572.60 lei and consists of 44,109,205,726 dematerialized shares, with a par value of 0.1 lei, each share entitling its owner to one vote in the General Meeting of the Shareholders.

Additional information may be obtained by phone, at the phone no. 0241/506553, each business day between 9:00 a.m. – 15:30 p.m. and from the Company's website www.rompetrol.com, Investors' Relations section.

ROMPETROL RAFINARE S.A. General Manager

Sorin Graure