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Member

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

phone: + (40) 241 50 60 00  
+ (40) 241 50 61 50  
fax: + (40) 241 50 69 30  
office rafinare@rompetrol.com  
[www.rompetrol-rafinare.ro](http://www.rompetrol-rafinare.ro)  
[www.rompetrol.com](http://www.rompetrol.com)  
*Translation from Romanian*

<b>ROMPETROL RAFINARE S.A.</b>	
INTRARE	Nr. 4464
16	Luna 05 An 2018

## CONVENING NOTICE

The Board of Directors of the company **ROMPETROL RAFINARE S.A.**, hereinafter referred to as the “Company”, with registered office in Năvodari, Bulevardul Năvodari, nr. 215, Pavilion Administrativ, județul Constanța, registered with Constanța Trade Register under no. J13/534/1991, having Tax Identification Number 1860712, convened on May 15<sup>th</sup> 2018, pursuant to art. 117 of Law no. 31/1990 on trading companies, republished as further amended and supplemented, to Law no. 24/2017 on the issuers of financial instruments and market operations, to the National Securities Commission’s Regulations no. 1/2006 on the issuers and security operations and no. 6/2009 related to exercising certain shareholders’ rights within the general meeting of shareholders, as further amended and supplemented, as well as to the Company’s Articles of Incorporation,

## HEREBY CONVENES

**The Extraordinary General Meeting of Shareholders for the date 25 June 2018, from 10:00 am (local time in Romania), at the Company’s headquarters, as aforementioned.**

If the quorum disposed by the law and by the Company’s Articles of Incorporation for holding the meetings of Shareholders is not met on the aforementioned date, the Board of Directors shall convene, pursuant to art. 118 of Law no. 31/1990, **the second Extraordinary General Meeting of Shareholders for the date 26 June 2018, from 10:00 am, local time in Romania, in the same place and with the same agenda.**

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

1. In relation to the USD 360,000,000 facility agreement dated 23 April 2015, entered into, among others, by and between, the Company, as non-ancillary borrower, ancillary borrower and guarantor, KMG International (as such term is defined below), as guarantor, Rompetrol Downstream S.R.L., as non-ancillary borrower, ancillary borrower and guarantor, KazMunayGas Trading AG, as non-ancillary borrower and guarantor (the Company, Rompetrol Downstream S.R.L. and KazMunayGas Trading AG are collectively referred to as the **Non-Ancillary Borrowers**), KMG Rompetrol S.R.L., as ancillary borrower and guarantor (the Company, Rompetrol Downstream S.R.L. and KMG Rompetrol S.R.L. are collectively referred to as the **Ancillary Borrowers**) (the Non-Ancillary Borrowers and the Ancillary Borrowers are collectively referred to as the **Obligors**) and Banca Comercială Română S.A., UniCredit Bank S.A., Raiffeisen Bank S.A., ING Bank NV through ING Bank Amsterdam – Bucharest Branch, as lenders (Banca Comercială Română S.A., UniCredit Bank S.A., Raiffeisen Bank S.A., ING Bank NV



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ROMANIA

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[www.rompetrol.com](http://www.rompetrol.com)  
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through ING Bank Amsterdam – Bucharest Branch are collectively referred to as the **Non-Ancillary Lenders** or the **Ancillary Lenders** or the **Lenders**), Unicredit Bank AG, London Branch, as facility agent and UniCredit Bank S.A., as security agent (the **Facility Agreement**), consisting of two tranches, as follows:

- (a) **Facility A:** a secured committed multicurrency revolving loan facility of up to USD 240,000,000 made available by the Non-Ancillary Lenders, as further detailed in the Facility Agreement; and
- (b) **Facility B:** a secured uncommitted and discretionary multicurrency revolving loan facility of up to USD 120,000,000 made available by the Ancillary Lenders, as further detailed in the Facility Agreement. Except for the general terms of the Ancillary Facilities (as defined in the Facility Agreement) contained in the Facility Agreement, the other terms and conditions for the granting of the Ancillary Facilities are detailed in separate ancillary documents entered into between each Ancillary Borrower and each Ancillary Lender (collectively, the **Ancillary Documents**)

ratification and confirmation of the signing by the Company, as non-ancillary borrower, ancillary borrower and guarantor, of the supplemental agreement entered into on 20 April 2018, to the Facility Agreement between, among others, the Company, KMG International NV, a public limited liability company incorporated under the laws of the Netherlands, having its registered office at Amsterdam, the Netherlands, and its office address at Strawinskylaan 807, Tower A-8, 1077 XX Amsterdam, the Netherlands, and registered with the Commercial Register of the Chamber of Commerce and Industry for Amsterdam under number 24297754 (**KMG International**) and, among others, the Lenders, UniCredit Bank AG, London Branch, as facility agent and UniCredit Bank S.A., as security agent (the **Supplemental Agreement**), and which includes the form of the Facility Agreement as amended and restated, the **Amended Facility Agreement**) and including the confirmation by the Company under the Supplemental Agreement for the benefit of the Lenders and the other finance parties that the guarantee and indemnity obligations assumed by the Company pursuant to Clause 22 of the Facility Agreement continue in full force and effect on the terms of the Amended Facility Agreement and that the guarantee extends to the obligations of the Obligors (other than KMG International) under the Finance Documents (as such term is defined in the Facility Agreement) (including the Amended Facility Agreement) subject to any limitations set out thereunder; the object of the Supplemental Agreement is to amend and restate the provisions of the Facility Agreement so as to, among others: (i) extend the availability period for both Facility A and Facility B; (ii) amend certain terms and conditions of the Facility Agreement; (iii)



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ROMANIA

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extend the termination date from the Facility Agreement for both Facility A and Facility B (the **Termination Extension**).

2. Ratification and confirmation of the signing by the Company of all and any amendments which have been entered into in order to amend the Ancillary Documents, concluded among others, between the Company, as ancillary borrower and each of the Ancillary Borrowers, for the purpose of reflecting the terms and conditions of the Supplemental Agreement and of the amendment letter concluded on 22 March 2018, in relation to the amendment of the Facility Agreement (the **Amendment Letter**) (the **Amendments to the Ancillary Documents**).

3. Ratification and confirmation of the signing of the amendment entered into on 20 April 2018 by and between the Company, as mortgagor, and Lenders and the other finance parties, as mortgagees, to the existing movable mortgage agreement signed on April 23, 2015 (the **Existing Movable Mortgage Agreement**) in order to confirm that the mortgage created under the movable mortgage agreement signed on April 23, 2015 is in full force and the lists of the mortgaged assets are updated (the **Existing Movable Mortgage Agreement Amendment**).

4. Ratification and confirmation of the signing of the new movable mortgage agreement dated 20 April 2018, entered into, among others, the Company, as mortgagor, the Lenders and the other finance parties, as mortgagees, in order to secure any and all amounts and obligations of each Obligor, as further detailed in the movable mortgage agreement concluded by the Company, other than KMG International, as are now or shall from time to time be owed or due to the Lenders and the other finance parties under the Amended Facility Agreement, the Ancillary Documents (as they may be amended to reflect the terms and conditions of the Amendment Letter and the Supplemental Agreement) or any other finance document resulting out of the Termination Extension, and any other obligations resulting out of the Amendment Letter, the Supplemental Agreement and the Amendments to the Ancillary Documents, and any other obligations resulting out of the Amendment Letter, the Supplemental Agreement and the Amendments to the Ancillary Documents, such as expenses, taxes and any costs incurred as interest costs and fees, the maximum secured amount being 132,600,000 USD over certain movable assets of the company as such assets are described in the movable mortgage agreement under which the Company creates in favour of all the secured lenders a movable mortgage over the following present and future assets: (i) inventories and receivables related to the products of the Vega refinery (working point of the Company) and related to the petrochemicals business of the Company, (ii) debts booked in accounting, receivables or other type of debts that can be due or payable to the Company by any third party arising from any commercial contracts concluded by the Company with its customers and any other contracts



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Member

RÖMPETROL RAFINARE S.A.  
Bulevardul Navodari, nr. 215,  
Pavilion Administrativ,  
Navodari, Judetul Constanta,  
ROMANIA

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concluded by the Company in relation to the Company's business and based on which it can arise any right of the Company to ask and collect any amounts in exchange of the provided goods and services, (iii) bank accounts of the Company opened at any of the Lenders in Romania and any amounts of money with which these bank accounts can be credited or which can exist at any moment in time as cash balance, (iv) insurance policies or insurance contracts and all the replacing or renewed insurance policies, governed by the Romanian law delivered or which can be delivered to the Company in respect of any of its assets or properties in connection with any of its assets and properties which are or will from time to time be subject to the Transaction Security (as such term is defined in the Facility Agreement) and any rights, benefits and revenues that can arise from these, including any receivables, whatsoever nature and reimbursements of the insurance premiums, revenues, rights to ask and to collect payments, benefits of any type, and (v) any revenues, proceeds, properties and any products realised or arising from the utilization of the properties mentioned above at points (i)-(iv), as further detailed in the movable mortgage agreement concluded by the Company (the **New Movable Mortgage Agreement**).

**5. Setting the date of 11 July 2018 as Registration date**, for the identification of the shareholders upon whom the effects of the resolution adopted during this EGMS shall fall and the **date of 10 July 2018 as Ex Date**, calendar date as of which the shares of Rompetrol Rafinare, subject to the EGMS Resolution, are traded without the rights deriving from the respective resolution.

**6. To grant power of attorney to the Chairman of the Board of Directors** in order to conclude and/or sign, on behalf of the Company, and/or of the shareholders of the Company the resolution to be adopted in this EGMS, having the possibility to grant powers to third parties to carry out all legal proceedings in order to register, advertise, oppose, execute and publish the resolution adopted.

**The reference date is 14 June 2018.**

Only the persons that are shareholders of the Company registered on this date with the Company's Shareholder Register, kept and issued by Depozitarul Central S.A., are entitled to attend and to exercise their voting right within the present EGMS, pursuant to the legal provisions, **in person** (by legal representatives) or **by proxy** (based on a special or general Power of Attorney) considering the legal constraints, or before this EGMS, **by correspondence** (based on a Correspondence Voting Ballot). The shareholders can be represented by other persons (including by persons other than shareholders).

**The access to the meeting room and/or the vote by correspondence** of the shareholders entitled to attend, on the date established, the present Extraordinary General Meeting of Shareholders is allowed by the simple proof of identity, as regards natural persons, by the identity document (identity card for Romanian citizens or, as the case may be, passport/residence permit for foreign citizens) and, as regards



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ROMANIA

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legal entities, based on the identity document of the legal representative (identity card for Romanian citizens or, as the case may be, passport/residence permit for foreign citizens).

**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, passport/residence permit for foreign citizens), accompanied by the special or general Power of Attorney signed by respective the natural person - shareholder.

**The representatives of the shareholders – legal entities** shall prove their 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 the special or general Power of Attorney signed by the legal representative of by the respective shareholder - legal entity.

**The capacity of shareholder**, as well as in the case of the shareholders – legal entities, or of the entities without legal personality, the **capacity of legal representative** is ascertained based on the list of Rompetrol Rafinare shareholders as at the Reference Date, received from the Depozitarul Central S.A., or, as the case may be, for dates different from the ones set for the reference/registration/ex date, based on the following documents submitted to the Company by the shareholder, issued by Depozitarul Central S.A. or the participants defined at art. 168, para. (1) letter b) of Law no. 297/2004, as further amended and supplemented, providing trustee services:

- a) the statement of account certifying the quality of shareholder and the number of shares held;
- b) documents certifying that the details of the legal representative are recorded at Depozitarul Central/participants concerned.

If: *i) the shareholders – natural persons* have not registered their valid and up-to-date identification data in the system of Depozitarului Central S.A., they will also submit a copy of their up-to-date identity document (identity card/passport/residence permit); *ii) the legal representative of the shareholders – legal entities* is not mentioned in the Company's list of shareholders as at the Reference Date received from the Depozitarul Central S.A., they will also submit an official document attesting the capacity of the legal representative (proof issued by a competent authority, in original or true copy, not older than 3 months before the publication date of this 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 into Romanian or English languages. It is not necessary for the documents drafted in foreign languages to be apostilled or notarized.





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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 on the special/general Powers of Attorney and the vote by correspondence are mentioned hereunder.

**Starting with 24 May 2018, the convening notice of the Extraordinary General Meeting of Shareholders (in Romanian and English), the meeting materials (documents or information regarding the issues/items of the agenda of the Extraordinary General Meeting of Shareholders), the special Power of Attorney forms for the representation of the shareholders within the Extraordinary General Meeting of Shareholders, which shall be updated if new items or resolution proposals are to be added on the agenda (available in Romanian and English languages), the Correspondence Voting Ballot forms for the participation and vote of shareholders within the Meetings of Shareholders, which will be updated if new items or resolution proposals are to be added on the agenda (available in Romanian and English languages) and the draft 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 – 04:00 p.m. (local time in Romania) and these will be available for download on the Company's website [www.rompetrol-rafinare.kmginternational.com](http://www.rompetrol-rafinare.kmginternational.com), Section Relations with Investors, sub-section *General Meeting of Shareholders / General Meeting of Shareholders for the running year* Sub-section.**

Where appropriate, the revised agenda shall be communicated, **starting with 12 June 2018**, according to the legal provisions.

Shareholders may request, in writing, copies of these documents, by courier (at the Company's registration office in Năvodari, Bulevardul Năvodari, nr. 215, Pavilion Administrativ, județul Constanța) or by e-mail (at the address: [Investor.Relations.RRC@rompetrol.com](mailto:Investor.Relations.RRC@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.



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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., current time in Romania (Monday to Friday).

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, into Romanian or English languages.

The rights provided hereinbefore may be exercised in writing, and the shareholders shall send the request, no later than **6 June 2018, at 4.00 pm** (current time in Romania), either by mail or courier services (to the following address: Năvodari, bulevardul Năvodari, nr. 215, Pavilion Administrativ, Constanța county - with the mention: ***“FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 25/26 JUNE 2018”***), or by electronic means (e-mail: [Investor.Relations.RRC@rompetrol.com](mailto:Investor.Relations.RRC@rompetrol.com), mentioning in the subject: ***“FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 25/26 JUNE 2018”***), respectively by facsimile at the number: +40 241 50.69.01) to the attention of Mrs. Carmen Chițu.

One or more shareholders holding, severally or jointly, **at least 5% of the share capital** of the Company is/are entitled, subject to the law, to request to the Board of Directors of the Company to include **new items on the agenda of the Extraordinary General Meeting of Shareholders**, as well as/or to be **presented draft resolutions** for the items included or proposed for inclusion on the agenda of the EGMS, according to 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 Company's shareholder register 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 shareholder register, 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 at art. 168, para. (1), letter b) of Law no. 297/2004, providing trustee services – if the shareholder/legal representative of the shareholder – legal entity/unincorporated entity is not found in 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 at 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; if the company's register of shareholders contains no data as to the capacity of legal representative or this data is not up-to-date, such capacity shall be proven by means of a confirmation of company details released by the Trade Register, submitted in original or certified copy, or any other document, in original or certified copy, issued with at least 3 months prior to the publication date of the convening notice of this



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ROMANIA

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- Extraordinary General Meeting of Shareholders by a competent authority of the state where the shareholder is legally incorporated, attesting its capacity of legal representative;
- the documents attesting to the capacity of legal representative drafted in a foreign language other than English, shall be accompanied by a sworn translation into Romanian or English languages. It is not necessary for the documents drafted in a foreign language to be apostilled or notarized.
- iii) to be accompanied by support documentation and/or draft resolution proposed for adoption by the general meeting;
- iv) to be exercised only in writing, and will be transmitted: (i) either under the form of a document sent by mail or courier services – at the Company’s headquarters (Năvodari, Bulevardul Năvodari, nr. 215, Pavilion Administrativ, Constanța county) in a sealed envelope, in original (signed and, as the case may be, stamped by the shareholders or by their legal representatives), so as to be registered as received at the Company’s Registration Office until **6 June 2018, at 4:00 p.m.** (current time in Romania), 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 DATED 25/26 JUNE 2018”**; (ii) or as a document signed electronically with extended electronic signature, according to Law no. 455/2001 on the electronic signature – by email – at the address [Investor.Relations.RRC@rompetrol.com](mailto:Investor.Relations.RRC@rompetrol.com), mentioning in the subject: **“PROPOSAL FOR NEW ITEMS ON THE AGENDA/RESOLUTIONS - FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 25/26 JUNE 2018”**.

Each shareholder, irrespective of his/her participation 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 as received at the Company’s registration office **by no later than 6 June 2018, 4:00 pm** (current time of Romania) and the Company shall answer such inquiries raised by shareholders by posting the answer on the Company’s website, [www.rompetrol-rafinare.kmginternational.com](http://www.rompetrol-rafinare.kmginternational.com), under Section Relations with Investors/Subsection *General Meeting of Shareholders/ General Meeting of Shareholders for the running year*. Such 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 original copy, signed and, as the case may be, stamped by the shareholders or their legal representatives, or by mail or courier services (to the Company’s Registration Office mentioned hereinbefore), in closed envelope, with the clear mention written in capital letters: **“INQUIRIES REGARDING THE AGENDA - FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 25/26 JUNE 2018”**,

For the valid exercise of the shareholders’ rights to introduce additional items on the agenda, to submit new resolutions proposals for the existing or proposed items to be included in the agenda and to ask questions concerning the agenda, the shareholders shall submit to the Company the following documents





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issued by Depozitarul Central S.A. or by the participants defined at art. 168 par. (1) letter b) of the Law no. 297/2004 which provide custody services:

- a) the statement of account, which shows the quality as shareholder and the number of shares held;
- b) documents attesting the registration of the information regarding the legal representative with Depozitarul Central S.A./ respective participants.

**The shareholders may be represented during this Extraordinary General Meeting of Shareholders by other persons, based on a special 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 special or general Power of Attorney.

For this type of vote, the special power of attorney forms (in Romanian or English languages) must be used in accordance with 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, represented by a person other than their legal representative, shall mandatorily use a special or general power of attorney, subject to the conditions set forth hereinbefore.

The special Power of Attorney Forms and Correspondence Voting Ballots (in Romanian and English languages) can be obtained from the Company's headquarters and can be downloaded from the Company's website, [www.rompetrol-rafinare.kmginternational.com](http://www.rompetrol-rafinare.kmginternational.com), under the Relations with Investors Section, Subsection *General Meeting of Shareholders/ General Meeting of Shareholders for the running year* starting with 24 May 2018.

The special Powers of Attorney and Correspondence Voting Ballots forms shall have the form issued by the Company and shall indicate the vote for each item on the agenda (namely vote "For", "Against" or "Abstention").

The special Powers of Attorney/ Correspondence Voting Ballots filled in by the shareholders with their voting options ("For", "Against" or "Abstention"), signed, in original, shall be introduced in a separate envelope and shall be sent to be registered with the Company registration office **no later than 23 June 2018, at 10:00 am** (current time in Romania) clearly mentioning on the envelope **"SPECIAL POWER OF ATTORNEY/CORRESPONDENCE VOTING BALLOT - FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 25/26 JUNE 2018"**.



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The special Powers of Attorney and the Correspondence Voting Ballots may also be sent by e-mail with extended electronic signature, according to Law no. 455/2001 on digital signature, republished, and according to the regulations of NSC/FSA, **not later than 23 June 2018, at 10:00 am**, current time in Romania, at the address: [Investor.Relations.RRC@rompetrol.com](mailto:Investor.Relations.RRC@rompetrol.com), having the subject ***“FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 25/26 JUNE 2018”***.

The special Powers of Attorney and Correspondence Voting Ballots in Romanian and/or English languages, which are not registered with the Company's Registration Office/email address specified at the previous paragraph until the date and hour mentioned hereinbefore, shall not be considered for determining the quorum and majority in the EGMS.

If the special Power of attorney was sent to the Company by email, the Proxies shall also provide to the Technical Secretariat an original copy of the special power of attorney.

Upon the filling in of the special Powers of Attorney and of the Correspondence Voting Ballots in accordance with those mentioned hereinabove, please also take into consideration the possibility to supplement the Agenda with new items or resolutions proposals, in which case **the revised agenda shall be made available by 12 June 2018**. In this case, the updated special Powers of Attorney and the updated Correspondence Voting Ballots can be obtained from the Company's headquarters, room 104, every business day, between 09:00 a.m. – 04:00 p.m., and may be downloaded from the Company's website [www.rompetrol-rafinare.kmginternational.com](http://www.rompetrol-rafinare.kmginternational.com), **as of the publication date of the revised agenda**.

Centralization, verification and record-keeping of the Correspondence Voting Ballots, as well as the verification and validation of the special Powers of Attorney submitted with the Company shall be made by the technical secretary, thus the documents being safely kept and shall maintain their confidentiality over the votes cast until the corresponding items on the agenda are submitted for voting.

The shareholders may grant **General Power of Attorney** valid for a period which cannot exceed three years, thus enabling the designated representative to vote on all issues under debate in the general meeting of the shareholders of the Company, including as regards the acts of disposition, provided that such General Power of Attorney be granted by the shareholder, as client, to a representative defined as per art. 2, para. (1), item 20 of Law no. 24/2017 or to an attorney who is not in a conflict of interest situation, which may arise particularly under the cases regulated by art. 92, para. (15) of Law no. 24/2017 and shall be valid without any other additional documents related to the respective shareholder, if signed by the respective shareholder and accompanied by an affidavit, in original copy, signed and, as the case may be, stamped by the legal representative of the agent or by the lawyer who was given power of representation by general power of attorney showing that:



**rompetrol**

KazMunayGas  
Group  
Member

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

phone + (40) 241 50 60 00  
+ (40) 241 50 61 50  
fax. + (40) 241 50 69 30  
office.rafinare@rompetrol.com  
[www.rompetrol-rafinare.ro](http://www.rompetrol-rafinare.ro)  
[www.rompetrol.com](http://www.rompetrol.com)  
Translation from Romanian

- (i) the Power of Attorney is given by the respective shareholder, as client, to its agent, or, as the case may be, to its lawyer;
- (ii) The general Power of Attorney is signed by the shareholder, including by enclosing the extended electronic signature, if applicable.

Before their first use, the General Powers of Attorney shall be submitted/sent, in copy, containing the mention of true copy under the signature of the representative, so as to be registered as received with the Company registration office **until 23 June 2018, 10:00 am** (current time in Romania), by clearly mentioning on the envelope ***“FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 25/26 JUNE 2018”***. The General Powers of Attorney, in certified copies, will be kept by the Company, mentioning them in the minutes of the EGMS.

The General Powers of Attorney may also be sent by e-mail with extended electronic signature, in compliance with Law no. 455/2001, republished, as further amended and supplemented, as well as with the NSC/FSA Regulations, at the address: [Investor.Relations.RRC@rompetrol.com](mailto:Investor.Relations.RRC@rompetrol.com), so as to be registered as received to the Company's registration office **until 23 June 2018, 10:00 am** (current time in Romania), clearly mentioning in the subject: ***“FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 25/26 JUNE 2018”***.

For the validity of the mandate, the proxy must either have the capacity of agent (according to the provisions of art. 2 para. (1) item 20. of Law no. 24/2017), or lawyer, and the shareholder is its client. Also, the proxy must not be in a conflict of interest, as per the provisions of art. 92 para. (15) of Law 24/2017, namely:

- a) he/she is the majority shareholder of Rompetrol Rafinare or of another entity controlled by such shareholder;
- b) he/she is member of the administrative, management or supervisory body of Rompetrol Rafinare, of a majority shareholder or of an entity controlled by the respective shareholder;
- c) he/she is an employee or an auditor of the Company or of a majority shareholder or of an entity controlled by the respective shareholder;
- d) he/she is the spouse, relative or relative by affinitive up to the fourth degree, including of one of the natural persons referred to above.

The proxy cannot be replaced by another person, unless this right has been expressly given by the shareholder by power of attorney, without affecting the shareholder's right to appoint, by power of attorney, one or more alternate proxies, thus ensuring the shareholder's representation in the GMS. If the proxy is a legal entity, it may exercise its mandate by any person in its administrative or management body or by one of its employees.



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ROMANIA

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fax: + (40) 241 50 69 30  
office.rafinare@rompetrol.com  
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*Translation from Romanian*

The capacity of shareholder as well as, as regards the shareholders - natural persons or legal entities without legal personality, the capacity of legal representative shall be ascertained based on the following documents submitted by the shareholder to the Company and issued by Depozitarul Central S.A. or the participants, as defined at art. 168 para. 1 letter b) of Law no. 297/2004, providing trustee services:

- a) the statement of account certifying the quality of shareholder and the number of shares held;
- b) documents certifying that the details of the legal representative are recorded at Depozitarul Central/participants concerned.

Together with the general Power of Attorney, the shareholders shall send to the Company the affidavit given by the legal representative of the agent or lawyer who received the power of representation, signed, in original and, as the case may be, stamped, confirming that:

- a) the Power of Attorney is given by the respective shareholder, in its capacity as client, to its agent or, as the case may be, its lawyer;
- b) the general Power of Attorney is signed by the shareholder, including by enclosing an extended electronic signature, if applicable.

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, into Romanian or English languages.

The verification and validation of the general Powers of Attorney shall be done by the technical secretary, the documents being thus safely kept.

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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 0.10 lei, 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 am – 3:30 pm and from the Company's website [www.rompetrol-rafinare.kmginternational.com](http://www.rompetrol-rafinare.kmginternational.com), Section Relations with Investors/Subsection General Meeting of shareholders/ General Meeting of Shareholders for the running year Sub-section.

Chairman of the Board of Directors

By Proxy  
YEDH UTEKOV  
ROMPETROL RAFINARE S.A.