



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
www.rompetrol.com

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, convened on August 11st, 2020,

whereas the request of the significant shareholder the Romanian State represented by the Ministry of Economy, Energy and Business Environment (“MEEBE”), holder of a number of 19,715,009,053 shares representing 44.6959% from the share capital of the Company, formulated by the letter of the MEEBE – Minister Cabinet no. 7480/VDP/24.07.2020 (registered under no. RRC 4978/ 28.07.2020),

on the grounds of art. 119 and art. 117 of Law no. 31/1990 on companies, republished as further amended and supplemented, of Law no. 24/2017 on the issuers of financial instruments and market operations, of the Financial Supervisory Authority’s Regulations 5/2018 on the issuers of financial instruments and market operations and no. 6/2009 about exercising certain shareholders’ rights in the general assemblies of companies, with further amendments and supplementations, as well as the Company’s Articles of Association,

HEREBY CONVENES

The Ordinary General Meeting of Shareholders for the date of **September 18th, 2020, at 11:00 a.m.** (Romanian time), at the above-mentioned headquarters of the Company, for all the shareholders registered in the Company’s Shareholders Register, held by the company Depozitarul Central S.A. Bucharest, at the end of the day on **September 7th, 2020**, considered as the **Reference Date** for these meetings.

In the case that on the aforementioned date, the quorum requirements stipulated by the law and by the Articles of Incorporation of the Company are not fulfilled for kiping the Ordinary General Meeting of Shareholders, the Board of Directors shall convene, based on art. 118 of Law no 31/1990, **the second Ordinary General Meeting of Shareholders on September 21st, 2020, at 11:00 a.m.**, Romanian time, at the same place, with the same agenda and Reference Date.



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
www.rompetrol.com

The Ordinary General Meeting of Shareholders (hereinafter the “OGMS”) has the following agenda:

1. Revocation of Mr. Mihai-Liviu MIHALACHE from his capacity as member of the Board of Directors of the Company, as a result of his resignation from office.
2. Approval of the termination of Mr. Saduokhas Meraliyev’s mandate as a member of the Board of Directors following the letter’s resignation from the said position starting with October 1st, 2020.
3. Election of 2 (two) new members of the Board of Directors of the Company, as follows:
 - 3.1. Election of a new member of the Board of Directors of the Company for a term that will begin with October 1st, 2020, and will expire on April 30, 2022 (the expiration date of the term of office of the current members of the Board of Directors).
 - 3.2. Election of a new member of the Board of Directors of the Company for a term that will begin with the date of this Ordinary General Meeting of Shareholders and will expire on April 30, 2022 (the expiration date of the term of office of the current members of the Board of Directors).
4. Approval of the dates: (i) October 6, 2020 as the Registration Date, according to art. 86 para. (1) of Law no. 24/2017; and (ii) October 5, 2020 as the “Ex Date”, according to art. 2 para. 2 lit. 1 of Regulation no. 5/2018. /2017;
5. To empower Mr. Yedil Utekov, Member of the Board of Directors, to conclude and / or sign on behalf of the Company and / or the Company's shareholders the resolutions, which are to be adopted by this OGMS and Mr. Felix Crudu-Tesloveanu, General Manager of the Company, in order to carry out all the legal formalities for registration, announcement, enforceability, execution and publication of the adopted resolutions, both having the possibility to be sub-mandated by third parties.

Given the last recommendations of the Romanian public authorities in regard to prevention / limitation of COVID-19 spread, Rompetrol Rafinare recommends its shareholders:

- ***To access the information materials for the OGMS, in electronic form, available on the Company’s website, rather than in their print form, at the Record office;***
- ***To vote by mail, by using the Ballot Forms by mail;***
- ***To use as means of communication the e-mail with the extended electronic signature incorporated, rather than sending by post or courier at the Company’s record office, when***



sending (i) proposals for adding new items on the OGMS agenda, (ii) proposals for members of the Board of Directors, (iii) draft decisions, (iv) written questions before the OGMS, (v) powers of attorney for the representation in the OGMS, or (vi) the Ballots for the vote by mail.

a) Documents related to the OGMS agenda

Starting with August 14th, 2020, the convening notice of OGMS (in Romanian and English languages), **the meeting materials (documents or information** regarding the issues on the agenda), **the special Power of Attorney forms** for the representation of the shareholders within the OGMS, which shall be updated if new items or resolutions 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 OGMS, which will be updated if new items or resolutions proposals are to be added on the agenda (available in Romanian and English languages), **the List comprising information as to the name, residence locality and professional qualification of the person proposed as member of the Board of Directors**, this being available for consultation purposes and filled in within the terms mentioned in the convening notice, and the **draft resolutions for the items on the agenda of the OGMS**, shall be made available to the shareholders at the Company's headquarters (Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța County), room 104, email: Investor.Relations.RRC@rompetrol.com, mentioning as subject: ***“FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF SEPTEMBER 18th/21st, 2020”*** on each working day, between 09:00 – 16:00 (Romanian time), and these may be downloaded from the Company's website www.rompetrol-rafinare.ro, Section Investor Relations, sub-section Shareholders General Assembly / Shareholders General Assembly for the running year.

If the case would be, the updated agenda shall be published **starting with September 4th, 2020**, as per the legal provisions.

b) Shareholders' proposals regarding the OGMS

One or more shareholders, individually or collectively representing, **at least 5% of the share capital** of the Company has/have the right, under the conditions of the law, to request the Board of Directors of the Company to include **new items on the agenda of the OGMS**, as well as/or **to present new resolutions drafts** for the items included or proposed to be included on the agenda of the OGMS, by registered mail with receipt confirmation / delivery, mentioning on the envelope, clearly in capital letters ***“PROPOSAL OF NEW ITEMS ON THE AGENDA / RESOLUTIONS – FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF SEPTEMBER 18th/21st, 2020”***, so as to be registered as received by Company's registration desk until **August 28th 2020, at 4:00 p.m.** (Romanian time).

Whereas the agenda specifies the election of 2 (two) new members of the Board of Directors, the shareholders are entitled as per the law, to nominate the candidates for 2 (two) positions of new members of the Board of Directors until **August 28th, 2020, at 16:00**. The proposals shall be accompanied by information on the name, residence locality, and professional qualification of the persons proposed for the



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
www.rompetrol.com

respective positions. The list containing information regarding the name, residence locality and professional qualification of the persons proposed for the position of member of the Board of Directors shall be made available to the shareholders, and open for their consultation and supplementation. Based on the proposals received until the limit-date, the Company shall make available to the shareholders the candidates' proposals for the position of member of the Board of Directors and the afferent information in electronic format, both in Romanian and in English languages, on the Company's website (www.rompetrol-rafinare.ro), Investors Relation/ General Meeting of Shareholders, final list of proposals, following to be posted until the **September 4th, 2020**, date previous to the Reference Date.

The proposals shall be accompanied by the following documents:

- a) the said proposal (under authorized and stamped signature, where appropriate);
- b) the following documents issued by Depozitarul Central S.A. or by the intermediaries defined in art. 2 para (1) point 20 of Law no. 24/2017 providing trustee services;
 - the statement of account certifying the quality of shareholder and the number of owned shares, in original or true copy;
 - documents certifying that the details of the legal representative are recorded at the Central Depository / participants concerned, in original or true copy;
- a) Curriculum vitae of the candidate, up-to-date, dated and stamped;
- b) Certified copy of the candidate's identification document;
- c) Affidavit of the candidate whereby the latter agrees to be registered on the list of candidates for the position of director of the Company and respectively the mandate of member of the Board of Directors and meets the statutory requirements and conditions for this capacity, signed, in original copy.

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 languages.

The rights above stipulated can be exerted only in writing, the shareholders having to send the request, such as to be registered as received by the Company's Registration desk until the latest **August 28th, 2020, at 4.00 p.m.** (Romanian time), either by mail or courier services (to the address: Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța County - mentioning: ***"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF SEPTEMBER 18th/21st, 2020"***), either by electronic communication means (e-mail: Investor.Relations.RRC@rompetrol.com, mentioning as subject: ***"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF SEPTEMBER 18th/21st, 2020"***, respectively fax number: +40 241 50.69.01) to the attention of Mrs. Carmen Chițu.

Please be informed that the Company's Registration desk 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).



c) Shareholders right to address questions referring to the agenda of the Meeting

Each shareholder participating to the share capital **has the right to address in writing questions referring to the items of the agenda of the OGMS**, so that they be registered as received by the Company's Registration desk **until latest August 28th, 2020, at 4:00 p.m.** (Romanian time) and the Company shall answer the questions addressed by the shareholders by posting on the Company's website, www.rompetrol-rafinare.ro, under section Investor Relations / sub-section General Meeting of Shareholders/General Meeting of Shareholders current year. The right to address questions and the Company's obligation to answer them shall be conditioned by the Company's confidentiality and interest protection.

To validly exert the shareholders' rights to request to enter new items on the agenda, to present Resolutions drafts for the items existing or proposed to be entered on the agenda and to address questions referring to the agenda, the shareholders shall send to the Company the following documents:

- One copy of the shareholder's identity card natural person¹ / of the shareholder's legal representative legal entity / entity without legal personality;
- Should the shareholder / shareholder's legal representative legal entity / entity without legal personality not be found on the shareholders list on the Reference Date sent by Depozitarul Central S.A., the shareholder must supplementary send one of the following documents:
 - ✓ bank statement showing their position as shareholder and number of shares owned;
 - ✓ documents certifying the registration of information about the legal representative with Depozitarul Central S.A. /respective intermediaries.
- Should the shareholder legal entity / entity without legal personality have not furnished to Depozitarul Central S.A. information on their legal representative (so that this could be found in the shareholders register furnished by Depozitarul Central S.A. for the Reference Date), this must supplementary send a registration certificate issued by the Trade Register Office / any other document issued by a competent authority in the state where the shareholder is registered, attesting their quality of legal representative of the signatory of the proposal /questions, issued by at the most 3 months prior to the date of publishing this Convening notice and sent in original or copy in compliance with the original.

The documents attesting the quality of legal representative presented in a foreign language, other than English (except for the identity documents valid on Romanian territory) shall be accompanied by their translation made by an authorized translator, into Romanian or English. Documents made in a foreign language are not required certification or bearing an Apostille.

The shareholders' proposals and questions, as well as the documents certifying meeting the conditions to exert these rights, shall be sent:

- either as signed hand-written document, in original – sent by mail or courier services to the Company's headquarters mentioned at point a, in closed envelope, with the clearly written mention:

¹ The identity document is the identity bulletin/ identity card for Romanian citizens ; passport/identity card for the European Union citizens ; passport for the non EU citizens



“FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF SEPTEMBER 18th/21st, 2020– QUESTIONS”;

- or as an electronic document, with incorporated electronic signature, in compliance with Law no 455/2001 regarding the electronic signature – by email to the address: Investor.Relations.RRC@rompetrol.com, mentioning as subject: **“FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF SEPTEMBER 18th/21st, 2020– PROPOSALS”**, respectively **“FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF SEPTEMBER 18th/21st, 2020– QUESTIONS”**

d) The Shareholders’ rights to participate to the Ordinary General Meeting of Shareholders

The Reference Date is September 7th, 2020.

Only the persons being shareholders of Rompetrol Rafinare registered at this date in the Company’s Shareholder Register, held and issued by Depozitarul Central S.A. have the right to participate and may exert the voting right within this OGMS, in compliance with the legal provisions, **in person** (by legal representatives) or **by proxy** (based on a special/general Power of Attorney or Affidavit given by the custodian) with legal restrictions or, prior to the Ordinary General Meeting, **by correspondence** (based on a Correspondence Voting Ballot).

Also, a shareholder may be represented by a credit institution supplying custody services, that could vote at the general meeting of shareholders based on the voting instructions received via electronic communication means, without the necessity of drafting a special or general Power of Attorney by the shareholder. The custodian votes exclusively at OGMS in compliance and within the limit of the instructions received from their clients, shareholders at the Reference Date.

(i) Access to the meeting room and/or vote by correspondence of the shareholders entitled to participate on the date established to hold this OGMS is allowed only the simple proof of their identity, for the shareholders natural persons, on their identity document (identity bulletin/card for Romanian citizens or, as case may be, passport/residence permit for foreign citizens) and, for legal entities, on the identity document of the legal representative (identity bulletin/card for Romanian citizens, or as 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, by passport/residence permit for foreign citizens), accompanied by a 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 a special or general Power of Attorney signed by the legal representative of by the respective shareholder - legal entity.



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
www.rompetrol.com

The **quality as shareholder** and also, in case of shareholders - legal persons or entities without legal status, the **quality as legal representative** shall be acknowledged based on the RRC list of shareholders at the Reference Date, received from Depozitarul Central S.A.

In case: *i) the shareholders* – natural persons did not registered in the system of Depozitarul Central S.A. the valid and updated identification data, then they will present also a copy of the updated identity document (identity card/ Passport/ residence permit); *ii) the legal representative of the shareholders* – legal persons is not mentioned in the list of Company shareholders received from Depozitarul Central S.A., then they will present also an official document attesting the capacity as legal representative (issued by a competent authority, original or certified copy, not older than 3 months before the date of publication of the convening notice of the present Meeting).

The documents certifying the legal representative capacity presented in a foreign language, other than English (except for the identity documents valid on Romanian territory) shall be accompanied by the translation made by an authorized translator, into Romanian or English. Documents made in a foreign language are not required certification or bearing an Apostille.

At this OGMS, the shareholders may be represented by other persons, based on a special or general Power of Attorney. For this type of vote must be used the special Power of Attorney forms (in Romanian or English languages) in accordance with the legal provisions which will be made available by the Company or a general Power of Attorney, drafted in accordance with the provisions of the Law no. 24/2017. The shareholders natural persons or unincorporated entities attending the OGMS 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.

Information concerning the special and general Powers of Attorney, the Correspondence Voting Ballots and the Affidavits is enclosed below.

(ii) General Powers of Attorney

The shareholders may give **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 with regards to the acts of disposition.

For the validity of the mandate, the proxy should have the quality either of intermediary (according to the provisions of art. 2 para. (1) point (20) of Law no. 24/2017) or lawyer and the shareholder should be client of it. Also, the proxy should not be in a conflict of interest, in compliance with the dispositions of art. 92 paragraph (15) of Law no 24/2017, like:



- a) is a major shareholder of the Rompetrol Rafinare, or another company controlled by such shareholder;
- b) is a member of the administrative, management or supervisory body of the Rompetrol Rafinare, of a majority shareholder or a person controlled by that shareholder;
- c) is an employee or an auditor of the Company or of a majority shareholder or a person controlled by that shareholder;
- d) is the spouse, relative or affinitive up to the fourth degree of one of the individuals referred to in subparagraph a) -c).

The proxy cannot be replaced by another person, except in the case where this right has been expressly given by the shareholder by power of attorney, this without affecting the shareholder's right to designate, 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.

The Company does not impose a specific form for the general Power of Attorney.

The general powers of attorney shall be valid without any other supplementary documents referring to the respective shareholder, if it is signed by the respective shareholder and accompanied by a notarized statement, in original, signed, and as case may be stamped by the legal representative of the intermediary or lawyer that received the power of representation by general power of attorney, showing that:

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

The quality as shareholder and also, in case of shareholders - legal persons or entities without legal status, the quality as legal representative shall be acknowledged based on the following documents submitted by the shareholder to the Company and issued by Depozitarul Central S.A. or the intermediaries, as they are defined by the art. 2 para. 1 point 20 of Law no. 24/2017 which provide custody services:

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

The documents submitted in a foreign language, other than English (except for identity documents valid in Romania) shall be accompanied by the authorized translation thereof into Romanian or English language.

Before their first use, general Powers of Attorney accompanied by the related documents shall be deposited/sent, in copy, containing the mention of conformity with the original under the signature of the representative, as to be registered as received with Company Registration desk **until 16.09.2020, at 11:00**



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
www.rompetrol.com

a.m. (Romanian time), clearly mentioning on the envelope „**FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF SEPTEMBER 18th/21st, 2020**”. The general Powers of Attorney, in certified copies, will be retained by the Company, mentioning about this in the minutes of the general meeting.

The general Powers of Attorney are valid for a period that could not exceed 3 years.

The general Powers of Attorneys accompanied by the related documents may be sent also by e-mail with extended electronic signature, in compliance with Law no. 455/2001 on digital signature, as amended and supplemented, and according to the regulations of the Autoritatea de Supraveghere Financiară (ASF) - Financial Supervisory Authority, at the address: Investor.Relations.RRC@rompetrol.com, so that to be registered as received to the Company’s Registration Desk **until September 16th, 2020, at 11:00 a.m.** (Romanian time), clearly mentioning to the subject: „**FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF SEPTEMBER 18th/21st, 2020**”.

The verification and validation of the general Powers of Attorney shall be made by the technical secretaries appointed according to the law, they are going to keep the documents safely.

(iii) The special Powers of Attorney and the Correspondence Voting Ballots

The special Power of Attorney Forms and Correspondence Voting Ballots, both in Romanian and English languages, can be obtained from the Company’s headquarters, located at the above-mentioned address, under chapter “Documents afferent to GMS” or can be downloaded from the Company’s website, www.rompetrol-rafinare.ro, under section Investor Relations, sub-section General Meeting of Shareholders / General Meeting of Shareholders current year, starting with **August 14th, 2020**.

The special Powers of Attorney and Correspondence Voting Ballots shall have the form issued by the Company and shall contain specific instructions for each item on the agenda (meaning vote “For”, vote “Against” or the mention “Abstention”).

The vote by correspondence may be expressed through the Correspondence Voting Ballot also by the shareholder’s representative only the case the representative:

- a) has received from the shareholder that it represents a special/ general Power of Attorney, which is submitted to the Company in the form required by the legal regulations and within the deadline stipulated in the convening notice, or
- b) is a credit institution providing custody services, being allowed to vote exclusively according with and within the limits of the instructions received from its clients being shareholders at the Reference Date.



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
www.rompetrol.com

The quality as shareholder and also, in case of shareholders - legal persons or entities without legal status, the quality as legal representative shall be acknowledged based on the list of Rompetrol Rafinare S.A. shareholders for the Reference Date received from Depozitarul Central S.A.

In case: *i) the shareholders* – natural persons did not registered in the system of Depozitarul Central S.A. the valid and updated identification data, then they will present also a copy of the updated identity document (identity card/ Passport/ residence permit); *ii) the legal representative of the shareholders* – legal persons is not mentioned in the list of Company shareholders received from Depozitarul Central S.A., then they will present also an official document attesting the capacity as legal representative of the signatory of the special Power of Attorney/ Correspondence Voting Ballot (issued by a competent authority, original or certified copy, not older than 3 months before the date of publication of the convening notice of this OGMS).

Any documents submitted in a foreign language, other than English (except for identity documents valid in Romania) shall be accompanied by the authorized translation thereof into Romanian or English language.

For the items 4 and 5 on the agenda, there shall be used the forms of special Power of Attorney/ Correspondence Voting Ballot dedicated to these items, made available by the Company; for the items 1, 2 and 3 on the agenda, for which secret vote will be applied, there shall be used the forms of special Power of Attorney/ Correspondence Voting Ballot dedicated to this item, made available also by the Company.

The special Power of Attorney/ Correspondence Voting Ballot dedicated to the items 1, 2 and 3 on the agenda of OGMS, filled in by the shareholders or, as the case, their representatives, with their options (vote “For”, vote “Against”, mention “Abstention”), signed, in original, shall be introduced within a separate envelope, closed, clearly mentioning on the envelope “**Confidential – Secret voting instructions for the Ordinary General Meeting of Shareholders as of 18/21 September 2020**”, which shall be placed, in turn, within the envelope containing the special Power of Attorney/ Correspondence Voting Ballot dedicated to the other items on the agenda of the OGMS and the related documents; these shall be sent as to be registered with the Company Registration desk **no later than September 16, 2020, at 11:00 a.m.** (Romanian time), clearly mentioning on the envelope „**SPECIAL POWER OF ATTORNEY/ CORRESPONDENCE VOTING BALLOT - FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF 18/21 SEPTEMBER 2020**”.

The special Powers of Attorney and the Correspondence Voting Ballots may be sent also by e-mail with extended electronic signature, in compliance with Law no. 455/2001 on digital signature, republished, and according to the regulations of the ASF, at the address: Investor.Relations.RRC@rompetrol.com, as following:



- the special Power of Attorney/ Correspondence Voting Ballot dedicated to the items 4 and 5 on the agenda of OGMS, filled in by the shareholders or, as the case, their representatives with their options (vote “For”, vote “Against”, mention “Abstention”), signed, having attached extended electronic signature, accompanied by the related documents shall be sent by e-mail clearly mentioning on the subject “**For the Ordinary General Meeting of the Shareholders as of 18/21 September 2020**”, so that to be registered as received to the Company’s registration desk **until September 16, 2020, 11:00 a.m.**; the special Power of Attorney/ Correspondence Voting Ballot dedicated to the items 1, 2 and 3 on the agenda, filled in by the shareholders or, as the case, their representatives with their options (vote “For”, vote “Against”, mention “Abstention”), signed, having attached extended electronic signature shall be sent within a separate e-mail, clearly mentioning on the subject “**Confidential – Secret voting instructions for the Ordinary General Meeting of Shareholders as of 18/21 September 2020**”, so that to be registered as received to the Company’s Registration Desk **until September 16, 2020, 11:00 a.m.**

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 in the previous paragraph until the date and hour mentioned hereinbefore, shall not be considered for determining the quorum and majority in the OGMS.

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.

When filling in the special Powers of Attorney/ Correspondence Voting Ballots, in compliance with all of the above-mentioned, the shareholders or, as the case, their representatives are asked to consider that new items on the agenda of the OGMS or proposals of resolutions could be added. In this case, the special Powers of Attorney/ Correspondence Voting Ballots shall be updated and published as described at letter a) **starting with September 4, 2020.**

The centralization, checking and recordkeeping of the Correspondence Voting Ballots, as well as the verification and validation of the special Powers of Attorney deposited with the Company shall be made by the technical secretary, she/he are going to keep the documents safely and shall maintain confidentiality over the votes cast until the items on the agenda are submitted for voting.

(iv) The Affidavits

In case a shareholder is represented by a credit institution that provides custody services, the latter will be able to vote on the OGMS on the basis of the voting instructions received by electronic means of communication, without the need for a special or general power of attorney to be drawn up by the shareholder. The custodian votes in the OGMS exclusively in accordance with and within the limits of instructions received from its clients as shareholders of the Company at the Reference Date.



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
www.rompetrol.com

The credit institution may participate and vote at the OGMS provided that it submits a declaration on its own responsibility (Affidavit), stating:

- a) clearly the name of the shareholder on behalf of which the credit institution participates and votes in the OGMS;
- b) the credit institution provides custody services to that shareholder;
- c) clearly the name of the person who is part of the management body or among the employees of the credit institution and will represent the credit institution in the OGMS.

Documents accompanying the Affidavit:

- an official document attesting the capacity as legal representative of the signatory of the Affidavit (issued by a competent authority, original or certified copy, not older than 3 months before the date of publication of the convening notice of the OGMS);
- copy of the identity document of the person who is part of the management body or among the employees of the credit institution nominated in the Affidavit and will represent the credit institution in the OGMS.

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 languages.

The Affidavit, signed by the legal representative of the credit institution, in original, accompanied by the related documents, shall be deposited/sent so that to be registered as received to the Company's registration desk **until 16.09.2020, at 11:00 a.m.**, clearly mentioning on the envelope „**FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF SEPTEMBER 18th/21th, 2020**”.

The Affidavits, signed, accompanied by the related documents may be sent also by e-mail with an extended electronic signature, in compliance with Law no. 455/2001 on digital signature, as amended and supplemented, and according to the regulations of the Financial Supervisory Authority, at the address: Investor.Relations.RRC@rompetrol.com, mentioning to the subject: „**FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF SEPTEMBER 18th/21th, 2020**”, so that to be registered as received to the Company's registration desk **until September 16th, 2020, at 11:00 a.m.** (Romanian time).

The verification and validation of the Affidavits deposited with the Company shall be made by the technical secretary appointed according to the law, she/he are going to keep the documents safely.



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
www.rompetrol.com

On the convening date, the Rompetrol Rafinare S.A.'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.

Further information can be received at phone number 0241/506553 on working days, between 9:00 – 15:30 and on the Company's website www.rompetrol-rafinare.ro, section Investors Relation, sub-section Shareholders General Assembly / Shareholders General Assembly current year.

Besides, on website www.rompetrol-rafinare.ro, Section Investors Relation it is posted a notice of information regarding the shareholders' rights in the processing of their personal data by the Company, according to Regulation (EU) 2016/679 of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation).

Chairman of the Administration Board

Saduokhas Meraliyev

DocuSigned by:

6E619FA422D54FF...