

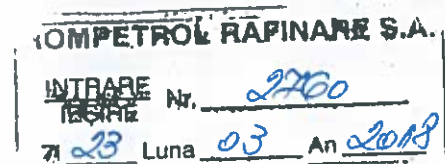


rompetrol

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



**To: FINANCIAL SUPERVISORY AUTHORITY
BUCHAREST STOCK EXCHANGE**

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

Report date: March 23th, 2018

ROMPETROL RAFINARE S.A.

Registered Seat: Năvodari, 215 Năvodari Blvd. (Administrative Facility), Constanta County
Telephone number: 0241/506100; 506553
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)

Significants event to be reported: Resolutions no. 1 and no. 2 adopted by the Board of Directors on 22 of March 2018 with respect to:

- **the convening of the General Ordinary and Extraordinary Meetings of the Shareholders of Rompetrol Rafinare S.A. on April 27th, 2018 (April 30th, 2018 – second convening).**
- **Proposal regarding the distribution of the net profit ancillary to the financial year 2017.**

In compliance with the Companies Law n. 31/1990, Capital Market Law no. 297/2004 and CNVM Regulation no. 1/2006 on issuers and operations with securities, the Board of Directors of Rompetrol Rafinare S.A. (hereinafter referred to as the "Company") **convenes the General Ordinary and Extraordinary Meetings of Shareholders ("GOMS" and "GEMS") on 27 April 2018, 10:00 o'clock (Romanian time) - for GOMS, respectively 12:00 o'clock (Romanian time) - for GEMS,** at the Company's headquarters, as aforementioned, **with the reference date 18 April 2018.**



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 information materials related to the agenda of Rompetrol Rafinare GOMS and GEMS shall be made available to the shareholders, in electronic format on the Company's website at www.rompetrol-rafinare.ro, Investors' Relations Section/General Meeting of the Shareholders subsection/GOMS and GEMS Reports, and in hardcopy at the Registration Office of the Company located at its headquarters, starting with 27 March 2018.

The Convening Notice of the GOMS and GEMS and also the proposal concerning the distribution of the net profit ancillary to the financial year 2017 was approved in the Company's Board of Directors meeting dated 22 March 2018.

The Convening Notice of the GOMS and GEMS is to be published in the Official Gazette of Romania, Part IV and in at least one national newspaper.

Attached:

- **Convening Notice of the General Ordinary Meeting and General Extraordinary Meeting of Shareholders on 27 April 2018.**
- **Proposal regarding the distribution of the net profit ancillary to the financial year 2017.**

ROMPETROL RAFINARE S.A.

Chairman of the Board of Directors



Cătălin Dumitru



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

ROMPETROL RAFINARE S.A.	
INTRARE	Nr. 2759
IESIRE	
zi 23	Luna 03 An 2018

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 March 22, 2018, on the grounds of art. 117 of Law no. 31/1990 on commercial companies, republished as further amended and supplemented, of Law no. 24/2017 on the issuers of financial instruments and market operations, of the National Securities Commission’s Regulations 1/2006 on the issuers and security 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 and the Extraordinary General Meeting of Shareholders for the date of April 27th, 2018, at 10:00 (Romanian time)- The Ordinary General Meeting, respectively at 12:00 (Romanian time) - the Extraordinary General Meeting (collectively called meetings) at the Company’s headquarters, as aforementioned.

In the event where, on the aforementioned date, the quorum laid down by law and by the Company’s Articles of Incorporation for holding the meetings of Shareholders is not met, the Board of Directors shall convene, pursuant to art. 118 of Law no. 31/1990, **the second Ordinary General Meeting and/or the Extraordinary General Meeting of Shareholders of the Company for the date of April 30th, 2018, at 10:00 a.m., Romanian time (The Ordinary General Meeting), respectively at 12:00 Romanian time (the Extraordinary General Meeting), in the same place and with the same agenda.**

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

- To discuss and approve the stand-alone annual financial statements ended as at December 31, 2017, issued according to the International Financial Reporting Standards (“IFRS”), as stated in the Order of the Ministry of Public Finance no. 2844/2016, with subsequent amendments based on the Annual Report of the Board of Directors prepared according to the provisions of the Regulations issued by the National Securities Commission no. 1/2006 with subsequent amendments and on the Financial Auditor’s Report prepared by Ernst&Young Assurance Services S.R.L.**



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

2. **To discuss and approve the consolidated annual financial statements ended as at December 31, 2017 (including the financial statements of Rompetrol Rafinare S.A. and those of the subsidiaries: Rompetrol Downstream S.R.L., Rom Oil S.A., Rompetrol Quality Control S.R.L., Rompetrol Logistics S.R.L. (together with the subsidiary Rompetrol Gas S.R.L.) and Rompetrol Petrochemicals S.R.L., issued according to IFRS amendments based on the Annual Report of the Board of Directors and on the Financial Auditor's Report.**
3. **To approve the proposal of the Board of Directors regarding the distribution of net profit corresponding to financial year 2017 for the following destination: (i) legal reserve – 5%, (ii) coverage of the reported losses for the previous years.**
4. **To approve the discharge of all Company's Directors of any liability arising from the activity they conducted during the financial year 2017 further to the submitted reports.**
5. **To approve the Income and Expenses Budget of the Company for 2018, the Production Activity Program for 2018 and Investment Budget for 2018.**
6. **To establish the fee payable to the members of the Board of Directors for financial year 2018.**
7. **The election of the members who will form the new Board of Directors of the Company for a four-year term starting with May 1st, 2018 following the expiry on April 30th, 2018 the mandates of the current members of the Board of Directors.**
8. **Setting the date of May 16th, 2018 as Registration date, for the identification of the shareholders upon whom shall fall the effects of the decision adopted in this OGMS and the date of May 15th, 2018 as Ex Date, calendar date as of which the shares of Rompetrol Rafinare, subject to the OGMS Decision, are traded without the rights deriving from the respective decision.**
9. **To authorize Mr. Yedil Utekov, General Manager and member of the Board of Directors, to conclude and/or sign, on behalf of the Company, and/or of the shareholders of the Company the decision following to be adopted in this OGMS and to carry out and all requisite proceedings for such adopted decision 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.**



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

- 1. Takes note of the Report drawn up by the Executive Management of the Company regarding the measures taken by Rompetrol Rafinare S.A. in order to ensure the protection of the fundamental rights and freedoms of natural person (and in particular their right to the protection of personal data) and to minimize the risk of sanctions following the application of Regulation (EU) 2016/679 starting on 25 May 2018.**
- 2. Setting the date of May 16th, 2018 as Registration date, for the identification of the shareholders upon whom shall fall the effects of the decision adopted in this EGMS and the date of May 15th, 2018 as Ex Date, calendar date as of which the shares of Rompetrol Rafinare, subject to the EGMS Decision, are traded without the rights deriving from the respective decision.**
- 3. To authorize Mr. Yedil Utekov, General Manager and member of the Board of Directors, to conclude and/or sign, on behalf of the Company, and/or of the shareholders of the Company the decision following to be adopted in this EGMS and to carry out and all requisite proceedings for such adopted decision to be registered, rendered enforceable against third parties and published, the said proxy being entitled to sub-delegate third parties to act for such purpose.**

The reference date is April 18th, 2018.

Solely the persons that are shareholders of the Company registered on this date with the Company's Registry of Shareholders, kept and issued by Depozitarul Central S.A., are entitled to attend and to exercise their voting right within the present Meetings of Shareholders, 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, prior to the present Meetings of Shareholders, **by correspondence** (based on a Correspondence Voting Ballot). The shareholders can be represented by other persons (including by persons other than shareholders).

Access in the meetings room and/or vote by correspondence of the shareholders entitled to attend, on the date established, the present Meetings of Shareholders shall be by the simple proof of identity, in the case of natural persons, by presenting, in original, the identification document (identity card for Romanian citizens or, as the case may be, passport/residence permit for foreign citizens) and, in the case



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

of legal entities, by presenting, in original, the identification document of the legal representative/proxy (identity card for Romanian citizens or, as the case may be, by means of passport/residence permit for foreign citizens).

The 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.

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 in 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 owned shares;
- b) documents certifying that the details of the legal representative are recorded at the Depozitarul Central/participants concerned;

In the case where: *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 present a copy of their up-to-date identification document (identity card/passport/residence permit); *ii) the legal representative of the shareholders – legal entities* is not mentioned on the Company's list of shareholders as at the Reference Date received from the Depozitarul Central S.A., they will also present an official document attesting to 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 the OGMS and EGMS convening notice).

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



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 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.

As of March 27th 2018 the convening notice of the Meetings (in Romanian and English), the meetings materials (documents or information regarding the issues on the agenda), the special Power of Attorney forms for the representation of the shareholders within the Meetings 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), 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 Meetings 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. o'clock (Romanian time) and these will be available for download on the Company's website www.rompetrol-rafinare.ro, Relations with Investors Section, General Meeting of Shareholders/OGMS and EGMS Reports Subsection.

If the case, the revised agenda shall be communicated, **as of April 17th, 2018**, as per the legal provisions.

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

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



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

Whereas the agenda specifies the appointment of entire Board of Directors consisting of 5 members, the shareholders are entitled as per the law, to nominate the candidates for the position of member of the Board of Directors until April 12th, 2018, at 4.00 p.m. (Romanian time). The proposals shall be accompanied by information on the name, residence locality, and professional qualification of the persons proposed for the 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), Relations with Investors Section, General Meeting of Shareholders/OGMS and EGMS Reports Subsection, final list of proposals, following to be posted until the April 17th, 2018, 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 participants defined in art. 168 para (1) letter b) of Law no. 297/2004 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;
- c) Curriculum vitae of the candidate, up-to-date, dated and stamped;
- d) Certified copy of the candidate's identification document;
- e) 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.



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 rights provided hereinbefore may be exercised in writing, can only be exercised only in writing, following for the shareholders to forward the request no later than **April 12th, 2018, 4:00 p.m.** (Romanian time), by mail or courier services (to the following address: Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța County – with the mention: **“FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 27th/30th, 2018”**), or by electronic means (e-mail: Carmen.Chitu@rompetrol.com, mentioning in the subject: **“FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 27th/30th, 2018”**, respectively by fax 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 Meetings**, as well as/or to be **presented draft resolutions** for the items included or proposed for inclusion on the agenda of the Meetings, with the observance of the following conditions:

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



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

- iv) To be exercised only in writing, following to be sent: (i) either under the form of a document sent by mail or courier services – at the Company’s headquarters (Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanta County) in a sealed envelope, in original (signed and, as the case may be, stamped by the shareholders or by their legal representatives), so as to be registered as received at the Company’s Registration Office until **April 12th, 2018, at 4:00 p.m.** (Romanian time), bearing on the envelope the clear mention written in capital letters **“PROPOSAL FOR NEW ITEMS ON THE AGENDA/RESOLUTIONS - FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 27th/30th, 2018”**; (ii) or under the form of a document signed electronically with extended electronic signature, according to Law no. 455/2001 on the electronic signature – by email – at the address Carmen.Chitu@rompetrol.com, mentioning in the subject: **“PROPOSAL FOR NEW ITEMS ON THE AGENDA/RESOLUTIONS - FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 27th/30th, 2018”**.

Each shareholder, irrespective of its participation share in the share capital, is entitled to address inquiries, in writing, regarding the items on the agenda of the Meetings of Shareholders, so that such inquiries could be registered with the company’s registration office by no later than **April 12th, 2018, 4:00 p.m.** (Romanian time), and the Company shall answer such inquiries raised by shareholders by posting the answer on the Company’s website, www.rompetrol-rafinare.ro, under Section Relations with Investors/Subsection General Meeting of Shareholders/OGMS and EGMS Reports. The said inquiries must be pertinent, related to the items on the agenda, must not infringe the duty of confidentiality or prejudice the Company’s commercial interests and must be submitted in writing, either in 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), with the clear mention written in capital letters: **“INQUIRIES REGARDINGS THE AGENDA - FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 27th/30th, 2018”**.

For the valid exercise of the shareholders rights to introduce additional items on the agenda, to make new resolutions proposals for the existing or proposed items to be included on the agenda and to ask questions concerning the agenda, the shareholders shall submit to the Company the following documents issued by Depozitarul Central S.A. or by the participants defined in art. 168 par. (1) letter b) of the Law no. 297/2004 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 participants.



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 shareholders may be represented during the Meetings 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 OGMS and EGMS by persons other than the shareholders, 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 Board of Directors of the Company or a general power of attorney, drafted in accordance with the provisions of the NSC Regulation no. 6/2009, as further amended and supplemented. The shareholders natural persons or unincorporated entities attending the OGMS and EGMS 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.ro, under the Relations with Investors Section, Subsection General Meeting of Shareholders/OGMS and EGMS Reports, as of March 27th, 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").

For items 1-6, 8 si 9 on the agenda of OGMS, respectively for items 1-3 on the agenda of EGMS, shall be used the forms of special Power of Attorney/Correspondence Voting Ballot dedicated to these items, made available by the Company; for the item 7 on the agenda of OGMS, for which secret vote will apply, shall be used the forms of special Power of Attorney/Correspondence Voting Ballot dedicated to these items, made available also by the Company.

The special Powers of Attorney/ Correspondence Voting Ballots dedicated to the item 7 on the agenda of OGMS, filled in by the shareholders with their voting options ("For", "Against" or "Abstention"), signed, in original, shall be introduced in its turn, in a separate envelope, closed, clearly mentioning on the envelope **"Confidential – Secret voting instructions for the Ordinary General Meeting of Shareholders as of April 27th /30th, 2018"**, which shall be placed, in its turn, in the envelope containing the special Power of Attorney/ Correspondence Voting Ballot dedicated to the other item on the agenda of the OGMS and the related documents; these shall be sent as to be registered with the Company registration office **no later than April 25th, 2018, at 4:00 p.m.** (Romanian time), by clearly mentioning on the envelope **"SPECIAL POWER OF ATTORNEY/CORRESPONDENCE VOTING BALLOT - FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 27TH/30TH, 2018"**.



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

- the special Power of Attorney/ Correspondence Voting Ballot dedicated to the items 1-6, 8 and 9 on the agenda og OGMS, respectively for the items 1-3 on the agenfda og EGMS, filled in by the shareholders with their voting options (“For”, “Against” or “Abstention”), signed, having attached extended electronic signature, and the related documents shall be sent by e-mail clearly mentioning on the subject “**FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS AS OF APRIL 27TH/30TH, 2018**”, so as to be registered as received to the Company’s registration office **until April 25th, 2018, 4:00 p.m.** (Romanian time);
- the special Power of Attorney/ Correspondence Voting Ballot dedicated to the item 7 on the agenda, filled in by the shareholders with their voting options (“For”, “Against” or “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 April 27th/30th, 2018**”, shall be sent by e-mail so that to be registered as received to the Company’s registration office **until April 25th , 2018, 4:00 p.m.** (Romanian time).

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 respectively 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 April 17th, 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.ro, **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, the documents being thus safely kept shall maintain their confidentiality over the votes cast until the corresponding items on the agenda are submitted for voting.



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 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, provided that such General Power of Attorney be given 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 especially in the cases regulated by art. 92, para. (15) of Law no. 24/2017 and shall be valid without any other additional documents on the person of 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 representative or by the attorney who was given power of representation by general power of attorney showing that:

- (i) the Power of Attorney is given by the respective shareholder, as client, to its Representative, 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, 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 April 25th, 2018, at 10:00 a.m.** (Romanian time), by clearly mentioning on the envelope ***“FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF APRIL 27TH/30TH, 2018”***. General Powers of Attorney, in certified copies, will be kept by the Company, mentioning of them in the minutes of the OGMS, respectively 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: Carmen.Chitu@rompetrol.com, so as to be registered as received to the Company's registration office **until April 25th, 2018, at 10:00 a.m.** (Romanian time), by clearly mentioning in the subject: ***“FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 27TH /30TH, 2018”***.

For the validity of the mandate, the proxy must either have the capacity of a representative (according to the provisions of art. 2 para. (1) item 20. of Law 24/2017), or a 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) is a majority shareholder of Rompetrol Rafinare or of another entity controlled by such shareholder;
- b) is a member of the administrative, management or supervisory body of the Rompetrol Rafinare, of a majority shareholder or of an entity controlled by the respective shareholder;



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

- c) is an employee or an auditor of the Company or of a majority shareholder or of an entity controlled by the respective shareholder;
- d) 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, 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 capacity of shareholder as well as, in the case of 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 by 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 owned shares;
- b) documents certifying that the details of the legal representative are recorded at the 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 representative 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 representative 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, in 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.



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 Company's registered share capital is of Lei 4,410,920,572.60 and consists of 44,109,205,726 shares, dematerialized shares, with a par value of Lei 0.10, each share giving the right to one vote within the General Meeting of Shareholders.

Additional information can be obtained at the telephone number 0241/506553 on business days, between 9:00 A.M. – 15:30 P.M. and from the Company's website www.rompetrol.com, Section Relations with Investors/Subsection General Meeting of shareholders/OGMS and EGMS Reports.

ROMPETROL RAFINARE S.A.

Chairman of the Board of Directors

Cătălin Dumitru





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

Propunerea Consiliului de Administrație al Rompetrol Rafinare S.A. cu privire la repartizarea profitului net aferent exercițiului financiar 2017/

Board of Directors proposal regarding the distribution of the net profit ancillary to the financial year 2017

Consiliul de Administrație al Rompetrol Rafinare S.A., al societății **ROMPETROL RAFINARE S.A.**, denumită în continuare “Societatea”, cu sediul în Năvodari, Bulevardul Năvodari, nr. 215, Pavilion Administrativ, județul Constanța, având nr. de ordine în Registrul Comerțului Constanța J13/534/1991, cod unic de înregistrare 1860712, supune Adunării Generale Ordinare a Acționarilor convocată în data de 27 aprilie 2018, ora 10:00, ora României, următoarea propunere, pe baza situațiilor financiare individuale întocmite în conformitate cu Ordinul Ministerului Finanțelor Publice nr. 2844/2016 pentru aprobarea reglementărilor contabile conforme cu Standardele Internaționale de Raportare Financiară, cu modificările și completările ulterioare,:

Repartizarea profitului net aferent exercițiului financiar 2017 în valoare de 418.336.728 lei pe următoarele destinații:

(i) rezerva legală (5% din rezultat): 20.916.836 lei

și

(ii) acoperirea pierderilor reportate din anii anteriori: 397.419.892 lei

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 Registry under no. J13/534/1991, having the sole registration code 1860712, hereby submits to the General Ordinary Meeting of Shareholders, convened on April 27, 2018, 10.00 (Romanian hour), the **following proposal**, based on individual financial statements prepared in accordance with Order of the Ministry of Public Finance no. 2844/2016 approving the accounting regulations compliant with International Financial Reporting Standards, with subsequently modifications:

The distribution of the net profit ancillary to the financial year 2017 in the amount of RON 418,336,728 for the following destinations:

(i) legal reserve (5% from result): RON 20,916,836

and

(ii) coverage of the reported losses from the previous years: RON 397,419,892

Președinte al Consiliului de Administrație/Charman of the Board of Directors

Cătălin DUMITRU

