

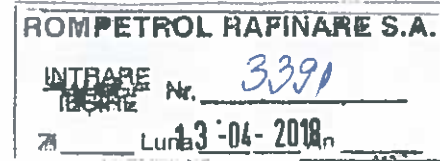


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## Supplementation of the agenda of the

### Ordinary General Meeting of Shareholders Rompetrol Rafinare S.A. for April 27<sup>th</sup>, 2018 (April 30<sup>th</sup>, 2018 - second convocation).

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,

Having regard the convening notice ("Convening Notice") whereby it was convened the Company's Ordinary General Meeting of Shareholders ("OGMS"), which is to be held on **April 27<sup>th</sup>, 2018, at 10:00 a.m.** (Romanian time) at the Company's headquarters, as aforementioned, a Convening Notice which was published in the Romanian Official Gazette no. 1247 as of March 27<sup>th</sup> 2018 and in the newspaper "Bursa" no. 57 ( records no.6118) as of March 27<sup>th</sup> 2018,

In accordance with the article 117<sup>1</sup> of the Companies Law no. 31/1990, republished, as further amended and supplemented, with the Law no.24/2017 regarding issuers of financial instruments and market operations, in conjunction with de provisions of art. 7 paragraph 1) letter ) of the of National Securities Commission Regulation no. 6/2009 on the exercise of certain rights of shareholders within the companie's general meetings, as subsequently amended and supplemented, pursuant to the request no.58/05.04.2018 of the significant shareholder, namely KMG International N.V., holder of 21.222.506.422 shares/voting rights representing 48,1136% of the share capital, **two new items are hereby inserted on the agenda of the OGMS namely:**

**1. Election of Ernst & Young Assurance Services SRL as financial auditor of the Company to audit the Company's financial statements for the 2018 financial year, further to the expiry of the audit services supply agreement, the term of the audit agreement being one (1) year.**

**2. Appointment of Mr. Dan Alexandru Iancu, financial auditor registered with the Romanian Chamber of Financial Auditors, as independent member in the Audit Committee, for a mandate equal to the mandate of the Board of Directors elected according to item 7 on the agenda of this OGMS, i.e. from**



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May 1<sup>st</sup> 2018 until April 30<sup>th</sup>, 2022, according to Art. 2 item 12, letter a) of title I chapter I of Law 162/2017 and Art. 65 of title I, chapter IX of Law no. 162/2017.

The above points will be inserted after item 7 on the agenda as it was published. As a result of this amendment, the above mentioned points will be numbered 7<sup>1</sup> and 7<sup>2</sup> respectively on the revised agenda.

Therefore, the OGMS agenda is as follows:

1. **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.**
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%, and (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.**



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**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 1<sup>st</sup>, 2018 following the expiry on April 30<sup>th</sup>, 2018 the mandates of the current members of the Board of Directors.**

**7<sup>1</sup>. Election of Ernst & Young Assurance Services SRL as financial auditor of the Company to audit the Company's financial statements for the 2018 financial year, further to the expiry of the audit services supply agreement, the term of the audit agreement being one (1) year.**

**7<sup>2</sup>. Appointment of Mr. Dan Alexandru Iancu, financial auditor registered with the Romanian Chamber of Financial Auditors, as independent member in the Audit Committee, for a mandate equal to the mandate of the Board of Directors elected according to item 7 on the agenda of this OGMS, i.e. from May 1<sup>st</sup> 2018 until April 30<sup>th</sup>, 2022, according to Art. 2 item 12, letter a) of title I chapter I of Law 162/2017 and Art. 65 of title I, chapter IX of Law no. 162/2017.**

**8. Setting the date of May 16<sup>th</sup>, 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 15<sup>th</sup>, 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.**



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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., at the references date April 18<sup>th</sup> 2018, are entitled to attend and to exercise their voting right within the present Meeting 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 Meeting of Shareholders, **by correspondence** (based on a Correspondence Voting Ballot). The shareholders can be represented by other persons (including by persons other than shareholders).

The information materials related to the revised agenda of Rompetrol Rafinare OGMS, **the drafts resolutions for all items, the revised agenda with the revised forms of the special Power of Attorneys, the revised Correspondence Voting Ballot forms** shall be made available to the shareholders, in electronic format on the Company's website at [www.rompetrol-rafinare.ro](http://www.rompetrol-rafinare.ro), Investors' Relations Section/General Meeting of the Shareholders subsection, and in hardcopy at the Registration Office of the Company located at its headquarters, **starting with April 17<sup>th</sup> 2018, at 4:00 p.m o'clock (Romanian time).**

In the event that April 27<sup>th</sup> 2018, 10:00 a.m o'clock (Romanian time), this being the date of the first convened session of the general meeting, the validity requirements laid down by the Companies Law and/or by the Company's Articles of Association are not met, the OGMS is convened on **April 30<sup>th</sup>, 2018, 10:00 a.m. o'clock (Romanian time),** in the same venue and with the same agenda.

Both the agenda of the EGMS convened on 27/30 April 2018, 12:00 AM o'clock, as well as the remainder of the Convening Notice of the OGMS of Rompetrol Rafinare S.A., initially published in accordance with the applicable laws in force, in the Romanian Official Gazette, Part. IV, no.1247 as of March 27<sup>th</sup> 2018 and in the national newspaper "Bursa" no. 57 (records number 6118) as of March 27<sup>th</sup> 2018, shall remain unchanged.



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Additional information may be obtained at the telephone number 0241/506553 on business days, and from the Company's website [www.rompetrol-rafinare.ro](http://www.rompetrol-rafinare.ro), Section Relations with Investors/Subsection General Meeting of shareholders.

**ROMPETROL RAFINARE S.A.**

**Chairman of the Board of Directors**

  
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**Cătălin Dumitru**

