



INFORMATION MATERIAL
regarding the issues submitted for debate to the
Extraordinary General Meeting of Shareholders of
S.C. ROMPETROL RAFINARE S.A. of 26 October 2012

The Board of Directors of the company **ROMPETROL RAFINARE S.A.**, hereinafter referred to as the "Company", with registered offices in Năvodari, Bulevardul Năvodari nr. 215, Pavilion Administrativ, Constanța county, registered with the Trade Register under number J13/534/1991, sole registration code 1860712, called, pursuant to art. 117 of the Law no. 31/1990, the Extraordinary General Meeting of Shareholders for **26 October 2012, 11:00 a.m.**, at the Company head office.

In the event that at the aforesaid date the quorum provided under the law is not present, the Board of Directors called and set, pursuant to art. 118 of the Law no. 31/1990, a second Extraordinary General Meeting of Shareholders („EGMS”) for **29 October 2012, 11:00 a.m.**, at the Company head office.

I. GENERAL:

A. INFORMATION REGARDING THE SHAREHOLDERS

At the date of this notice of meeting the Company's share capital, subscribed and paid up in full, is of lei 4,410,920,572.60, represented by 44,109,207,726 registered shares, issued as dematerialized shares, fully covered, each share having a nominal value of lei 0.1. Each share entitles its holder to one vote within the general meeting.

At the date of the notice of meeting for the EGMS, according to the last Shareholders' Registry having the consolidation date 26 July 2012, the shareholders of Rompetrol Group hold a number of 24,104,704,500 shares amounting to lei 2,410,470,450, representing 54.6478% of the share capital.

Following the publication of the Government Emergency Ordinance no. 30 in the Official Gazette no. 433/29.06.2012, the shares held by the Romanian Government were transferred from the Ministry of Public Finances to the Ministry of Economy, Commerce and Business Environment through the State Participation and Privatization in Industry

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Rompetro Rafinare SA
J13/534/1991
CUI RO 1860712
B-dul Năvodari nr. 215,
Pavilion Administrativ
905700 Navodari
ROMANIA

UniCredit Tiriac Bank SA Constanta
IBAN: RO22BACX0000000030500310
BRD Group Societe Generally SA –
Big Corporate Clients Branch,
Bucharest
IBAN: RO81BRDE450SV01026644500
Share capital: RON 4,410,920,572.6

Tel.: + (40) 241 50 60 00
Tel.: + (40) 241 50 61 00
Fax: + (40) 241 50 69 30
http://www.rompetrol.com
email:
office.rafinare@rompetrol.com



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Office. Consequently, the Romanian Government as shareholder, represented by the Ministry of Economy, Commerce and Business Environment, holds according to the last Shareholders' Registry having the consolidation date 26 July 2012 a number of 19,715,009,053 shares amounting to lei 1,971,500,905.3 representing 44.6959% of the share capital.

At the same consolidation date, the remainder of the shareholders (legal entities and natural persons) holding each less than 10% of the Company share capital, hold jointly a number of 289,492,173 shares, amounting to lei 28,949,217.3, representing 0.6563% of the share capital.

The Company Directors and the persons from the executive management do not hold shares in the Company.

B. INFORMATION REGARDING THE ORGANIZATION OF THE MEETING

To validate the deliberations of the Extraordinary General Meeting, upon the first call, the presence of the shareholders holding at least one quarter of the total voting rights is mandatory and resolutions have to be passed by majority of votes held by the present or represented shareholders.

If the meeting cannot be held due to lack of quorum, for subsequent calls the presence of the shareholders representing at least one fifth of the total number of voting rights is mandatory and resolutions have to be passed by majority of votes held by the present or represented shareholders.

For the date and time presented in the notice of meeting, the meeting shall be opened and chaired by the Chairman of the Board of Directors or by a person appointed by the Chairman.

The General meeting shall elect, among the present shareholders, one to three secretaries and a technical secretary among the employees, who will check the shareholders attendance list, mentioning the share capital represented by each of them and fulfillment of all formalities required under the law and the Articles of Incorporation for the organization for the General Meeting.

One of the secretaries shall draft the minutes of the Extraordinary General Meeting, attaching the documents related to the notice of meeting as well as the shareholders attendance list.

The Resolutions of the Extraordinary General Meeting shall be passed by show of hands and shall be binding, including for the shareholders who did not attend the meeting or voted against.

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II. INFORMATION REGARDING THE ISSUES ON THE AGENDA OF THE MEETING

Finding that the legal requirements and the provisions of the Articles of Incorporation are complied with, the agenda of meeting is discussed.

The Extraordinary General Meeting convened for 26 October 2012, namely 29 October 2012 (the second notice of meeting), includes on its agenda the following items:

1. Ratification of the execution by the Company of the Addendum no. 3 to the Loan Agreement no. 448 concluded on 20 September 2010 between the Company and The Rompetrol Group N.V., major shareholder of the company, with registered office in Strawinskyiaan 807 Tower A-8, 1077XX, The Netherlands, registered with the Trade Register of the Chamber of Commerce and Industry of Amsterdam under no. 24297754 („Loan Agreement”), extended and amended by the Addendum no. 1 of 20.09.2011 endorsed through the EGMS Resolution no. 4 of 10.10.2011 and by the Addendum no. 2 of 2.05.2012 endorsed through the EGMS Resolution no. 2 of 29.06.2012 (for the amount of USD 400,000,000).

1.1. Execution of the Loan agreement

On the 20th of September 2010, the Company and The Rompetrol Group N.V („TRG”) concluded the Consolidated Loan Agreement, registered by SC Rompetrol Rafinare SA under no. 448, for the aggregate amount of USD 1,200,000,000, including:

- both the amounts borrowed by the Company under the loan agreement no. 444 of 12.08.2009 (for an aggregate amount of USD 720,000,000), which expired on 12.08.2010 and temporarily extended for one month through the Addendum no. 5,
- the amounts borrowed by the Company from The Rompetrol Group N.V. under the Loan Agreement no. 358 of 16.12.2008 (for an aggregate amount of USD 184,000,000) which was also about to expire.

For the Consolidated Loan Agreement for an aggregate amount of USD 1,200,000,000 the parties agreed to extend the reimbursement period by one (1) year, the creditor having the possibility to request at any moment the amount of USD 350,000,000, already drawn and not reimbursed by the debtor

The security interests established by the Company for the Consolidated Loan Agreement no. 448/20.09.2010 were the following:

- Security interest agreement over the tangible assets no. 466/23.09.2010 on some plants;



- Security interest agreement over the tangible assets no. 468/23.09.2010 on shares and equity interests held by Rompetrol Rafinare in other companies;
- Security interest agreement over the tangible assets no. 467/23.09.2010 on the accounts;
- Debt assignment agreement no. 438/15.09.2010, for the assignment of the debt amounting to USD 57,906,408, as well as on all future amounts resulting from the credit agreement no. 443/14 August 2009 concluded between Rompetrol Rafinare S.A. and Rompetrol Petrochemicals SRL;
- Debt assignment agreement no. 463/ 23.09.2010 for the assignment of the debt amounting to lei 76,618,804.80, as well as on all future amounts resulting from the sale and purchase agreement no. RR 511 (namely no. RPET 130 registered by Rompetrol Petrochemicals SRL) concluded between Rompetrol Rafinare S.A. and Rompetrol Petrochemicals SRL;
- Debt assignment agreement no. 464/23.09.2010 for the assignment of the debt amounting to lei 584,248,649.20, as well as on all future amounts resulting from the sale and purchase agreement no. 1/2010 concluded between Rompetrol Rafinare S.A. and Rompetrol Downstream SRL;
- Debt assignment agreement no. 465/23.09.2010, for the assignment of the debt amounting to lei 32,654,655.28 and namely USD 2,540,340.55, as well as on all future amounts resulting from the sale and purchase agreement no. RR 38 registered by Rompetrol Rafinare SA (namely RGS 163A registered by Rompetrol Gas SRL) concluded by Rompetrol Rafinare S.A. and Rompetrol Gas SRL.

Regarding the payment terms and methods, it was provided that the amount of USD 350,000,000 shall be reimbursed upon request of the Creditor, by various payment methods agreed by the parties, including by conversion of this amount into shares of the Debtor, and the amount of USD 850.000.000 shall be reimbursed within 12 months from the conclusion date of the Addendum to the Consolidated Loan Agreement, the maturity of this amount being originally the 20th of September 2011.

1.2. Status of the Loan Agreement as at 31.12.2011.

By the Resolution no. 4 adopted by the Extraordinary General Meeting of Shareholders of 10 October 2011 it has been decided upon the conclusion by the Company of a new Addendum to the Loan Agreement no. 448 concluded on 20 September 2010 between the Company and The Rompetrol Group N.V. according to the Resolutions of 14 September 2010 mentioned above, to postpone its maturity date / rescheduling and amend certain provision of the agreement.

Given the difficult economic environment and the Company's inability to reimburse in cash significant amounts to the creditor, it has been decided to extend the maturity date for the amounts due by the Company under the said Loan Agreement. The extension of all Security interest agreements related to the Loan Agreement was duly approved.

All these elements have been included in the Addendum no. 1/20.09.2011 to the Loan Agreement.



1.3. Amendment of the Loan Agreement following the adoption of the Resolution no. 2 of the Extraordinary General Meeting of the Shareholders of 29 June 2012.

By the Resolution no. 2/2012 of the EGMS of 29 June 2012, the Loan Agreement was amended in respect of an amount of USD 800,000,000, the difference of USD 400,000,000 remaining subject to the provisions of the Agreement 448/20.09.2010.

Such amendment of the Loan Agreement 448/2010 materialized in the execution of the Addendum no. 2 to this Agreement, and therefore the transformation of the loan agreement into a hybrid longterm and convertible loan agreement, with the interest determined according to the financial results, in respect of the amount of USD 800,000,000.

As an immediate consequence of the new legal status of the amounts borrowed by the Company, the parties decided to terminate some of the security interests constituted in respect of the Agreement 448/20.09.2010, namely the Security interest agreement over tangible assets (Pledge agreement) no. 466/23.09.2010.

1.4. Proposal to modify the Loan Agreement by Addendum no. 3

By concluding the Addendum no. 3 to the Loan agreement no. 448/20.09.2012 concerning the amount of USD 400,000,000, the term of the agreement is extended with a period of 1 year, namely until 20 September 2013, all the other provisions of the contract remain unchanged.

The Board of Directors of the Company of 10 September 2012 approved the execution of the Addendum no. 3 to the Loan Agreement no. 448/20.09.2012 concerning the amount of USD 400,000,000, such amendment of the Loan Agreement no. 448/20 September 2010 being submitted for ratification by this General Meeting.

2. In the event that during the elections organized in accordance with item 2 on the agenda of the OGMS no applications are submitted and other 2 directors are not elected, so that the number of members of the Board of Directors reaches the number of 5 members stipulated under art. 14.1 of the Articles of Incorporation of the Company, approval of the reduction of the number of members of the Board of Directors from 5 members to 3 members.

By the Resolution no. 7 of EGMS of 29 November 2011, unanimously adopted by the shareholders present in the meeting, the number of members of the Board of Directors was increased from 3 to 5.



The aim of creating two new director positions was to offer the possibility to the Romanian State - holder of a significant share package to appoint one/two directors within the Board of Directors of the Company, based on the will of the Company shareholders legally expressed within a General Meeting.

Under item 2 on the agenda of this meeting, the Board of Directors suggests, in the event that that during the elections organized in accordance with item 2 on the agenda of the OGMS no applications are submitted and other 2 directors are not elected, so that the number of members of the Board of Directors reaches the number of 5 members stipulated under art. 14.1 of the Articles of Incorporation of the Company, the approval of the reduction of the number of members of the Board of Directors from 5 members to 3 members as it was originally stated in the Articles of Incorporation.

3. Depending on the Resolution adopted under item 2 on the agenda of this meeting, the approval of the amendments and/or supplements of the Articles of Incorporation of the Company to express the amendments of art. 14.1. of the Articles of Incorporation.

In the event that the EGMS approves the proposal under point 2 on the agenda of the EGMS, the Board of Directors of the Company proposed through the Notice to attend this EGMS the following amendment and/or supplement of art. 14.1. of the Articles of Incorporation of the Company:

„Art. 14.1. The activity of the Company is managed by a Board of Directors composed of 3 (three) members, appointed by the Ordinary General Meeting, which can be also shareholders of the company, legal entities or natural persons, having Romanian or foreign citizenship or nationality. The Chairman of the Board of Directors is elected among the directors. When a legal entity is elected as director, such legal entity is obliged to appoint a natural person as permanent representative“.

4. Approval of the date of 13 November 2012, as registration date, in accordance with art. 238 par. (1) of the Law no. 297/2004, for the identification of the shareholders affected by the decisions passed by this EGMS.

In accordance with art. 238 of the Law no. 297/2004, the Registration Date is defined as follows:

“1) By way of derogation from the provisions of Law no. 31/1990), the identification of the shareholders who will benefit from dividends or other entitlements and who are affected by the decisions of the general meetings of the shareholders shall be established by such meeting. Such date shall be set at least 10 business days after the date of the general meeting of the shareholders.”*



Taking into consideration the legal provisions, the Board of Directors proposed as registration date the 13th November 2012, pursuant to art. 238 of the Law no. 297/2004 on the capital market.

5. Empowerment of Mister Arman Kairdenov, member of the Board of Directors and Chief Executive Officer of the Company, with possibility to transfer his mandate to third parties, including to lawyers, in order to execute and/or sign on behalf of the Company and of its shareholders the resolutions to be adopted by this EGMS and to fulfill all legal formalities for the registration, publicity, opposability, execution and publication of the resolutions adopted, including to update and to sign on behalf of the shareholders the Articles of Incorporation of the Company, if necessary.

Mister Arman Kairdenov, member of the Board of Directors and Chief Executive Officer of the Company is proposed to be empowered to sign on behalf of the shareholders the resolutions to be adopted by the Extraordinary General Meeting of Shareholders and to fulfill all legal formalities for the execution and registration of the resolutions adopted, with the possibility to transfer his mandate to third parties, including to lawyers. Through the mandate given, Mister Arman Kairdenov is empowered to fulfill all legal formalities for the registration, publicity, opposability, execution and publication of the resolutions adopted, including to update and to sign on behalf of the shareholders the Articles of Incorporation of the Company, if necessary.

III. MISCELLANEOUS PROCEDURAL MATTERS REGARDING THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

The reference date is 17 October 2012.

The persons who are shareholders of the Company registered by this date in the Company Shareholders Registry, kept and issued by S.C. Depozitarul Central S.A. Bucharest are entitled to participate and to vote in this general meeting, according to the legal provisions, personally (through legal representatives) or by representative, based on a Special power of attorney, or by mail, based on a Vote-by-mail ballot.

Starting with 25 September 2012, the Notice of attendance for the Meetings, the full text of the documents, the information materials regarding the items on the agenda of the EGMS, the documents to be submitted to the Meeting, the Special powers of attorney forms, the Vote-by-mail Ballot Forms and the drafts of the resolutions shall be provided to the Company shareholders at the Company head offices, room 104, every business day, between 09:00 a.m. and 03:30 p.m. and can be downloaded from the Company website



www.rompetrol.ro, under the section Investor Relations/Rompetrol Rafinare/Presentations.

The shareholders can request in writing copies of such documents, by express mail (to the address of the Company in Năvodari, Bulevardul Năvodari, nr. 215, Pavilion Administrativ, Constanța county) or by e-mail (to the address: Carmen.Chitu@rompetrol.com). Regardless of the transmission method, requests shall be signed by the shareholders or by their representatives and shall be accompanied by documents bearing the mention "true copy" and signed by the shareholder / its representative, certifying the identity of the shareholders and – if necessary – the quality of representative of the signatories. Also, the requests shall mention the mail address, the e-mail address or the fax number where the shareholder wishes to receive copies of the aforesaid documents.

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

a) introduce new items on the general meeting agenda, provided that each item is accompanied by justification or by a draft resolution proposed for adoption by the general meeting. These rights shall be exercised in writing only (sent by express mail or by electronic means) by **8 October 2012, 16h00** at the latest. If the exercise of these rights determines the modification of the general meeting agenda which is hereby communicated to the shareholders, the Company shall provide within the legal term an updated agenda, using the same procedure as for this one.

and

b) present draft resolutions for the items included or proposed to be included on the general meeting agenda, by **8 October 2012, 16h00** at the latest.

Proposals regarding the introduction of new items on the agenda of the EGMS, namely those concerning the draft resolutions for the items included or proposed for inclusion on the agenda of the EGMS, shall be accompanied by copies of the identity documents of the Initiators (for natural persons - Identity Cards for Romanian citizens or, as applicable, passport/residency permit for foreign citizens, namely for legal entities excerpt/confirmation of company details issued by the Trade Register or other proof issued by a relevant authority, no more than 30 days old and the official document certifying the quality of legal representative of the legal entity shareholder) and can be submitted to the Company as follows:

a) submitted at the Company registered office in Năvodari, Bulevardul Năvodari, nr. 215, Pavilion Administrativ, Constanța county, in sealed envelope, bearing the mention: **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26/29 OCTOBER 2012"**;

b) sent by e-mail with extended electronic signature inserted according to Law no. 455/2001 on electronic signature, to the address: Carmen.Chitu@rompetrol.com, with the



subject: **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26/29 OCTOBER 2012"**.

Each shareholder, regardless of its shareholding, is entitled to address questions regarding the items on the agenda of the EGMS so that such questions can be recorded by the company by 8 October 2012, 16h00 and the Company can answer to the questions addressed by the shareholders by posting the answer on the Company website www.rompetrol.ro under the section Investor Relations/Rompetrol Rafinare/Presentations. Questions shall be relevant, shall concern the items on the agenda, shall not affect the confidentiality and commercial interests of the Company and shall be expressed in writing, by mail or express mail (to the Company registered office mentioned above, bearing the mention written clearly and with capital letters: **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26/29 OCTOBER 2012"**), or by electronic means (to the e-mail address Carmen.Chitu@rompetrol.com). To identify the persons addressing questions to the Company, such persons shall attach to the request copies of the documents attesting their identity (identity card/passport/residency permit for natural persons, namely identity card of the legal representative and a copy of the Company confirmation details issued by the Trade Register or any other proof issued by a relevant authority regarding the identity of the legal representative of the legal entity shareholder, no more than 30 days old).

Representation of shareholders within the EGMS can be made also by persons other than the shareholders, except for the directors, based on special power of attorney issued for each Meeting. The form for such power of attorney can be obtained from the Company head office and can be downloaded from the Company website starting with 25 September 2012. An original copy of the special power of attorney, filled in and signed, together with a copy of the identity document of the shareholder (for natural persons – Identity Card for Romanian citizens or, as applicable, Passport/Residency permit for foreign citizens, namely for legal entities excerpt/confirmation of company details issued by the Trade Register or any other proof issued by a relevant authority, no more than 30 days old and the official document attesting the quality of legal representative of the legal entity shareholder) shall be submitted/sent to the Company record office in Năvodari, Bulevardul Năvodari, nr. 215, Pavilion Administrativ, Constanța county, by the **24th of October 2012, 11h00**, in sealed envelope, bearing the mention written clearly and in capital letters: **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26/29 OCTOBER 2012"**. Another original copy of the power of attorney shall be submitted to the concerned representative, to prove his/her quality, upon request of the technical secretariat of the Meeting.

If the shareholder appoints his/her representative by electronic means, the special power of attorney shall be sent by e-mail with inserted extended electronic signature, to the address: Carmen.Chitu@rompetrol.com, with the subject: **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26/29 OCTOBER 2012"**.

The Company shareholders registered at the Reference Date in the shareholder registry issued by Depozitarul Central have the possibility to vote by mail, using the vote-by-mail form for this EGMS, which can be obtained starting with 25 September 2012, from the



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Company head office, room 104 and on the Company website www.rompetrol.ro, under the section Investor Relations/Rompetrol Rafinare S.A./Presentations).

For the vote-by-mail, the Forms, filled in and signed for the EGMS, accompanied by the copy of the valid identity document of the shareholder (for natural persons – Identity Card for Romanian citizens or, as applicable, Passport/Residency permit for foreign citizens, namely for legal entities excerpt/confirmation of company details issued by the Trade Register or any other proof issued by a relevant authority, no more than 30 days old and the official document attesting the quality of legal representative of the legal entity shareholder) can be submitted as follows:

a) sent to the Company registered office in Năvodari, Bulevardul Năvodari, nr. 215, Pavilion Administrativ, Constanța county, in sealed envelope, using any mailing service so that it is registered as received at the Company record office by 24 October 2012, 11h00 at the latest, bearing the mention: **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26/29 OCTOBER 2012"**;

b) sent by e-mail with extended electronic signature inserted according to Law no. 455/2001 on electronic signature, by 24 October 2012, 11h00, to the address: Carmen.Chitu@rompetrol.com, with the subject: **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26/29 OCTOBER 2012"**.

The Vote-by-mail Forms that are not received by the Company record office / at the e-mail address mentioned under line b) of the paragraph above by the aforesaid date and time, shall not be taken into consideration for the establishment of the quorum and majority within the EGMS.

When filling in the Powers of attorney and the Vote-by-mail Forms as mentioned above, please consider the possibility to add to the Agenda new items; in such event the updated Agenda shall be published by 15 October 2012. If this is the case, the updated powers of attorney and the updated Voting ballots can be obtained from the Company head office, room 104, every business day, between 09:00 a.m. and 03:30 p.m. and can be downloaded from the Company website www.rompetrol.ro, starting with 16 October 2012.

At the date of this notice of meeting, the registered share capital of the Company is of lei 4,410,920,572.60, and it is composed of 44,109,205,726 dematerialized shares, with a nominal value of lei 0.1, each share entitling to one vote within the General Meeting of shareholders.

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Additional information can be obtained by calling 0241/506553 on business days, between 9:00 ~ 15:30 and from the Company website www.rompetrol.ro, under the section Investor Relations.

Chairman of the Board of Directors



Azamat ZHANGULOV

Chief Executive Officer



Arman KAIRDENOV

Chief Financial Officer



Vasile-Gabriel MANOLE

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