



NOTICE TO ATTEND

The Board of Directors of **ROMPETROL RAFINARE S.A.**, hereinafter called the "Company", having its office in Năvodari, 215 Năvodari Blvd., Administrative Pavilion, Constanța County, registered with Constanța Trade Registry under No. J13/534/1991, Sole Registration Number 1860712, on the ground of Article 117 of Companies Law No. 31/1990, republished, as subsequently amended and completed, Capital Market Law No. 297/2004, as subsequently amended and completed, Regulations No. 6/2009 of the Romanian National Securities Commission regarding the exercise of certain shareholders' rights within the general meetings of companies, as subsequently amended and completed, the Company's Articles of Incorporation,

CONVENES

The Ordinary General Meeting of the Shareholders and the General Meeting of Extraordinary the Shareholders on October 26, 2012, at 10:00 o'clock – for the Ordinary General Meeting, and 11:00 o'clock, respectively – for the Extraordinary General Meeting (collectively called the "Meetings"), at the abovementioned Company's office.

In case the quorum provided by the law and the Company's Articles of Incorporation for holding the Meetings is not present, the Board of Directors convenes, on the ground of Article 118 of Law No. 31/1990, the second Ordinary General Meeting and/or the second Extraordinary General Meeting of the Company's Shareholders for **October 29, 2012, at 10:00 o'clock (the Ordinary General Meeting)**, respectively **at 11:00 o'clock (the Extraordinary General Meeting)**, as the case may be, at the same place and with the same agenda.

The Ordinary General Meeting of the Shareholders (hereinafter "OGM") has the following agenda:

1. Approval of the termination of Mr. Yerzhan Orynbassarov's mandate as Member and President of the Board of Directors, as a result of his resignation from these positions, handed in on 06.08.2012.

The results of Mr. Yerzhan Orynbassarov' management for the period 01.01.2012 – 05.08.2012 will be notified at the approval of the Company's financial statements for the fiscal year 2012.

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

UniCredit Tiri ac Bank SA Constanta
IBAN: RO22BACX0000000030500310
BRD Group Societe Generale SA –
Big Corporate Clients Branch,
Bucharest
IBAN: RO81BRDE450SV01026644500
Share capital: RON 4.410.920.572,6

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2. **Election of new members in the Company's Board of Directors, namely:**
 - **Mr. Azamat Zhangulov's confirmation as member of the Board of Directors, following his appointment as temporary Director, and as President of the Board of Directors, according to decisions no. 1 and 2 of the Board of Directors of 6.08.2012; his candidacy is supported by the significant shareholder, Rompetrol Group N.V.** Mr. Azamat Zhangulov is a citizen of the Kazakhstan State and resides in Bucharest, Romania. Information on Mr. Azamat Zhangulov's professional activity will be available as of September 25th, 2012, on the Company's website: www.rompetrol.ro, the section *Relations with Investors*.
 - **Appointment of two more members of the Board of Directors, at the proposal of the Company's shareholders.** The list with names, city of residence and professional qualification of all the persons proposed for the Director position will be available to the shareholders and they will be able to read and complete it. The application for submission of the candidacy will include information regarding the name, city of residence and professional qualification of the persons nominated for the respective positions. The deadline for the submission of candidacies for the Director position is October 11th, 2012, 4:00 p.m.
3. **Approval of the date November 13th, 2012, as registration date, as described in Article 238 paragraph (1) of Law no. 297/2004, for identification of the shareholders who fall under the provisions of this OGM.**
4. **The commissioning of Mr. Arman Kairdenov, member of the Board of Directors and Chief Executive Officer of the Company, with the possibility of mandating third parties, including lawyers, to conclude and /or sign on behalf of the Company and of the shareholders, the decisions to be made by this OGM and to take all legal actions for registration, advertisement, enforceability, execution and publication of the decisions made.**

The Extraordinary General Meeting of the Shareholders (hereinafter "EGM") has the following agenda:

1. **The ratifying of the Company's Addenda no. 3 to the Loan Agreement no. 448 concluded on September 20th 2010, between the Company and Rompetrol Group N.V., a significant shareholder of the Company, with registered office in Strawinskyiaan 807 Tower A-8, 1077XX, Netherlands, registered in the Trade Register in Amsterdam under no. 24297754 („The Loan Agreement”), extended and modified by Addendum no. 1 of 20.09.2011, approved by EGM Decision no. 4 of 10.10.2011 and by Addendum no. 2 of 2.05.2012, approved by EGM Decision no. 2 of 29.06.2012 (having as object the amount of USD 400.000.000).**
2. **In case during the elections set up under point 2 on the OGM agenda, no candidacies are submitted and the 2 directors are not elected in order to reach**



the number of 5 members of the Board, as set forth in Article 14.1 of the Company's Articles of Incorporation, approval of reducing the number of the Board members from 5 to 3 members.

3. Depending on the Decision made under point 2 of this meeting agenda, the approval of the modification and/or completion of the Company's Articles of Incorporation to reflect the changes according to Article 14.1. of the Articles of Incorporation.

a) **Article 14.1. of the Articles of Incorporation shall be modified as follows:**

"Article 14.1 *The Company's activity is conducted by a Board of Directors made up of 3 (three) members, named by the Ordinary Meeting of the Shareholders. The members can also be shareholders of the company, natural or legal persons, with Romanian or foreign citizenship or nationality. The Directors shall appoint from among them a person to act as President of the Board of Directors. When a legal person is chosen as Director, at the moment of the respective appointing, the legal person must appoint a natural person as permanent representative".*

4. **Approval of the date November 13th, 2012, as registration date, as described in Article 238 paragraph (1) of Law no. 297/2004, for identification of the shareholders who fall under the provisions of this EGM.**

5. **Mr. Arman Kairdenov's commissioning as member of the Board of Directors and Chief Executive Officer of the Company, with the possibility of mandating third parties, including lawyers, to conclude and/or sign on behalf of the Company and of the shareholders the decisions to be made by this EGM and to take all the legal actions for registration, advertisement, enforceability, execution and publication of the decisions made, including for updating and signing the Company's Articles of Incorporation on behalf of the shareholders, as the case may be.**

The reference date is the date of October 17, 2012.

Solely the persons that are shareholders of the Company registered on this date with the Company's Registry of Shareholders, kept and issued by S.C. Depozitarul Central S.A. Bucharest, are entitled to attend and to vote within these general meetings, pursuant to legal provisions, in person (by legal representatives) or by proxy, based on a Special Power of Attorney, or by correspondence, based on the Correspondence Vote Form.

As of September 25, 2012, the convening notice of the Meetings, the full text of documents, the information materials concerning the items on the agenda of the Meetings, the documents that are to be submitted to the Meetings, the Special Powers of Attorney forms, the Correspondence Vote Forms and the decision drafts shall be placed at the disposal of the Company's shareholders at the Company's headquarters, room 104,



on each business day, between 09:00 – 15:30, and can be downloaded from the Company's website www.rompetrol.ro, Section Investor Relations/Romp Petrol Rafinare/General Presentations.

The shareholders may request in writing copies of these documents, by courier (at the Company's office address in Năvodari, 215 Năvodari Blvd., Administrative Pavilion, Constanța County) or by e-mail (at the address: Carmen.Chitu@rompetrol.com). Irrespective of the method of transmission, the requests will be signed by the shareholders or their representatives and will be accompanied by documents bearing the mention 'compliant with the original', and the signature of the shareholder/its representative, attesting to the shareholders' identity and – as the case may be – the signatories' representative capacity. Also, the requests will indicate the mailing address, e-mail address or fax number where the shareholder wants to receive copies of the documents mentioned above.

Starting with October 12, 2012, the final list of the candidates for the director office, proposed by the Company's shareholders, as well as the related files attesting to their professional qualification, may be downloaded from the Company's website www.rompetrol.ro, section Investor relations/Romp Petrol Rafinare/Presentations, or may be examined, upon request, every business day, between 09:00 – 15:30 o'clock, at the Company's office, room 104.

One or several shareholders representing, individually or jointly, at least 5% of the share capital (hereinafter called "Initiators") has/have the right, according to the law:

a) to introduce new points on the agendas of the Meetings, provided that each point is accompanied by a justification or draft decision proposed to be adopted by the general meeting. Such rights may be exercised only in writing (transmitted by courier services or electronic means) until at the latest **October 8, 2012, at 16.00 o'clock**. If, by the exercise of such rights, the general meeting agenda communicated hereby to the shareholders is modified, the Company will supply a revised agenda within the legal term, using the same procedure as the one used for the current agenda.

and

b) to present draft decisions for the points included or proposed to be included on the general meetings agendas, until at the latest **October 8, 2012, at 16.00 o'clock**.

The proposals regarding the insertion of new items on the agendas of the Meetings, respectively those regarding the decision drafts for the items included on or proposed to be included on the agendas of the Meetings, must be accompanied by copies of the identity documents of Proposers (in the case of natural persons - identity cards for Romanian citizens or, as the case may be, passport/residence permit for foreign citizens, and in the case of legal persons - extract/ascertaining certificate issued by the Trade Registry or other proof issued by a competent authority, not older than 30 days and the official document certifying the capacity of legal representative of the shareholder legal person) and can be transmitted to the Company as follows:



a) filed at the Company's headquarters in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța county, in closed envelope, with the mention: **"FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF OCTOBER 26/29, 2012"**;

b) sent by e-mail incorporating an extended electronic signature according to Law no. 455/2001 on the electronic signature, at the address: Carmen.Chitu@rompetrol.com, mentioning in the Subject line: **"FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF OCTOBER 26/29, 2012"**.

Each shareholder, irrespective of its interest held in the share capital, is entitled to make inquiries regarding the items on the agenda of the Meetings so that they might be registered with the company by no later than October 8, 2012, 16:00 o'clock, and the Company might answer such inquiries raised by shareholders by posting the answer on the Company's website, www.rompetrol.ro Investor Relations section/Romp Petrol Rafinare/General Presentations. The said inquiries must be pertinent, must be 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 by mail or courier (as the Company's stated headquarters, with the following mention, clearly written and capitalized: **"FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF OCTOBER 26/29, 2012"**), or by electronic means (at the e-mail address Carmen.Chitu@rompetrol.com). For the identification of the persons referring such inquiries to the Company, they will enclose to their inquiry copies of their identification documents (identity card/Passport/Residence Permit in the case of natural persons, respectively identity card of the legal representative together with a copy of the Ascertaining Certificate issued by the Trade Registry or by another written piece of evidence issued by a competent authority regarding the identity of the legal representative of the shareholder legal person, not older than 30 days).

Shareholders may be represented in the Meetings also by other persons than the shareholders, except for the directors, based on a Special Power of Attorney issued for each Meeting, being possible to obtain the form thereof at the Company's headquarters or to download the same from the Company's website, as of September 25, 2012. An original of the Special Power of Attorney, filled in and signed, together with a copy of the identity document of the shareholders (in the case of natural persons - identity cards for Romanian citizens or, as the case may be, passport/residence permit for foreign citizens, and in the case of legal persons - extract/ascertaining certificate issued by the Trade Registry or other proof issued by a competent authority, not older than 30 days and the official document certifying the capacity of legal representative of the shareholder legal person) will be filed/dispatched at the Company's Correspondence Registration Office in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța county, until **October 24, 2012, 10:00 o'clock - for OGM, respectively, 11:00 o'clock - for EGM**, in a closed envelope, with the following mention, clearly written and capitalized: **"FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF OCTOBER 26/29, 2012"**. Another original of the Special Power of Attorney will be handed over to the respective proxy in order for him/her to be able to prove such capacity, upon the request of the technical secretarial office of the Meeting.



In the event that the shareholder designates its proxy by electronic means, the Special Power of Attorney may be transmitted by e-mail incorporating an extended electronic signature at the address: Carmen.Chitu@rompetrol.com mentioning in the Subject line: " **FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF OCTOBER 26/29, 2012**",

The Company's shareholders registered on the Reference Date with the shareholders' registry issued by Depozitarul Central S.A. Bucuresti have the possibility to vote by correspondence, by using the Correspondence Vote Form for each of these General Meetings, which may be obtained as of September 25, 2012, at the Company's headquarters, room 104 and from the Company's website www.rompetrol.ro, Investor Relations section/Romp Petrol Rafinare S.A./General Presentations).

In the case of the vote by correspondence, the Correspondence Vote Forms, filled in and signed for the EGM and/or OGM, accompanied by a copy of the valid identity card of the shareholder (in the case of natural persons - identity cards for Romanian citizens or, as the case may be, passport/residence permit for foreign citizens, and in the case of legal persons - extract/ascertaining certificate issued by the Trade Registry or other proof issued by a competent authority, not older than 30 days and the official document certifying the capacity of legal representative of the shareholder legal person) may be submitted as follows:

a) delivered at the Company's headquarters in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța county, in closed envelope, by any form of courier services, so that it might be received at the Company's Correspondence Registration Department by no later than **October 24, 2012, 10:00 o'clock – for OGM, respectively, 11:00 o'clock – for EGM**, with the mention: "**FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF OCTOBER 26/29, 2012**",

b) sent by e-mail incorporating an extended electronic signature as per Law no. 455/2001 on the electronic signature, by no later than **October 24, 2012, 10:00 o'clock – for OGM, respectively, 11:00 o'clock – for EGM**, at the address: Carmen.Chitu@rompetrol.com, mentioning in the Subject line: "**FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF OCTOBER 26/29, 2012**".

The Correspondence Vote Forms which are not received at the Company's Correspondence Registration Department/e-mail address specified at point b) of the previous paragraph by the aforementioned date and hour shall not be taken into account for the determination of the quorum and majority in the OGM and/or EGM, as the case may be.

When filling in the Powers of Attorney and the Correspondence Vote Forms in compliance with the aforementioned provisions please bear in mind that you may also supplement the Agenda with new issues, case in which the reviewed agenda shall be published by 15th of October 2012. In this case, the special updated powers of attorney and the updated Voting Bulletins may be procured from the Company's headquarters, room 104, each day from 09:00 to 15:30 and may be downloaded from the Company's website www.rompetrol.ro, as of October 16, 2012.



Any of the Company's shareholders submitting proposals for the election of a person as member of the Board of Directors must also include in the application information regarding the name, place of domicile and professional qualification of that person. Proposals, together with the copy of the shareholder's valid identity document (identity card/Passport/residence permit in the case of individuals / legal representative of the shareholder legal entity, respectively extract/acknowledging certificate issued by the Trade Registry or any other proof issued by a competent authority, no older than 30 days and the official document certifying the capacity of legal representative of the shareholder (legal entity), may be submitted as follows:

a) delivered at the Company's headquarters in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța county, in closed envelope, by any form of courier services, so that it might be received at the Company's Correspondence Registration Department by no later than **October 8, 2012, 16:00 o'clock**, with the mention: **"FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF OCTOBER 26/29, 2012"**,

b) sent by e-mail incorporating an extended electronic signature as per Law no. 455/2001 on the electronic signature, by no later than **October 8, 2012, 16:00 o'clock**, at the address: Carmen.Chitu@rompetrol.com, mentioning in the Subject line: **"FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF OCTOBER 26/29, 2012"**.

On the convening date, the Company's share capital is of Lei 4,410,920,572.60, consisting of 44,109,205,726 shares, book-entered shares, of a face value of Lei 0.1, each share giving the right to a vote in the General Meeting of Shareholders.

Further information may be obtained at the telephone number 0241/506553 during business days between 9:00 – 15:30 and from the Company's website www.rompetrol.ro, Investor Relations section.

**President of the Board of Directors
Azamat Zhangulov**



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