



**INFORMATIVE MATERIAL**

**On the issues subject to debate**

**in the Extraordinary General Meeting of the Shareholders of**

**S.C. ROMPETROL RAFINARE S.A.**

**As of March 5<sup>th</sup>, 2013**

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 **5 March 2013, 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 **6 March 2013, 11:00 a.m.**, at the Company head office.

**I. GENERAL INFORMATION:**

**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 44,109,205,726 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 31 December 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.

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The Romanian Government shareholder, represented by the Ministry of Economy, Commerce and Business Environment, holds according to the last Shareholders' Registry having the consolidation date 31 December 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, is mandatory the presence of shareholders holding at least one quarter of the total voting rights and a majority of votes held by the present or represented shareholders to pass the resolutions.

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, including for the shareholders who did not attend the meeting or voted against.



## **II. INFORMATION RELATED TO THE ISSUES ON THE MEETING AGENDA**

After acknowledging the fulfilment of the legal requirements and of the provisions of the Articles of Incorporation on the organisation of the general meeting, the agenda shall be approached as customary.

**The Extraordinary General Meeting summoned for March 5<sup>th</sup>, 2013, respectively March 6<sup>th</sup>, 2013 (the second summoning), has the following points on the agenda:**

**1. To approve the conclusion by the Company of Addendum no. 1 to the Loan Agreement no. 2 concluded on May 2, 2012 between the Company and The Rompetrol Group N.V., a significant shareholder of the Company, with its registered office at Strawinskylaan 807 Tower A-8, 1077XX, the Netherlands, registered with the Trade Registry of the Chamber of Commerce and Industry in Amsterdam under no. 24297754 (the "Loan Agreement"), having as object the amount of USD 800,000,000, in the sense of an increase of the loan with the amount of USD 150,000,000.**

### **OVERVIEW:**

#### **1.1. Conclusion of the Loan Agreement**

On September 20<sup>th</sup>, 2010 a Consolidated Loan Agreement was concluded by and between the Company and The Rompetrol Group N.V ("TRG"), recorded with Rompetrol Rafinare S.A. under no. 448, for the total amount of USD 1.200.000.000, amount which included:

- the amounts taken by the Company from The Rompetrol Group N.V. under the Load Agreement no. 444 as of 12.08.2009 (amounting to USD 720.000.000), an agreement which had expired on August 12<sup>th</sup> 2010, and which had been temporarily extended by a month, by Addendum no. 5,
- the amounts taken by the Company from The Rompetrol Group N.V. under the Load Agreement no. 358 as of December 16<sup>th</sup>, 2008 (amounting to USD 184.000.000) which was going to expire as well.

Regarding the Consolidated Loan Agreement, totally amounting to USD 1.200.000.000, it has been agreed to extend the loan by a period of 1 year; the



amount of USD 350.000.000 was considered exigible anytime at the Creditor's request, amount which was already drawn and not reimbursed by the Debtor.

The guarantees set up by the Company with regards to the Consolidated Loan Agreement no. 448/20.09.2010 have been the following:

- The Collateral Security Agreement no. 466/23.09.2010 for certain facilities;
- The Collateral Security Agreement no. 468/23.09.2010 for the shares and participations held by Rompetrol Rafinare with other companies;
- The Collateral Security Agreement no. 467/23.09.2010 for the accounts;
- The Debt Assignment Agreement no. 438/15.09.2010, for the assignment of the debt amounting to USD 57.906.408, as well as all the future amounts deriving from the loan agreement no. 443/14 August 2009 concluded by and between Rompetrol Rafinare S.A. and Rompetrol Petrochemicals S.R.L.;
- The Debt Assignment Agreement no. 463/23.09.2010, for the assignment of the debt amounting to RON 76,618,804.80 as well as of all the future amounts deriving from the purchase agreement no. RR 511 (respectively no. RPET 130, registered with Rompetrol Petrochemicals S.R.L.), concluded between Rompetrol Rafinare S.A. and Rompetrol Petrochemicals S.R.L.;
- The Debt Assignment Agreement no. 464/23.09.2010, for the assignment of the debt amounting to RON 584,248,649.20, as well as of all the future amounts deriving from the purchase agreement no. 1/2010, concluded by and between Rompetrol Rafinare S.A. and Rompetrol Downstream S.R.L.;
- The Debt Assignment Agreement no. 465/23.09.2010, for the assignment of the debt amounting to RON 32,654,655.28 and respectively USD 2,540,340.55, as well as of all the future amounts deriving from the purchase agreement no. RR 38 registered with Rompetrol Rafinare S.A. (respectively no. RGS 163A, registered with Rompetrol Gas S.R.L.), concluded between Rompetrol Rafinare S.A. and Rompetrol Gas S.R.L..

With regards to the deadlines and methods of payment, it has been stipulated that the amount of USD 350,000,000 shall be reimbursed at the Creditor's request, by various means agreed by the parties, including the conversion of this amount in Debtor's shares, and the amount of USD 850,000,000 would be reimbursed 12 months after the conclusion of the Addendum to the Consolidated Loan Agreement, this amount initially falling due on September 20<sup>th</sup>, 2011.

## 1.2. The status of the Loan Agreement on 31.12.2011.

By Decision no. 4 made by the Extraordinary General Meeting of the Shareholders on October 10<sup>th</sup>, 2011 it has been ratified the conclusion by the Company of a new Addendum to the Loan Agreement no. 448 concluded on September 20<sup>th</sup>, 2010, by and between the Company and The Rompetrol Group N.V. according to the above mentioned Decisions made on September 14<sup>th</sup>, 2010, for postponement of the maturity date /rescheduling of certain contractual provisions.



Taking into account the difficult economic context and the impossibility of the Company to return certain significant amounts to the Creditor, in cash, it has been decided to extend the maturity date of the amounts due by the Company under this Loan Agreement. It has been decided to duly extend all the Collateral Security Agreements concluded with regards to the Loan Agreement.

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

### **1.3. Amendment of the Loan Agreement no. 448/2010 following the Decision no. 2 of the Extraordinary General Meeting of the Shareholder as of June 29<sup>th</sup>, 2012.**

By Decision no. 2/2012 of AGEA as of June 29<sup>th</sup>, 2012, the Loan Agreement no 448/2010 has been amended with regards to the amount of USD 800,000,000, the difference of USD 400.000.000 being governed by the provisions of Loan Agreement no. 448/20.09.2010.

This amendment of the Loan Agreement no. 448/2010 has been materialized into the signing of Addendum no. 2 to this Agreement and therefore concluding a new Loan Agreement (no. 2/02.05.2012), a long-term maturity agreement, which may be convertible into shares upon due date and with an interest established depending on the financial results, regarding the amount of USD 800,000,000.

As an immediate consequence of the new legal regime regarding the amounts taken by the Company, the parties have decided to cease the guarantees set up under Agreement no 448/20.09.2010, namely the Collateral Security Agreement (Agreement for Pledge of Tangible Assets) no. 466/23.09.2010.

### **1.4. Proposal to amend the Loan Agreement by Addendum no. 1**

By conclusion of the Addendum no. 1 to the Loan Agreement no. 2/02.05.2012, the value of the loan contracted by and between The Rompetrol Group NV (Creditor) and Rompetrol Rafinare (Debtor) increases from the present amount of **USD 800,000,000** to **USD 950,000,000**, the additional value of **USD 150,000,000** is due within 51 years from the signing of the Addendum.

Following this increase, the short-term loan contract no. 448/20.09.2010, concluded by and between The Rompetrol Group (Creditor) and Rompetrol Rafinare (Debtor) shall be diminished to the maximum amount of **USD 400,000,000** (of which USD 376,916,902.96 are presently used) to the value of **USD 250,000,000** (USD 226,916,902.96 are presently used), the other contractual conditions remaining



unchanged. To reflect the decrease of the value of the short - term loan contract no. 448/20.09.2010, is proposed the signing of the Addendum no. 4 to this contract which will include the amendments occurred.

The need of this increase with USD 150,000,000 regarding the value of the loan agreement no. 2/02.05.2012 and respectively the decrease with the same value of the short-term agreement no. 448 concluded on September 20<sup>th</sup>, 2010, both concluded by and between The Rompetrol Group (Creditor) and Rompetrol Rafinare (Debtor), arises from the following reasons:

- The financial difficulties of the Company, characterized by negative financial results, continued from one exercise to another, and at the same time the lack of financial resources to comply with its financial and commercial debts upon maturity;
- Considering the fact that the accounting treatment according to the international financial reporting standards (IFRS) and the romanian accountant standards (RAS), of the Loan Agreement no. 2/02.05.2012 (and according to the existent contractual terms) allows the inclusion of ownership equity items to this loan increase, in this respect this increase of the Loan Agreement no. 2/02.05.2012 will allow the improvement of the Company ownership equity and implicitly the improvement of the solvability and liquidity indicators;
- Considering the contractual provisions for the loan under Loan Agreement no. 2/02.05.2012, namely the relation of the calculation and payment of related interest with the positive financial results according to the financial statements, elaborated in accordance with IFRS/RAS and implicitly the distribution of dividends, this increase of the loan would allow the company to record savings with interest-related financial expenses of approximately million USD 6,3 /year, with positive impact on the company financial results.

**2. To approve the conclusion by the Company of Addendum no. 4 to the Loan Agreement no. 448 concluded on September 20, 2010 between the Company and The Rompetrol Group N.V., a significant shareholder of the Company, with its registered office at Strawinskyiaan 807 Tower A-8, 1077XX, the Netherlands, registered with the Trade Registry of the Chamber of Commerce and Industry in Amsterdam under no. 24297754, extended and amended by Addendum no. 1 of 20.09.2011 approved by EGMS Resolution no. 4 of 10.10.2011, by Addendum no. 2 of 2.05.2012 approved by EGMS Resolution no. 2 of 29.06.2012 and by Addendum no. 3 of 20.09.2012 approved by EGMS Resolution no. 6 dated 26.10.2012 (having as object the amount of USD 400,000,000), in the sense of a decrease of the loan by USD 150,000,000.**

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## OVERVIEW:

### **2.1. Amendment of the Loan Agreement no. 448 concluded on September 20<sup>th</sup>, 2010, following Decision no. 6 of the Extraordinary General Meeting of the Shareholder as of October 29<sup>th</sup>, 2012.**

In completion of the overview made under sub-paragraphs 1.1 – 1.3 from point 1 on the agenda, we state that by conclusion of the Addendum no. 3 to the Loan Agreement no. 448/20.09.2012, the term of the agreement has been extended by a year, respectively up to September 20<sup>th</sup>, 2013, the rest of the clauses remaining unchanged.

Conclusion of Addendum no. 3 to the Loan Agreement no. 448/20.09.2012 having as object the amount of USD 400,000,000, has been ratified under article 1 of Decision no. 6 made by the Extraordinary General Meeting of the Shareholders on October 26<sup>th</sup>, 2012.

### **2.2. Proposal to amend the Loan Agreement no. 448 concluded on September 20<sup>th</sup>, 2010, by Addendum no. 4**

By conclusion of the Addendum no. 4 to the Loan Agreement no. 448/20.09.2012, having as object the amount of USD 400,000,000, the loan is diminished by USD 150,000,000, value that falls under the scope of loan contract no. 2/02.05.2012.

The proposal for approval for conclusion of Addendum no. 4 to the Loan Agreement no. 448/20.09.2012 having as object the amount of USD 400,000,000, for the purpose of decreasing the loan by USD 150,000,000, is subject to approval by this Extraordinary General Meeting of the Shareholders.

### **3. To approve the date of 21.03.2013, as registration date, within the meaning of art. 238 paragraph (1) of Law no. 297/2004, for the identification of the shareholders subject to the effects of the resolutions adopted by the EGMS.**

## OVERVIEW:

According to article 238 of Law no. 297/2004, The Registration date is defined as follows:

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"1) By way of derogation from the provisions of Law no. 31/1990, the identification of the shareholders who are going to be distributed dividends or other rights and affected by the decisions of the general meeting of the shareholders shall be settled by it. This date shall follow with at least 10 business days after the date of the general meeting of the shareholders."

Considering the legal provisions, The Board of Directors has suggested the date of March 21<sup>st</sup>, 2013, as registration date, in the sense of article 238 of Law no. 297/2004 on the capital market.

**4. To authorize Mr. Sorin Graure, General Manager of the Company, being entitled to sub-delegate third parties, including lawyers, to conclude and/or sign on behalf of the Company and of the Company's shareholders the resolution that is to be adopted by this EGMS and to carry out any and all legal formalities for the registration, publicity, enforceability and publication thereof.**

## OVERVIEW:

The empowerment of Mr. Sorin Graure, General Manager of the Company, to sign on behalf of the shareholders, the decision to be adopted by the Ordinary General Meeting and to take all the legal actions for execution and registration of the decisions adopted, with the possibility to mandate third persons. In the mandate granted, Mr. Sorin Graure is empowered to take all legal actions for registration, advertisement, opposability, execution and publication of the decision adopted.

## III. MISCELLANEOUS PROCEDURAL MATTERS REGARDING THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

**The reference date is the date of February 22, 2013.**

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., are entitled to attend and to vote within these general meetings, pursuant to the legal provisions, in person (by legal representatives) or by proxy, based on a Special Power of Attorney, or to vote by correspondence, based on a Postal Ballot Paper.

As of February 1, 2013, 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 Postal Ballot Paper forms and the resolution drafts, the list containing information with respect to the name, place of domicile and professional qualification of Mr. Sorin Graure proposed for the position of member of the Board of Directors 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 o'clock, or they can be downloaded from the Company's website [www.rompetrol.com](http://www.rompetrol.com), Section Investor Relations/Rompétrol Rafinare/General Presentations.

Shareholders may submit a written application asking for copies of these documents, by courier (at the address of the Company's headquarters in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța county) or by e-mail (at the address: [Carmen.Chitu@rompetrol.com](mailto:Carmen.Chitu@rompetrol.com)). Irrespective of the means of delivery, such applications shall be signed by shareholders or by the representatives thereof and shall be accompanied by documents on which it is specified "true copy of the original" and on which the shareholder's/its representative's signature is applied, certifying thus the identity of shareholders and – where the case may be – the capacity of representatives of the signatory parties. In addition, the applications will specify the postal address, the e-mail address or the fax number where the respective shareholders wish to be delivered copies of the aforementioned documents.

As of February 18, 2013, the final list of candidates for the position of director proposed by the Company's shareholders, as well as the related files certifying the professional qualification thereof can be downloaded from the Company's website [www.rompetrol.com](http://www.rompetrol.com), Section Investor Relations/Rompétrol Rafinare/General Presentations, or they can be consulted, upon request, on each business day, between 09:00 – 15:30 o'clock, at the Company's headquarters, room 104.

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

a) to add new items on the agenda of the general meetings, provided that each such item is accompanied by an explanatory note or by a resolution draft submitted to the general meetings for approval. These rights may only be exercised in writing (delivered by courier or by electronic mail) by no later than **February 15, 2013, 16.00 o'clock**. If, further to the exercise of these rights, the agenda of the general meeting which we hereby bring to the notice of shareholders is modified, the Company shall make available within the statutory time period a revised agenda, using the same procedure as the one used for the current agenda.

and

b) to submit resolution drafts for the items included on or proposed to be included on the agenda of the general meetings by no later than **February 15, 2013, 16.00 o'clock**.



Shareholders shall be entitled to make other proposals for the position of director until the date of **February 15, 2013, 16:00 o'clock**. Proposals shall be accompanied by information regarding the name, place of domicile and professional qualification of the persons proposed for the respective position, accompanied by 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 3 months and the official document certifying the capacity of legal representative of the shareholder legal person), and they 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, with the mention: **"FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF MARCH 5/6, 2013"**

b) sent by e-mail incorporating an extended electronic signature as per Law no. 455/2001 on the electronic signature, at the address: [Carmen.Chitu@rompetrol.com](mailto:Carmen.Chitu@rompetrol.com), mentioning in the Subject line: **"FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF MARCH 5/6, 2013"**.

Proposals regarding the insertion of new items on the agenda of the Meetings, respectively those regarding the resolution drafts for the items included on or proposed to be included on the agenda 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 3 months 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) delivered at the Company's headquarters in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța county, in closed envelope, by any form of courier services, with the mention: **"FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF MARCH 5/6, 2013"**;

b) sent by e-mail incorporating an extended electronic signature as per Law no. 455/2001 on the electronic signature, at the address: [Carmen.Chitu@rompetrol.com](mailto:Carmen.Chitu@rompetrol.com), mentioning in the Subject line: **"FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF MARCH 5/6, 2013"**.

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 February 15, 2013, 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.com](http://www.rompetrol.com), Investor Relations



section/Rompétrol 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 (at the Company's above-mentioned headquarters, with the following mention, clearly written and capitalized: "**FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF MARCH 5/6, 2013**"), or by electronic means (at the e-mail address [Carmen.Chitu@rompetrol.com](mailto: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 3 months).

Shareholders may be represented as well within the Meetings by persons other than the shareholders, save for directors, based on a Special Power of Attorney issued for each Meeting, being possible to obtain the form thereof (in Romanian Language and English Language) at the Company's headquarters or to download the same from the Company's website, as of February 1, 2013. 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 3 months and the official document certifying the capacity of legal representative of the shareholder legal person, the signing party of the power of attorney) will be filed/dispatched at the Company's Correspondence Registration Office in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța county, until **March 1, 2013, 16:00 o'clock**, in a closed envelope, with the following mention, clearly written and capitalized: "**FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF MARCH 5/6, 2013**". 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 secretary of the Meeting.

In the event that the shareholder designates its proxy by electronic means, the Special Power of Attorney may be transmitted until March 1, 2013, 16:00 o'clock, by e-mail with incorporated extended electronic signature, at the address: [Carmen.Chitu@rompetrol.com](mailto:Carmen.Chitu@rompetrol.com), mentioning in the Subject line: "**FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF MARCH 5/6, 2013**".

The special powers of attorney shall have to contain the information laid down by the special power of attorney form made available by the Company, with the specification of the vote cast for each item on the agenda.



The Company's shareholders registered on the Reference Date with the shareholders' registry issued by Depozitarul Central have the possibility to vote by correspondence, by using the postal ballot paper for these Meetings, made available in Romanian Language and English Language and which may be obtained as of February 1, 2013, at the Company's headquarters, room 104 and from the Company's website [www.rompetrol.com](http://www.rompetrol.com), Investor Relations section/Rompétrol Rafinare S.A./General Presentations.

In the case of the vote by correspondence, the Postal Ballot Paper Forms, filled in and signed for the OGMS and/or the EGMS, as the case may be, 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 3 months 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 registered as received at the Company's Correspondence Registration Department by no later than March 1, 2013, 16:00 o'clock, with the mention: **"FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF MARCH 5/6, 2013"**,

b) sent by e-mail incorporating an extended electronic signature as per Law no. 455/2001 on the electronic signature, by no later than March 1, 2013, 16:00 o'clock, at the address: [Carmen.Chitu@rompetrol.com](mailto:Carmen.Chitu@rompetrol.com), mentioning in the Subject line: **"FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF MARCH 5/6, 2013"**.

The postal ballot paper 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 OGMS and/or EGMS, as the case may be.

When filling in the Powers of Attorney and the Postal Ballot Paper Forms according to the foregoing, please consider as well the possibility to supplement the Agenda by new items, in which case the reviewed Agenda shall be published until February 21, 2013. In this case, the updated special powers of attorney and the updated Ballot paper forms can be obtained from the Company's headquarters, room 104, on each business day, between 9:00 - 15:30 o'clock, and they can be downloaded from the Company's website [www.rompetrol.com](http://www.rompetrol.com), as of February 22, 2013.

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IBAN: RO81BRDE4505V01026644500  
Share capital: RON 4.410.920.572,6

12  
Phone: + (40) 241 50 60 00  
Phone: + (40) 241 50 61 00  
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<http://www.rompetrol.com>  
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**ROMPETROL**

On the convening date, the Company's registered 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 within the General Meeting of Shareholders.

Further information may be obtained at the telephone number 0241/506553 during business days between 9:00 - 15:30 o'clock and from the Company's website [www.rompetrol.com](http://www.rompetrol.com), Investor Relations section.

**Chairman of the Board of Directors**

  
\_\_\_\_\_  
**Azamat ZHANGULOV**

**Chief Executive Officer**

  
\_\_\_\_\_  
**Sorin GRAURE**



**Chief Financial Officer**

  
\_\_\_\_\_  
**Vasile-Gabriel MANOLE**

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Rompétrol SA  
J13/534/1991  
CUI RO 1860712  
215 Năvodari Blvd. The  
Administrative Pavillion  
905700 Năvodari  
ROMANIA

UniCredit Țiriac Bank SA Constanța  
IBAN: RO22BACX0000000030500310  
BRD Group Societe Generale SA -  
Big Corporate Clients Branch,  
Bucharest  
IBAN: RO81BRDE450SV01026644500  
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