

**CONVENING NOTICE**

The Board of Directors of **S.C. ROMPETROL RAFINARE S.A.**, hereinafter referred to as the "Company", headquartered in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța county, registered with the Constanța Trade Registry under no. J13/534/1991, having the sole registration code 1860712, in accordance with article 117 of Law no. 31/1990 on trading companies, republished, as further amended and supplemented, of Law no. 297/2004 on the capital market, as further amended and supplemented, of the NSC Regulation no. 6/2009 on the exercise of certain rights of shareholders within the general meetings of companies, as subsequently amended and supplemented, of the Company's Articles of Incorporation,

HEREBY CONVENES

The Ordinary General Meeting and the Extraordinary General Meeting of Shareholders on March 5, 2013, at 10:00 o'clock – the Ordinary General Meeting of Shareholders, respectively at 11:00 o'clock – the Extraordinary General Meeting of Shareholders (hereinafter collectively referred to as the "Meetings"), at the Company's headquarters, as aforementioned.

In the event that, on the aforementioned date, the quorum laid down by law and by the Company's Articles of Incorporation for keeping the Meetings fails to be met, the Board of Directors shall convene, pursuant to art. 118 of Law no. 31/1990, the second Ordinary General Meeting and/or the second Extraordinary General Meeting of Shareholders for **March 6, 2013, at 10:00 o'clock (Ordinary General Meeting)**, respectively at **11:00 o'clock (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:

1. To approve the termination of the mandate of member of the Board of Directors of Mr. Arman Kairdenov, further to his request to resign from this position as of 20.12.2012.

The discharge of Mr. Arman Kairdenov from liability for its director's mandate for the period 01.01.2012 – 19.12.2012 shall be adopted upon the approval of the Company's financial statements for the financial year 2012.

2. To elect Mr. Sorin Graure as member of the Company's Board of Directors, for a mandate which shall start on the date of this Ordinary General Meeting of Shareholders and which shall expire on 30.04.2014 (the date of expiry of the mandate of the current members of the Board of Directors), further to the resignation from the capacity of director of the Company of Mr.

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Arman Kairdenov as per item 1 on the agenda of the OGMS. Mr. Sorin Graure is a Romanian citizen, domiciled in Constanța, Romania. Information regarding the professional capacity of Mr. Sorin Graure shall be available as of February 1st, 2013, on the Company's website www.rompetrol.com, Investor Relations Section.

3. To appoint/approve the Company's financial auditor, further to the expiry of the term of the audit services agreement and to set out the minimum validity term of the audit services agreement.

4. 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 OGMS.

5. 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 OGMS and to carry out any and all legal formalities for the registration, publicity, enforceability and publication thereof.

The Extraordinary General Meeting of Shareholders (hereinafter the "EGMS") has the following 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 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 (the "Loan Agreement"), having as object the amount of USD 800,000,000, in the sense of an increase of the loan by USD 150,000,000.

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.



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.

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.

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, Section Investor Relations/Romp Petrol 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). 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

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Bucharest
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Share capital: RON 4.410.920.572,6

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www.rompetrol.com, Section Investor Relations/Rompetrol 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, 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

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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, 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, Investor Relations section/Rompetrol 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). 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

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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, 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, Investor Relations section/Rompetrol 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

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the address: 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, as of February 22, 2013.

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, Investor Relations section.

Chairman of the Board of Directors
Azamat Zhangulov

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