



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 of Shareholders on April 29, 2013, at 10:00 o'clock, 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 **Ordinary General Meeting of Shareholders** fails to be met, the Board of Directors shall convene, pursuant to art. 118 of Law no. 31/1990, **the second Ordinary General Meeting of Shareholders for April 30, 2013, at 10:00 o'clock**, in the same place and with the same agenda and with the same Reference Date.

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

- To discuss and approve the annual individual financial statements having as closing day the day of December 31, 2012**, prepared in accordance with the International Financial Reporting Standards (IFRS), as laid down by the Order of the Minister of Public Finance no. 1286/2012, based on the Annual Report of the Board of Directors drafted pursuant to the provisions of NSC Regulation no. 1/2006, as further amended, and on the Financial Auditor's Report drawn up by Ernst & Young Assurance Services S.R.L.
- To discuss and approve the annual consolidated financial statements having as closing day the day of December 31, 2012** (including the statements of Rompetrol Rafinare S.A. and those of its subsidiaries: Rompetrol Petrochemicals S.R.L., Rompetrol Downstream S.R.L., Rom Oil S.A., Rompetrol Quality Control S.R.L., Rompetrol Logistics S.R.L. (with the Rompetrol Gas S.R.L. subsidiary), prepared in accordance with the International Financial Reporting Standards (IFRS), based on the Report of the Board of Directors and on the Financial Auditor's Report.
- To approve the discharge from liability of the Company's directors for the activity conducted during the financial year 2012**, further to the submitted reports.
- To approve the income and expenditure budget and the Company's business schedule for 2013, including the investment plan for 2013.**



5. **To establish the fee payable to the members of the Board of Directors** for the financial year 2013.
6. **To approve the date of May 17, 2013, as registration date**, within the meaning of article 238 par. (1) under Law no. 297/2004, for the identification of the shareholders that are subject to the effects of the decisions adopted within this OGMS.
7. **To authorize Mr. Sorin Graure**, member of the Board of Directors and General Manager of the Company, being entitled to sub-delegate third parties to act for such purpose, with a view to conclude and/or sign for and on behalf of the Company and/or of its shareholders the decisions which are to be adopted within this OGMS and to carry out any and all requisite proceedings for such adopted resolutions to be registered, rendered enforceable against third parties and published.

The reference date is the date of April 18, 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. Bucharest, are entitled to attend and to vote within this OGMS, pursuant to the legal provisions, **in person** (by legal representatives) or **by proxy**, based on a Special Power of Attorney, or, in prior to the Meeting, **by correspondence**, based on a Postal Ballot Paper.

As of March 29, 2013, **the convening notice of the OGMS** (in Romanian and English), the full text of **documents**, the **information materials** concerning the items/aspects included on the agenda of the Meeting, the documents that are to be submitted to the OGMS, **the Special Powers of Attorney forms** for the representation of shareholders within the OGMS, which are to be updated if new items or resolutions are to be added to the agenda (available in both Romanian and English), the **Postal Ballot Paper forms** for the participation of shareholders within the OGMS, which are to be updated if new items or resolutions are to be added on the agenda (available in both Romanian and English), and the **resolution drafts** for the items on the agenda of the OGMS, 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, and they can be downloaded from the Company's website www.rompetrol.com, Section Investor Relations/Rompetrol Rafinare/Investor Relations/Presentations.

We are hereby informing you that the Company's Registration Office is closed during non-business days and legal holidays, and during business days it is open between 8:00 – 16:00 (from Monday to Friday).

Shareholders may submit a written application asking for copies of these documents, by courier/post (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

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Rompetrol 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 Generale 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



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.

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 OGMS**, provided that each such item is accompanied by an explanatory note or by a resolution draft submitted to the general meeting for adoption. These rights may only be exercised solely in writing (delivered by courier/post or by electronic mail) by no later than **April 11, 2013, 16.00 o'clock**. If, further to the exercise of these rights, the agenda of the OGMS 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 OGMS by no later than **April 11, 2013, 16.00 o'clock**.

Proposals regarding the insertion of new items on the agenda of the OGMS, respectively those regarding the resolution drafts for the items included on or proposed to be included on the agenda of the OGMS, must be accompanied by copies certified subject to one's own liability of the documents attesting the identity 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 - identity card of the legal representative) as the case may be, together with the documents attesting the capacity of legal representative, namely a certificate attesting company's details issued by the Trade Registry, in original or in true copy with the original issued by a competent authority in the state in which the shareholder is legally registered which certifies the capacity of legal representative, issued by no more than 3 months in prior to the date of publication of this convening notice of the OGMS, and can be transmitted to the Company as follows:

a) delivered/transmitted at the Company's Registration Office in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța county, in closed envelope, with the mention: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 29TH/30TH, 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 GENERAL MEETING OF SHAREHOLDERS OF APRIL 29TH/30TH, 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 OGMS** so that they might be registered with the company by no later than **April 22, 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/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 GENERAL MEETING OF SHAREHOLDERS OF APRIL 29TH/30TH, 2013**"), or by electronic means (at the e-mail address Carmen.Chitu@rompetrol.com). With a view to identify and prove the capacity of shareholder of the persons referring such inquiries to the Company, they will enclose to their inquiry copies certified subject to their own liability of the documents attesting their identity (identity card/Passport/Residence Permit in the case of natural persons, respectively identity card/passport/residence permit of the legal representative together with a document attesting the capacity of legal representative, namely a certificate attesting company's details issued by the Trade Registry, in original or in true copy with the original issued by a competent authority in the state in which the shareholder is legally registered which certifies the capacity of legal representative, issued by no more than 3 months in prior to the date of publication of this convening notice of the OGMS.

The shareholders **may attend the OGMS either in person or by their legal or designated representative ("Proxy")** subject to a special power of attorney.

Shareholders may be represented as well within the OGMS by other persons than the shareholders, save for directors, based on a Special Power of Attorney issued for this OGMS, the form of which (in Romanian and English) can be obtained from the Company's headquarters or downloaded from the Company's website, starting with **March 29th, 2013**. An original of the Special Power of Attorney, in Romanian and/or English, filled in and signed by the shareholder, jointly with a copy of the valid identity card of the shareholder certified on the latter's own liability (for the case of natural persons - identity card for Romanian citizens or, as the case may be, passport/residence permit for foreign citizens, respectively for the case of legal persons - identity document of the legal representative) as the case may be, jointly with the documents attesting the capacity of legal representative, respectively an ascertaining certificate issued by the Trade Registry, in original or true copy, issued by a competent authority from the state in which the shareholder is legally registered and attesting the capacity of legal representative, dated no later than 3 months before the publication of this convening notice for the OGMS will be filed/dispatched at the Company's Correspondence Registration Office in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța county, until **April 26th, 2013, 16:00 o'clock**, in a closed envelope, with the following mention, clearly written and capitalized: "**FOR THE GENERAL ORDINARY MEETING OF SHAREHOLDERS AS OF APRIL 29TH/30TH, 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 by e-mail with incorporated extended electronic signature (as per the Law no. 455/2001 on electronic signature) until **April 26th, 2013, 16:00 o'clock**, at the latest, at the address: Carmen.Chitu@rompetrol.com, mentioning in the Subject line: "**FOR THE GENERAL ORDINARY MEETING OF SHAREHOLDERS AS OF APRIL 29TH/30TH, 2013**".

The special powers of attorney, in Romanian and/or English, which are not received at the Company's Correspondence Registration Department/e-mail address specified in 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.



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 (in Romanian and/or English) corresponding to this OGMS, which may be obtained as of March 29th, 2013, at the Company's headquarters, room 104 and from the Company's website www.rompetrol.com, Investor Relations section/Rompetrol Rafinare S.A./Presentations.

Upon the date of the General Ordinary Meeting of the Shareholders, the access and/or vote by correspondence of the shareholders entitled to attend the OGMS shall be permitted following the proof of the identity thereof made for natural person-shareholders by means of identity document (identity card for Romanian citizens or, as the case may be, by passport/residence permit for foreign citizens) and for legal person-shareholders by means of identity document of the legal representative (identity card for Romanian citizens or, as the case may be, by means of passport/residence permit for foreign citizens).

The capacity of legal representative shall be proved by means of an ascertaining certificate issued by the Trade Registry or any other document issued by a competent authority from the state in which the shareholder is legally registered, attesting the capacity thereof of legal representative, presented in original or certified copy, dated no later than 3 months before the publication of this Convening Notice for the General Meeting of the Shareholders.

The representatives of the natural persons shall be identified by means of the identity document (identity card for Romanian citizens or, as the case may be, by passport/residence permit for foreign citizens), accompanied by a Special Power of Attorney signed by the natural person-shareholder.

The representatives of the legal person-shareholders shall prove their legal representation capacity by means of the identity document (identity card for Romanian citizens or, as the case may be, passport/residence permit for foreign citizens), accompanied by a Special Power of Attorney signed by the legal representative of the respective legal person-shareholder. The representatives of the legal person-shareholders shall present as well a document attesting the capacity of legal representative of the person signing the Special Power of Attorney (proof issued by a competent authority, in original or certified copy, dated no later than 3 months before the publication of this Convening Notice for the OGMS. If the Special Power of Attorney was transmitted to the Company by e-mail, the Proxies shall provide the technical secretary's office with the original thereof.

In the case of the vote by correspondence, the Postal Ballot Paper Form, filled in and signed for the OGMS, accompanied by a copy of the valid identity card of the shareholder certified on the latter's own liability (in the case of natural persons - identity card/passport/residence permit, and in the case of legal persons - the aforementioned documents, as well as a document attesting the capacity of legal representative of the person signing the postal ballot paper form, proof issued by a competent authority, in original or true copy, dated no later than 3 months before the publication of this convening notice for the OGMS) 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 April 26th, 2013, 16:00 o'clock, with the mention: "FOR THE GENERAL ORDINARY MEETING OF SHAREHOLDERS AS OF APRIL 29TH/30TH, 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 April 26th, 2013, 16:00 o'clock**, at the address:



Carmen.Chitu@rompetrol.com, mentioning in the Subject line: **"FOR THE GENERAL ORDINARY MEETING OF SHAREHOLDERS AS OF APRIL 29TH/30TH, 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.

The Special Powers of Attorney and/or postal ballot paper forms will contain the information set forth in the forms provided by the Company, clearly stating the vote for each item on the agenda.

When filling in the Powers of Attorney and the Postal Ballot Paper Forms according to the foregoing, please consider as well the possibility that the Agenda may be supplemented by new items, in which case **the reviewed Agenda shall be published by April 17th, 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 April 17th, 2013**.

If the Agenda is supplemented and the shareholders fail to transmit the revised and updated form of the special powers of attorney and/or postal ballot paper forms, the special powers of attorney and the postal ballot paper forms sent in prior to the supplementation of the agenda shall be considered only in relation to the issues present on the revised agenda.

The Credit Institutions rendering custody services to the Company's shareholders may sign and transmit the Special Powers of Attorney/postal ballot paper forms via correspondence, on behalf of their clients, subject to the rights they were conferred with in the custody agreements or to specific voting instructions received from the clients in relation to these General Ordinary Meetings of the Company's Shareholders.

In this case, the Special Powers of Attorney/postal ballot paper forms shall be accompanied by an affidavit issued by the credit institution to which the Special Power of Attorney for representation purposes was issued, stating that:

- (i) The credit institution renders custody services for the respective shareholder;
- (ii) The instructions contained in the Special Power of Attorney are identical with the instructions contained by the SWIFT message received by the credit institution for the purpose of voting for and on behalf of that respective shareholder;
- (iii) The Special Power of Attorney was signed by the shareholder.

The special powers of attorney/postal ballot paper forms and the affidavit issued by the credit institution designated to attend the meeting subject to the Special Power of Attorney, will be submitted at the Company's headquarters in original, signed and, as the case may be, stamped or transmitted by e-mail to the address: Carmen.Chitu@rompetrol.com, within the terms mentioned hereinabove, no other proceedings being necessary with respect to the form of the said documents.

Any documents drafted in a foreign language, other than English (save for the identification documents valid on the Romanian territory) shall be accompanied by a sworn translation in Romanian or English.



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On the convening date, the Company's registered share capital is of Lei 4,410,920,572.60, consisting of 44,109,205,726 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/Rompétrol Rafinare/Investors Relations/Presentations.

Chairman of the Board of Directors
Azamat Zhangulov



Rompétrol 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 Generale 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