



**ROMPETROL**

**INFORMATION MATERIAL**  
**regarding the issues submitted for debate to the**  
**Ordinary General Meeting of Shareholders of**  
**S.C. ROMPETROL RAFINARE S.A.**  
**of June 18<sup>th</sup>/19<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 Ordinary General Meeting of Shareholders for **18 June 2013, 10:00 a.m.**, at the Company head office.

In the event that at the aforementioned 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 Ordinary General Meeting of Shareholders („OGMS”) for **19 June 2013, 10:00 a.m.**, at the Company head office.

**I. GENERAL:**

**A. INFORMATION REGARDING THE SHAREHOLDERS**

At the date of this notice of meeting the Company's share capital, subscribed and paid up in full, is of lei 4,410,920,572.60, represented by 44,109,205,726 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 OGMS, according to the last Shareholders' Registry having the consolidation date 18 April 2013, 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.

**Rompetro Rafinare SA**  
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**CUI RO 1860712**  
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**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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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 Ordinary 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, the meeting held on a second call can deliberate on the items on the Agenda of the first meeting, regardless of the quorum present, passing the resolutions with the majority of the votes expressed.

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 by the law and the Articles of Incorporation for the organization for the General Meeting.

One of the secretaries shall draft the minute of the Ordinary General Meeting, attaching the documents related to the notice of meeting as well as the shareholders attendance lists.

The Resolutions of the Ordinary General Meeting shall be passed by show of hands, except for the cases where the general meeting decides for ballot vote or if the law enforces the ballot vote and shall be binding, including for the shareholders who did not attend the meeting or voted against.

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In accordance with the provisions of art. 130 par.2 of the Law no. 31/1990

*"The ballot vote is mandatory for the appointment or dismissal of the members of the board of directors, namely of the supervisory board, for the appointment, dismissal or removal of the internal auditors and the financial auditors and for passing resolutions regarding the liability of the members of the administrative, management and control bodies of the company."*

Such provisions are included also in the special regulations regarding securities and in the statutory provisions.

Therefore:

- To revocation of Mr. Dumitru-Remus Vulpescu from the position of member of the Board of Directors, the vote shall be by ballots;
- to elect a new member of the Board of Directors, the vote shall be by ballots;
- to appoint the Company's financial auditor, the vote shall be by ballots;
- for all the other issues on the agenda, the vote shall be by show of hands.

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

Finding that the legal requirements and the provisions of the Articles of Incorporation are complied with in order to organise the general meeting, the agenda of the meeting shall be discussed.

**The Ordinary General Meeting called for June 18<sup>th</sup>, 2013, namely June 19<sup>th</sup>, 2013 (the second notice of meeting), includes on its agenda the following items:**

### **1. Revocation of Mr. Dumitru-Remus Vulpescu from the position of member of the Company's Board of Directors.**

Mr. Dumitru-Remus Vulpescu shall be discharged of administration for his mandate of member of the Board of Directors in 2013 upon the approval of the Company's financial statements for the financial year 2013.

### **2. Election of Mr. Gabriel Dumitraşcu in the position of member of the Company's Board of Directors for a mandate starting with the date of this Ordinary General Meeting of the Shareholders and expiring on 30.04.2014 (the expiry date of the current mandate of the members of the Board of Directors).**



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Mr. Gabriel Dumitraşcu is a Romanian citizen, domiciled in Bucharest, Romania. Further information concerning the professional activity of Mr. Dumitraşcu will be available starting with 17.05.2013 on the Company's website [www.rompetrol.com](http://www.rompetrol.com), Investors Relations Section.

**3. Approval of the date of 5<sup>th</sup> of July 2013 as registration date**, according to art. 238, par. (1) of the Law no. 297/2004, for identification of the shareholders that fall under the scope of the resolutions adopted in the GOMS.

**4. Empowerment of Mr. Sorin Graure**, member of the Board of Directors and General Manager of the Compan, to conclude and/or sign for and on behalf of the Company and/or the Company's shareholders, the resolutions following to be adopted in this GOMS and to carry out any and all legal formalities concerning the registration, publication and enforcement of the resolutions thus adopted, Mr. Graure being granted the possibility to sub-appoint third parties to this effect.

### PRESENTATION:

#### Items 1 and 2 on the agenda:

According to the Law no. 31/1990 on trade companies, the candidates for the positions of members of the Board of Directors may be nominated by the current members of the Board of Directors or by the shareholders of Rompetrol Rafinare. The Board of Directors consists of 5 (five) members, appointed for a 4 (four)-year mandate, according to the provisions of the Articles of Incorporation.

According to the aforementioned provisions, the members of the Board of Directors have to be elected by the Ordinary General Meeting of the Shareholders.

Whereas the request formulated by the significant shareholder Romanian State, represented by the Ministry of Economy through the Office of State Ownership and Privatisation in Industry (OPSPI), holder of 19,715,009,053 shares representing 44.6959% of the share capital, via the address registered under number OPSPI 3321 as of May 8<sup>th</sup>, 2013 (respectively no. RRC 3610 as of May 8<sup>th</sup>, 2013) – appended to this informative material,

Considering the provisions of article 119 of the Law no. 31/1990: "(1) The Board of Directors, respectively the directorate, shall convene at once the general meeting upon the request of the shareholders representing, either individually or jointly, at least 5% of the share capital or even less, if the articles of incorporation provides so and if the request contains dispositions falling under the scope of the general meeting of the shareholders.

(2) The General Meeting shall be convened within 30 days at the most and shall get together within 60 days at the most as of the receipt of the request",

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The Board of Directors of Rompetrol Rafinare convened in session on May 13<sup>th</sup>, 2013, in accordance with art. 119, par. 1 of the Law no. 31/1990 on trade companies, as republished and subsequently amended and completed, of the Law no. 297/2004 on capital market, as subsequently amended and completed, the National Securities Commission Regulation no. 6/2009 on the exercise of certain rights of the shareholders within the general meetings of the trade companies, as subsequently amended and completed, the Company's Articles of Incorporation, acknowledged the request of OPSPI and in accordance with the Resolution no. 2 as of May 13<sup>th</sup>, 2013, convened the Ordinary General Meeting of the Shareholders for June 18<sup>th</sup>, 2013 – first convening, namely June 19<sup>th</sup>, 2013 – the second convening. The agenda of the GOMS contains under items 1 and 2 the proposals formulated by the Ministry of Economy through OPSPI.

Under item 1 on the agenda of this OGMS, the shareholder Ministry of Economy through OPSPI requests on behalf of the Romanian State the approval for the revocation and, consequently, for the termination of the mandate of Mr. Dumitru-Remus Vulpescu as member of the Board of Directors.

As well, under item 1 on the agenda, the Board of Directors proposes that the shareholders approve the discharge of Mr. Dumitru-Remus Vulpescu of the management duties exercised during 2013, throughout his mandate as member of the Board of Directors, upon the date the financial statements of the company are approved.

Under item 2 on the agenda of this OGMS, the significant shareholder Romanian State, represented by the Ministry of Economy through OPSPI, requests that **Mr. Gabriel Dumitrașcu be elected as member of the Company's Board of Directors**, such request being exercised via the address number OPSPI 3321 as of May 8<sup>th</sup>, 2013 (respectively no. RRC 3610/May 8<sup>th</sup>, 2013) – attached to this informative material.

We hereby mention that the Ministry of Economy through OPSPI transmitted the aforementioned address jointly with the curriculum vitae of Mr. Gabriel Dumitrașcu, such document following to be made available to the shareholders starting with May 17<sup>th</sup>, 2013 pursuant to the publication thereof on the company's website [www.rompetrol.com](http://www.rompetrol.com), Investors Relations Section.

As published in the convening notice of this OGMS, the information concerning the professional qualification of Mr. Gabriel Dumitrașcu will be available as of May 17<sup>th</sup>, 2013, on the Company's website [www.rompetrol.com](http://www.rompetrol.com), Investors Relations Section.

Mr. Gabriel Dumitrașcu is a Romanian citizen, domiciled in Bucharest, Romania.

The shareholders are entitled to submit other proposals for the position of director until May 28<sup>th</sup>, 2013, 16.00 p.m. These proposals shall be accompanied by information such as



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name, domicile and professional qualification of the persons proposed for the respective position and a copy of the valid identity card of the shareholder.

The final list of the candidates proposed by the shareholders of the Company for the position of director, as well as their related files attesting the professional qualification thereof can be downloaded from the Company's website [www.rompetrol.com](http://www.rompetrol.com), Investors Relation Section/Rompetrol Rafinare/Presentations or can be consulted, upon request, during each business day, between 09:00 a.m.-15:30 p.m, at the Company's headquarters, room 104.

Considering that the mandate of the current members of the Board of Directors will expire on 30.04.2014, it was proposed that the mandate of the new director of the Company that will be elected subject to confidential vote of the shareholders during this OGMS, be exercised until 30.04.2013.

**Items 3 on the agenda:**

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

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

Considering the legal provisions, the Board of Directors proposed the date of July 5<sup>th</sup>, 2013, as registration date, pursuant to art. 238 of the Law no. 297/2004 on the capital market.

**Items 4 on the agenda:**

We hereby propose to empower Mister Sorin Graure, General Manager of the Company, in order to sign on behalf of the shareholders the resolutions to be adopted by the Ordinary General Meeting and to fulfil any and all legal formalities for the execution and registration of the adopted resolutions, with the possibility to transfer his mandate to third parties, including to lawyers. By the mandate given, Mr. Sorin Graure is empowered to fulfil any and all legal formalities for the registration, publicity, opposability, execution and publication of the adopted resolution.

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

**The reference date is the date of June 7<sup>th</sup>, 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 May 17<sup>th</sup>, 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 list containing information with respect to the name, place of domicile and professional qualification** of Mr. Gabriel Dumitraşcu proposed by the shareholder Romanian State represented by the Ministry of Economy through the Office of State Ownership and Privatization in Industry ("OPSPI") for the position of member of the Board of Directors, **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](http://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](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-

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mail address or the fax number where the respective shareholders wish to be delivered copies of the aforementioned documents.

As of May 29<sup>th</sup>, 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/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 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 **May 28<sup>th</sup>, 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 **May 28<sup>th</sup>, 2013, 16.00 o'clock**.

Shareholders shall be entitled to make other proposals for the position of director until the date of **May 28, 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 GENERAL MEETING OF SHAREHOLDERS OF JUNE 18/19, 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

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the Subject line: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF JUNE 18/19, 2013"**.

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 JUNE 18<sup>TH</sup>/19<sup>TH</sup>, 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 GENERAL MEETING OF SHAREHOLDERS OF JUNE 18<sup>TH</sup>/19<sup>TH</sup>, 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 **May 28<sup>th</sup>, 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/Rompetrol Rafinare/Investors Relations/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 JUNE 18<sup>TH</sup>/19<sup>TH</sup>, 2013"**), or by electronic means (at the e-mail address [Carmen.Chitu@rompetrol.com](mailto: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

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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 **May 17<sup>th</sup>, 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 **June 14<sup>th</sup>, 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 JUNE 18<sup>TH</sup>/19<sup>TH</sup>, 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 **June 14<sup>th</sup>, 2013, 16:00 o'clock**, at the latest, at the address: [Carmen.Chitu@rompetrol.com](mailto:Carmen.Chitu@rompetrol.com), mentioning in the Subject line: **"FOR THE GENERAL ORDINARY MEETING OF SHAREHOLDERS AS OF JUNE 18<sup>TH</sup>/19<sup>TH</sup>, 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

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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](mailto:office.rafinare@rompetrol.com)



**ROMPETROL**

using the postal ballot paper (in Romanian and/or English) corresponding to this OGMS, which may be obtained as of May 17<sup>th</sup>, 2013, at the Company's headquarters, room 104 and from the Company's website [www.rompetrol.com](http://www.rompetrol.com), Investor Relations section/Rompetrol Rafinare S.A./Investors Relations/Presentations.

Upon the date of the Ordinary General 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 Ordinary 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

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**Rompetrol Rafinare SA**  
J13/534/1991  
CUI RO 1860712  
B-dul Năvodari nr. 215,  
Pavilion Administrativ  
905700 Navodari  
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services, so that it might be registered as received at the Company's Correspondence Registration Department **by no later than June 14<sup>th</sup>, 2013, 16:00 o'clock, with the mention: "FOR THE GENERAL ORDINARY MEETING OF SHAREHOLDERS AS OF JUNE 18<sup>TH</sup>/19<sup>TH</sup>, 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 June 14<sup>th</sup>, 2013, 16:00 o'clock**, at the address: [Carmen.Chitu@rompetrol.com](mailto:Carmen.Chitu@rompetrol.com), mentioning in the Subject line: **"FOR THE GENERAL ORDINARY MEETING OF SHAREHOLDERS AS OF JUNE 18<sup>TH</sup>/19<sup>TH</sup>, 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 June 04<sup>th</sup>, 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 June 05<sup>th</sup>, 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 this General Ordinary Meeting 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;



## **ROMPETROL**

- (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](mailto: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](http://www.rompetrol.com), Investor Relations/Romp Petrol Rafinare/Investors Relations/Presentations.

### **Chairman of the Board of Directors**

  
Azamat ZHANGULOV

**Chief Executive Officer**

  
Sorin GRAURE

**Romp Petrol Rafinare SA**  
J13/534/1991  
CUI RO 1860712  
B-dul Năvodari nr. 215,  
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MINISTRY OF ECONOMY  
OFFICE OF STATE OWNERSHIP AND PRIVATISATION IN INDUSTRY

To,

**Board of Directors of S.C. Rompetrol Rafinare S.A.**

By virtue of article 119 (1) of the Law no. 31/1990, as subsequently amended and supplemented, the Ministry of Economy, on behalf of the Romanian State acting as shareholder with 19,715,009,053 shares, representing 44.6959% of the share capital of Rompetrol Rafinare SA, by means of the Office of State Ownership and Privatization in Industry, hereby requests to the Board of Directors of S.C. Rompetrol Rafinare S.A. to convene a general ordinary meeting of the shareholders, subject to the following agenda:

1. *"revocation of Mr. Remus Vulpescu from its capacity of member of the Board of Directors of S.C. Rompetrol Rafinare S.A."*
2. *"election of Mr. Gabriel Dumitraşcu as member of the Board of Directors of Rompetrol Rafinare S.A."*

The convening shall be made in compliance with the legal convening and publication formalities provided by the Law no. 31/1990 and GEO no. 109/2011.

The resolution projects proposed to be adopted by the General Ordinary Meeting of the Shareholders for the aforementioned issues, are:

Resolution no. 1: Mr. Remus Vulpescu is hereby revoked from the position of member of the Board of Directors of S.C. Rompetrol Rafinare S.A."

Resolution no. 2: Mr. Gabriel Dumitraşcu is hereby elected as member of the Board of Directors of Rompetrol Rafinare S.A.

The Curriculum Vitae of Mr. Gabriel Dumitraşcu is attached hereto.

Sincerely yours,

Head of Office,  
Gabriel DUMITRAŞCU

[signature/stamp of the Office Of State Ownership And Privatisation In Industry]