



No. 2201/March 18, 2020

**To: BUCHAREST STOCK EXCHANGE
FINANCIAL SUPERVISORY AUTHORITY**

Current report according to the provisions of FSA Regulation No.5/2018

Date of report: 18 March, 2020

ROMPETROL RAFINARE S.A.

Registered Seat: Năvodari, 215 Năvodari Blvd. (Administrative Facility), Constanta County

Telephone number: 0241/506100; 506553

Fax number: 0241/506930; 506901

Number of registration with the Trade Registry: J13/534/1991

Sole Registration Code: 1860712

Subscribed and paid-up capital: 4.410.920.572,60 lei

Regulated market on which the securities are traded: Bucharest Stock Exchange (market symbol RRC)

Significant event to be reported: Decision no. 2 adopted by the Board of Directors on March 17th 2020 with respect to the convening of the Ordinary General Meeting of Shareholders (“OGMS”) and Extraordinary General Meeting of Shareholders (“EGMS”) of Rompetrol Rafinare S.A. on April 29th, 2020 (April 30th, 2020 – second convening).

The Board of Directors of **Rompetrol Rafinare S.A.** (hereinafter referred to as “the Company” or “RRC”), in the meeting held on March 17, 2020, adopted the decision to convene:

the **Ordinary General Meeting of Shareholders**, in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța County, on **April 29, 2020** (first convening), starting at 11:00 a.m., respectively, **April 30, 2020** (the second convening), starting at 11:00 a.m. for all the shareholders registered in the Company Shareholders’ Registry held by Depozitarul Central S.A., Bucharest, at the end of **April 16th, 2020**, considered as **Reference Date** for this meeting,

and

the **Extraordinary General Meeting of Shareholders**, in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța County, on **April 29, 2020** (first convening), starting at 01:00 p.m., respectively, **April 30, 2020** (the second convening), starting at 01:00 p.m. for all the shareholders registered in the Company Shareholders’ Registry held by Depozitarul Central S.A., Bucharest, at the end of **April 16, 2020**, considered as **Reference Date** for this meeting,



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The Ordinary General Meeting of Shareholders has the following agenda:

- 1. Discussing and approving the individual annual financial statements concluded on December 31, 2019**, drawn up in accordance with International Financial Reporting Standards (“IFRS”), as set out in the decree of the Ministry of Public Finance No 2844/2016, subsequently amended and supplemented, based on the Annual Report of the Board of Directors drawn up in accordance with the provisions of the ASF Regulation No 5/2018, and the Report of the financial Auditor drawn up by Ernst & Young Assurance Services S.R.L.
- 2. Discussing and approving the consolidated annual financial statements concluded on December 31, 2019**, (including the financial statements of Rompetrol Rafinare S.A. and those of its subsidiaries: Rompetrol Downstream S.R.L., Rom Oil S.A., Rompetrol Quality Control S.R.L., Rompetrol Logistics S.R.L. (together with the subsidiary Rompetrol Gas S.R.L.) and Rompetrol Petrochemicals S.R.L., drawn up in accordance with IFRS, based on the Report of the Board of Directors and of the Financial Auditor.
- 3. The approval of the discharge of the administrators of the Company for the activity carried out during the financial year 2019**, based on the submitted reports.
- 4. The approval of the Income and Expenditure Budget for 2020, of the production program of the Company for 2020 and of the investment budget for 2020.**
- 5. The approval of the gross monthly remuneration** owed to the members of the Board of Directors for the financial year 2020, the tax and social contributions related to this remuneration, due by the members of the Board of Directors, being withheld and paid to the State budget in accordance with the provisions of the fiscal legislation, **as well as the setting of the general limit of the additional remunerations of the members of the Board of Directors to whom specific duties have been assigned within the Board of Directors.**
- 6. The Appointment of the Company’s Financial Auditor of Rompetrol Rafinare S.A.** for the auditing of the Company's financial statements for the financial year 2020, following the expiry of the contract for the provision of audit services, **and setting the minimum duration of the contract for the provision of audit services to 1 year.**
- 7. The approval of the date of:** (i) **May 19, 2020 as Registration Date**, according to art. 86 para. (1) of Law no. 24/2017; and (ii) **May 18, 2020 as Date „Ex Date”**, according to art. 2 para. 2 letter 1 of Regulation no. 5/2018.
- 8. The power of attorney of Mr Saduokhas Meraliyev**, Chairman of the Board of Directors, to conclude and/or sign the resolutions to be taken by this OGMS on behalf of the Company and/or of the shareholders of the Company **and of Mr. Felix Crudu-Tesloveanu**, General Manager of the Company, to carry out all the legal formalities for the registration, publicity, enforceability, enforcement and publication of resolutions taken, both with the possibility of submandating third parties.



The Extraordinary General Meeting of the shareholders has the following agenda:

1. i) The approval of the modification and completion of the Company's Articles of Association according to the proposal below, the rest of the provisions of the Articles of Association remaining unchanged:

It is noted that the shares held by the Romanian State issued by Rompetrol Rafinare are transferred by Depozitarul Central S.A. from the Romanian State through the Ministry of Energy to the Romanian State through the Ministry of Economy, Energy and Business Environment as a result of the implementation of the provisions of Emergency Ordinance no. 68/2019, and the modification of the articles corresponding to the Articles of Association of the Company is approved, amending the sub-paragraph (2) of art. 1, entitled "Shareholders", paragraph 1.1., Letter A., "Significant shareholders" in the Company's Articles of Association as follows:

"2) The Romanian state represented by the Ministry of Economy, Energy and Business Environment owns 19.715.009.053 fully paid-in shares of RON 1.971.500.905,3, representing 44,6959% of the share capital;"

ii) The approval of the update of the Company's Articles of Association following the approval of the previous item on the agenda.

2. The approval of the closure of the working point called "Constanta Facility", located in TMUC site organization building, Office No. 1, located within the Oil Terminal, South Platform Section, Constanta, with a surface of 15 sqm according to Contract no. 183/02.05.2019.

3. If the audited standalone financial statements for the financial year ends on December 31, 2019 are approved by the OGMS on April 29/30, 2020, 11:00 a.m., if the case, it is proposed to be approved a Resolution confirming the Company will carry on further its activity.

4. The approval of the date of: (i) **May 19, 2020 as Registration Date**, according to art. 86 para. (1) of Law no. 24/2017; and (ii) **May 18, 2020 as Date „Ex Date”**, according to art. 2 para. 2 letter 1 of Regulation no. 5/2018.

5. The power of attorney of Mr. Saduokhas Meraliyev, Chairman of the Board of Directors, to conclude and/or sign the resolutions to be taken by this EGMS on behalf of the Company and/or of the shareholders of the Company including the signature of the updated Company's Articles of Association **and Mr. Felix Crudu-Tesloveanu** to carry out all the legal formalities for the registration, publicity, enforceability, enforcement and publication of resolutions taken, both with the possibility of submandating third parties.

The convening notice of the Ordinary General Meeting of Shareholder and Extraordinary General Meeting of Shareholders as of April 29th/30th, 2020 and the documents related to the meetings agenda will be available to the shareholders according to the applicable legal and statutory provisions, starting with March 25, 2020, in electronic format on the Company's website www.Rompetrol-Rafinare.ro, Investors'



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Relations Section/General Meeting of the Shareholders subsection/ General Meeting of the Shareholders for the running year, well as at the Company's registered office.

The convening notice of the Ordinary General Meeting of Shareholders and Extraordinary General Meeting of Shareholders as of April 29th/30th, 2020 shall be published in the Official Gazette of Romania, Part IV and in a wide-spread newspaper.

The Convening Notice of the OGMS and EGMS was approved in the Company's Board of Directors meeting dated March 17th, 2020.

Attached:

- **Convening Notice of the Ordinary General Meeting of Shareholders and Extraordinary General Meeting of Shareholders on April 29th/30th, 2020.**

ROMPETROL RAFINARE S.A.

Chairman of the Board of Directors

Saduokhas Meraliyev



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CONVENING NOTICE

The Board of Directors of the company **ROMPETROL RAFINARE S.A.**, hereinafter referred to as the “Company”, headquartered in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța County, registered with Constanța Trade Register under no. J13/534/1991, having the sole registration code 1860712, convened on March 17th, 2020, on the grounds of art. 117 of Law no. 31/1990 on commercial companies, republished as further amended and supplemented, of Law no. 24/2017 on the issuers of financial instruments and market operations, of the Financial Supervisory Authority’s (ASF) Regulation no. 5/2018 on the issuers of financial instruments and market operations as well as the Company’s Articles of Association,

HEREBY CONVENES

The Ordinary General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders for the date of **April 29th, 2020, at 11:00 a.m.** (Romanian time) – **the Ordinary General Meeting, respectively at 01:00 p.m.** (Romanian time) – **the Extraordinary General Meeting** (hereinafter collectively referred to as the “**Meetings**”), at the above-mentioned headquarters of the Company, for all the shareholders registered in the Company’s Shareholders Register, held by the company Depozitarul Central S.A. Bucharest, at the end of the day on **April 16th, 2020**, considered as the **Reference Date** for these meetings.

In the case that on the aforementioned date, the quorum requirements stipulated by the law and by the Articles of Incorporation of the Company are not fulfilled for kiping Meetings, the Board of Directors shall convene, based on art. 118 of Law no 31/1990, **the second Ordinary General Meeting of Shareholders and the second Extraordinary General Meeting of Shareholders on April 30th, 2020, at 11:00 a.m.**, Romanian time (Ordinary General Meeting), **respectively at 01:00 p.m.** (Extraordinary General Meeting), at the same place, with the same agenda and Reference Date.

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

- 1. Discussing and approving the individual annual financial statements concluded on December 31, 2019**, drawn up in accordance with International Financial Reporting Standards (“IFRS”), as set out in the decree of the Ministry of Public Finance No 2844/2016, subsequently amended and supplemented, based on the Annual Report of the Board of Directors drawn up in accordance with the provisions of the ASF Regulation No 5/2018, and the Report of the financial Auditor drawn up by Ernst & Young Assurance Services S.R.L.
- 2. Discussing and approving the consolidated annual financial statements concluded on December 31, 2019**, (including the financial statements of Rompetrol Rafinare S.A. and those of its



subsidiaries: Rompetrol Downstream S.R.L., Rom Oil S.A., Rompetrol Quality Control S.R.L., Rompetrol Logistics S.R.L. (together with the subsidiary Rompetrol Gas S.R.L.) and Rompetrol Petrochemicals S.R.L., drawn up in accordance with IFRS, based on the Report of the Board of Directors and of the Financial Auditor.

3. The approval of the discharge of the administrators of the Company for the activity carried out during the financial year 2019, based on the submitted reports.

4. The approval of the Income and Expenditure Budget for 2020, of the production program of the Company for 2020 and of the investment budget for 2020.

5. The approval of the gross monthly remuneration owed to the members of the Board of Directors for the financial year 2020, the tax and social contributions related to this remuneration, due by the members of the Board of Directors, being withheld and paid to the State budget in accordance with the provisions of the fiscal legislation, **as well as the setting of the general limit of the additional remunerations of the members of the Board of Directors to whom specific duties have been assigned within the Board of Directors.**

6. The Appointment of the Company's Financial Auditor of Rompetrol Rafinare S.A. for the auditing of the Company's financial statements for the financial year 2020, following the expiry of the contract for the provision of audit services, **and setting the minimum duration of the contract for the provision of audit services to 1 year.**

7. The approval of the date of: (i) May 19, 2020 as Registration Date, according to art. 86 para. (1) of Law no. 24/2017; and **(ii) May 18, 2020 as Date „Ex Date”**, according to art. 2 para. 2 letter 1 of Regulation no. 5/2018.

8. The power of attorney of Mr Saduokhas Meraliyev, Chairman of the Board of Directors, to conclude and/or sign the resolutions to be taken by this OGMS on behalf of the Company and/or of the shareholders of the Company **and of Mr. Felix Crudu-Tesloveanu**, General Manager of the Company, to carry out all the legal formalities for the registration, publicity, enforceability, enforcement and publication of resolutions taken, both with the possibility of submandating third parties.

The Extraordinary General Meeting of the shareholders (hereinafter referred to as “EGMS”) has the following agenda:

1. i) The approval of the modification and completion of the Company's Articles of Association according to the proposal below, the rest of the provisions of the Articles of Association remaining unchanged:

It is noted that the shares held by the Romanian State issued by Rompetrol Rafinare are transferred by Depozitarul Central S.A. from the Romanian State through the Ministry of Energy to the Romanian State through the Ministry of Economy, Energy and Business Environment as a result of the implementation of the provisions of Emergency Ordinance no. 68/2019, and the modification of the articles corresponding to the Articles of Association of the Company is approved, amending the sub-paragraph (2) of art. 1, entitled "Shareholders", paragraph 1.1., Letter A., "Significant shareholders" in the Company's Articles of Association as follows:



“2) *The Romanian state represented by the Ministry of Economy, Energy and Business Environment owns 19.715.009.053 fully paid-in shares of RON 1.971.500.905,3, representing 44,6959% of the share capital;*”

ii) **The approval of the update of the Company’s Articles of Association** following the approval of the previous item on the agenda.

2. **The approval of the closure of the working point called “Constanta Facility”, located in TMUC site organization building, Office No. 1, located within the Oil Terminal, South Platform Section, Constanta**, with a surface of 15 sqm according to Contract no. 183/02.05.2019.

3. If the audited standalone financial statements for the financial year ends on December 31, 2019 are approved by the OGMS on April 29/30, 2020, 11:00 a.m., if the case, it is proposed to be approved a Resolution confirming the Company will carry on further its activity.

4. **The approval of the date of:** (i) **May 19, 2020 as Registration Date**, according to art. 86 para. (1) of Law no. 24/2017; and (ii) **May 18, 2020 as Date „Ex Date”**, according to art. 2 para. 2 letter 1 of Regulation no. 5/2018.

5. **The power of attorney of Mr. Saduokhas Meraliyev**, Chairman of the Board of Directors, to conclude and/or sign the resolutions to be taken by this EGMS on behalf of the Company and/or of the shareholders of the Company including the signature of the updated Company's Articles of Association **and Mr. Felix Crudu-Tesloveanu** to carry out all the legal formalities for the registration, publicity, enforceability, enforcement and publication of resolutions taken, both with the possibility of submandating third parties.

a) **Documents related to the OGMS and EGMS agenda**

Starting with March 25th, 2020, the convening notice of OGMS and EGMS(in Romanian and English languages), **the meeting materials (documents or information** regarding the issues on the agenda), **the special Power of Attorney forms** for the representation of the shareholders within the OGMS and EGMS, which shall be updated if new items or resolutions proposals are to be added on the agenda (available in Romanian and English languages), **the Correspondence Voting Ballot forms** for the participation and vote of shareholders within the OGMS and EGMS, which will be updated if new items or resolutions proposals are to be added on the agenda (available in Romanian and English languages) and the **draft resolutions for the items on the agenda of the OGMS and EGMS**, shall be made available to the shareholders at the Company’s headquarters (Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța County), room 104, email: Investor.Relations.RRC@rompetrol.com, mentioning as subject: **“FOR THE ORDINARY / EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 29th/30th, 2020”** on each working day, between 09:00 – 16:00 (Romanian time), and these may be downloaded from the Company’s website www.rompetrol-rafinare.ro, Section Investor Relations, sub-section Shareholders General Assembly / Shareholders General Assembly for the running year.

If the case would be, the updated agenda shall be published **starting with April 15, 2020**, as per the legal provisions.



b) Shareholders' proposals regarding the OGMS and EGMS

One or more shareholders, individually or collectively representing, **at least 5% of the share capital** of the Company has/have the right, under the conditions of the law, to request the Board of Directors of the Company to include **new items on the agenda of the OGMS and/or EGMS**, as well as/or to **present new resolutions drafts** for the items included or proposed to be included on the agenda of the OGMS and/or EGMS, by registered mail with receipt confirmation / delivery, mentioning on the envelope, clearly in capital letters ***“PROPOSAL OF NEW ITEMS ON THE AGENDA / RESOLUTIONS – FOR THE ORDINARY / EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF APRIL 29th/30th, 2020”***, so as to be registered as received by Company's registration desk until **April 10th, 2020, at 4:00 p.m.** (Romanian time).

The documents submitted in a foreign language, other than English (except for the identity documents valid on the territory of Romania) shall be accompanied by a sworn translation, in Romanian or English languages.

The rights above stipulated can be exerted only in writing, the shareholders having to send the request, such as to be registered as received by the Company's Registration desk until the latest **April 10th 2020, at 4.00 p.m.** (Romanian time), either by mail or courier services (to the address: Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța County - mentioning: ***“FOR THE ORDINARY / EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF APRIL 29th/30th, 2020”***), either by electronic communication means (e-mail: Investor.Relations.RRC@rompetrol.com, mentioning as subject: ***“FOR THE ORDINARY / EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 29th/30th, 2020”***, respectively fax number: +40 241 50.69.01) to the attention of Mrs. Carmen Chițu.

Please be informed that the Company's Registration desk is closed on non-business days and legal holidays, and open on business days between 8:00 a.m. and 4:00 p.m., Romanian time (Monday to Friday).

c) Shareholders right to address questions referring to the agenda of the Meetings

Each shareholder participating to the share capital **has the right to address in writing questions referring to the items of the agenda of the Meetings**, so that they be registered as received by the Company's Registration desk **until latest April 10th, 2020, at 4:00 p.m.** (Romanian time) and the Company shall answer the questions addressed by the shareholders by posting on the Company's website, www.rompetrol-rafinare.ro, under section Investor Relations / sub-section General Meeting of Shareholders/General Meeting of Shareholders current year. The right to address questions and the



Company's obligation to answer them shall be conditioned by the Company's confidentiality and interest protection.

To validly exert the shareholders' rights to request to enter new items on the agenda, to present Resolutions drafts for the items existing or proposed to be entered on the agenda and to address questions referring to the agenda, the shareholders shall send to the Company the following documents:

- One copy of the shareholder's identity card natural person¹ / of the shareholder's legal representative legal entity / entity without legal personality;
- Should the shareholder / shareholder's legal representative legal entity / entity without legal personality be found on the shareholders list on the reference date sent by Depozitarul Central S.A., the shareholder must supplementary send one of the following documents:
 - ✓ bank statement showing their position as shareholder and number of shares owned;
 - ✓ documents certifying the registration of information about the legal representative with Depozitarul Central S.A. /respective intermediaries.
- Should the shareholder legal entity / entity without legal personality have not furnished to Depozitarul Central information on their legal representative (so that this could be found in the shareholders register furnished by Depozitarul Central S.A. for the Reference Date), this must supplementary send a registration certificate issued by the Trade Register Office / any other document issued by a competent authority in the state where the shareholder is registered, attesting their quality of legal representative of the signatory of the proposal /questions, issued by at the most 3 months prior to the date of publishing this Convening notice and sent in original or copy in compliance with the original.

The documents attesting the quality of legal representative presented in a foreign language, other than English (except for the identity documents valid on Romanian territory) shall be accompanied by their translation made by an authorized translator, into Romanian or English. Documents made in a foreign language are not required certification or bearing an Apostille.

The shareholders' proposals and questions, as well as the documents certifying meeting the conditions to exert these rights, shall be sent:

- either as signed hand-written document, in original – sent by mail or courier services to the Company's headquarters mentioned at point a, in closed envelope, with the clearly written mention: **“FOR THE ORDINARY / EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 29th/30th, 2020– QUESTIONS”**;
- or as an electronic document, with incorporated electronic signature, in compliance with Law no 455/2001 regarding the electronic signature – by email to the address: Investor.Relations.RRC@rompetrol.com, mentioning as subject: **“FOR THE ORDINARY / EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 29th/30th,**

¹ The identity document is the identity bulletin/ identity card for Romanian citizens ; passport/identity card for the European Union citizens ; passport for the non EU citizens



2020 – PROPOSALS”, respectively “FOR THE ORDINARY / EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 29th/30th, 2020 – QUESTIONS”

d) The Shareholders’ rights to participate to the Ordinary and Extraordinary General Meeting of Shareholders

The Reference Date is April 16th, 2020.

Only the persons being shareholders of Rompetrol Rafinare registered at this date in the Company’s Shareholder Register, held and issued by Depozitarul Central S.A. have the right to participate and may exert the voting right within these Meetings, in compliance with the legal provisions, **in person** (by legal representatives) or **by proxy** (based on a special/general Power of Attorney or Affidavit given by the custodian) with legal restrictions or, prior to the Ordinary or Extraordinary General Meeting, **by correspondence** (based on a Correspondence Voting Ballot).

Also, a shareholder may be represented by a credit institution supplying custody services, that could vote at the general meeting of shareholders based on the voting instructions received via electronic communication means, without the necessity of drafting a special or general Power of Attorney by the shareholder. The custodian votes exclusively at OGMS and EGMS in compliance and within the limit of the instructions received from their clients, shareholders at the Reference Date.

(i) Access to the meeting room and/or vote by correspondence of the shareholders entitled to participate on the date established to hold these Meetings is allowed only the simple proof of their identity, for the shareholders natural persons, on their identity document (identity bulletin/card for Romanian citizens or, as case may be, passport/residence permit for foreign citizens) and, for legal entities, on the identity document of the legal representative (identity bulletin/card for Romanian citizens, or as case may be, passport/residence permit for foreign citizens).

The representatives of the shareholders – 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 or general Power of Attorney signed by respective the natural person-shareholder.

The representatives of the shareholders – legal entities shall prove their 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 or general Power of Attorney signed by the legal representative of by the respective shareholder - legal entity.

The **quality as shareholder** and also, in case of shareholders - legal persons or entities without legal status, the **quality as legal representative** shall be acknowledged based on the BVB list of shareholders at the Reference Date, received from Depozitarul Central S.A.



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In case: *i) the shareholders* – natural persons did not registered in the system of Depozitarul Central S.A. the valid and updated identification data, then they will present also a copy of the updated identity document (identity card/ Passport/ residence permit); *ii) the legal representative of the shareholders* – legal persons is not mentioned in the list of Company shareholders received from Depozitarul Central S.A., then they will present also an official document attesting the capacity as legal representative (issued by a competent authority, original or certified copy, not older than 3 months before the date of publication of the convening notice of the present Meetings).

The documents certifying the legal representative capacity presented in a foreign language, other than English (except for the identity documents valid on Romanian territory) shall be accompanied by the translation made by an authorized translator, into Romanian or English. Documents made in a foreign language are not required certification or bearing an Apostille.

At these OGMS and EGMS, the shareholders may be represented by other persons, based on a special or general Power of Attorney. For this type of vote must be used the special Power of Attorney forms (in Romanian or English languages) in accordance with the legal provisions which will be made available by the Company or a general Power of Attorney, drafted in accordance with the provisions of the Law no. 24/2017. The shareholders natural persons or unincorporated entities attending the OGMS and/or EGMS by a person other than their legal representative shall mandatorily use a special or general Power of Attorney, subject to the conditions set forth hereinbefore.

Information concerning the special and general Powers of Attorney, the Correspondence Voting Ballots and the Affidavits is enclosed below.

(ii) General Powers of Attorney

The shareholders may give **General Power of Attorney** valid for a period which cannot exceed three years, thus enabling the designated representative to vote on all issues under debate in the general meeting of the shareholders of the Company, including with regards to the acts of disposition.

For the validity of the mandate, the proxy should have the quality either of intermediary (according to the provisions of art. 2 para. (1) point (20) of Law no. 24/2017) or lawyer and the shareholder should be client of it. Also, the proxy should not be in a conflict of interest, in compliance with the dispositions of art. 92 paragraph (15) of Law no 24/2017, like:

- a) is a major shareholder of the Rompetrol Rafinare , or another company controlled by such shareholder;
- b) is a member of the administrative, management or supervisory body of the Rompetrol Rafinare, of a majority shareholder or a person controlled by that shareholder;



- c) is an employee or an auditor of the Company or of a majority shareholder or a person controlled by that shareholder;
- d) is the spouse, relative or affinitive up to the fourth degree of one of the individuals referred to in subparagraph a) -c).

The proxy cannot be replaced by another person, except in the case where this right has been expressly given by the shareholder by power of attorney, this without affecting the shareholder's right to designate, by power of attorney, one or more alternate proxies, thus ensuring the shareholder's representation in the GMS. If the proxy is a legal entity, it may exercise its mandate by any person in its administrative or management body or by one of its employees.

The Company does not impose a specific form for the general Power of Attorney.

The general **powers of attorney** shall be valid without any other supplementary documents referring to the respective shareholder, if it is signed by the respective shareholder and accompanied by a notarized statement, in original, signed, and as case may be stamped by the legal representative of the intermediary or lawyer that received the power of representation by general power of attorney, showing that:

- a) the Power of Attorney is given by the respective shareholder, in its capacity as client, to the intermediary or, as the case, to the lawyer;
- b) the general Power of Attorney is signed by the shareholder, including by attaching an extended electronic signature, if the case.

The quality as shareholder and also, in case of shareholders - legal persons or entities without legal status, the quality as legal representative shall be acknowledged based on the following documents submitted by the shareholder to the Company and issued by Depozitarul Central S.A. or the intermediaries, as they are defined by the art. 2 para. 1 point 20 of Law no. 24/2017 which provide custody services:

- a) the account statement, which shows the quality as shareholder and the number of shares owned;
- b) documents attesting the enrolment of the information regarding the legal representative with Depozitarul Central S.A./ respective intermediaries.

The documents submitted in a foreign language, other than English (except for identity documents valid in Romania) shall be accompanied by the authorized translation thereof into Romanian or English language.

Before their first use, general Powers of Attorney accompanied by the related documents shall be deposited/sent, in copy, containing the mention of conformity with the original under the signature of the representative, as to be registered as received with Company registration desk **until 27.04.2020, at 11:00 a.m.** (Romanian time), clearly mentioning on the envelope „**FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 29th/30th, 2020**”, and respectively **until 27.04.2020, at 01:00 p.m.** (Romanian time), clearly mentioning on the envelope „**FOR THE EXTRAORDINARY**



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GENERAL MEETING OF SHAREHOLDERS OF APRIL 29th/30th, 2020. The general Powers of Attorney, in certified copies, will be retained by the Company, mentioning about this in the minutes of the general meetings.

The general Powers of Attorney are valid for a period that could not exceed 3 years.

The general Powers of Attorneys accompanied by the related documents may be sent also by e-mail with extended electronic signature, in compliance with Law no. 455/2001 on digital signature, as amended and supplemented, and according to the regulations of the Autoritatea de Supraveghere Financiară (ASF) - Financial Supervisory Authority, at the address: Investor.Relations.RRC@rompetrol.com, so that to be registered as received to the Company's registration desk **until April 27th, 2020, at 11:00 a.m.** (Romanian time), for OGMS, clearly mentioning to the subject: „**FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF APRIL 29th/30th, 2020**”, respectively **until April 27th, 2020, at 01:00 p.m.** (Romanian time), for EGMS, clearly mentioning to the subject: „**FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF APRIL 29th/30th, 2020**”.

The verification and validation of the general Powers of Attorney shall be made by the technical secretaries appointed according to the law, they are going to keep the documents safely.

(iii) The special Powers of Attorney and the Correspondence Voting Ballots

The special Power of Attorney Forms and Correspondence Voting Ballots, both in Romanian and English languages, can be obtained from the Company's headquarters, located at the above-mentioned address, under chapter “Documents afferent to GMS” or can be downloaded from the Company's website, www.rompetrol-rafinare.ro, under section Investor Relations, sub-section General Meeting of Shareholders / General Meeting of Shareholders current year, starting with March 25th, 2020.

The special Powers of Attorney and Correspondence Voting Ballots shall have the form issued by the Company and shall contain specific instructions for each item on the agenda (meaning vote “For”, vote “Against” or the mention “Abstention”).

The vote by correspondence may be expressed through the Correspondence Voting Ballot also by the shareholder's representative only the case the representative:

- a) has received from the shareholder that it represents a special/ general Power of Attorney, which is submitted to the Company in the form required by the legal regulations and within the deadline stipulated in the convening notice or
- b) is a credit institution providing custody services, being allowed to vote exclusively according with and within the limits of the instructions received from its clients being shareholders at the Reference Date.



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The quality as shareholder and also, in case of shareholders - legal persons or entities without legal status, the quality as legal representative shall be acknowledged based on the list of Rompetrol Well Services shareholders for the Reference Date received from Depozitarul Central S.A.

In case: *i) the shareholders* – natural persons did not registered in the system of Depozitarul Central S.A. the valid and updated identification data, then they will present also a copy of the updated identity document (identity card/ Passport/ residence permit); *ii) the legal representative of the shareholders* – legal persons is not mentioned in the list of Company shareholders received from Depozitarul Central S.A., then they will present also an official document attesting the capacity as legal representative of the signatory of the special Power of Attorney/ Correspondence Voting Ballot (issued by a competent authority, original or certified copy, not older than 3 months before the date of publication of the convening notice of these Meetings).

Any documents submitted in a foreign language, other than English (except for identity documents valid in Romania) shall be accompanied by the authorized translation thereof into Romanian or English language.

For the items on the agenda of OGMS and EGMS, there shall be used the forms of special Power of Attorney/ Correspondence Voting Ballot dedicated to these items, made available by the Company.

For the special Power of Attorney/ Correspondence Voting Ballot dedicated to the items on the agenda of OGMS and EGMS, filled in by the shareholders or, as the case, their representatives, with their options (vote “For”, vote “Against”, mention “Abstention”), signed, in original, and the related documents; these shall be sent as to be registered with the Company registration desk **no later than 27.04.2020, at 11:00 a.m.** (Romanian time), for OGMS, clearly mentioning on the envelope „**SPECIAL POWER OF ATTORNEY/ CORRESPONDENCE VOTING BALLOT - FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF APRIL 29th/30th, 2020**”, respectively **no later than 27.04.2020, at 01:00 p.m.** (Romanian time), for EGMS, clearly mentioning on the envelope „**SPECIAL POWER OF ATTORNEY/ CORRESPONDENCE VOTING BALLOT - FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF APRIL 29th/30th, 2020**”.

The special Powers of Attorney and the Correspondence Voting Ballots may be sent also by e-mail with extended electronic signature, in compliance with Law no. 455/2001 on digital signature, republished, and according to the regulations of the ASF, at the address: Investor.Relations.RRC@rompetrol.com, as following:

- the special Power of Attorney/ Correspondence Voting Ballot dedicated to the items on the agenda of OGMS filled in by the shareholders or, as the case, their representatives with their options (vote “For”,



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vote “Against”, mention “Abstention”), signed, having attached extended electronic signature, accompanied by the related documents shall be sent by e-mail clearly mentioning on the subject **“SPECIAL POWER OF ATTORNEY/ CORRESPONDENCE VOTING BALLOT - FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF APRIL 29th/30th, 2020”**, so that to be registered as received to the Company’s registration desk **until 27.04.2020, 11:00 a.m.** (Romanian time);

- the special Power of Attorney/ Correspondence Voting Ballot dedicated to the items on the agenda of EGMS filled in by the shareholders or, as the case, their representatives with their options (vote “For”, vote “Against”, mention “Abstention”), signed, having attached extended electronic signature, accompanied by the related documents shall be sent by e-mail clearly mentioning on the subject **“SPECIAL POWER OF ATTORNEY/ CORRESPONDENCE VOTING BALLOT - FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF APRIL 29th/30th, 2020”**, so that to be registered as received to the Company’s registration desk **until 27.04.2020, 01:00 p.m.** (Romanian time).

The special Powers of Attorney and Correspondence Voting Ballots in Romanian and/or English languages, which are not registered with the Company’s Registration Office/email address specified in the previous paragraph until the date and hour mentioned hereinbefore, shall not be considered for determining the quorum and majority in the OGMS and EGMS.

If the special Power of Attorney was sent to the Company by email, the Proxies shall also provide to the Technical Secretariat an original copy of the special power of attorney.

When filling in the special Powers of Attorney/ Correspondence Voting Ballots, in compliance with all of the above-mentioned, the shareholders or, as the case, their representatives are asked to consider that new items on the agenda of the OGMS and GMS or proposals of resolutions could be added. In this case, the special Powers of Attorney/ Correspondence Voting Ballots shall be updated and published as described at letter A) **starting with April 15, 2020.**

The centralization, checking and recordkeeping of the Correspondence Voting Ballots, as well as the verification and validation of the special Powers of Attorney deposited with the Company shall be made by the technical secretary appointed according to the law, she/he are going to keep the documents safely and shall maintain confidentiality over the votes cast until the items on the agenda are submitted for voting.

(iv) The Affidavits

In case a shareholder is represented by a credit institution that provides custody services, the latter will be able to vote on the OGMS, respectively EGMS on the basis of the voting instructions received by



electronic means of communication, without the need for a special or general power of attorney to be drawn up by the shareholder. The custodian votes in the OGMS, respectively EGMS exclusively in accordance with and within the limits of instructions received from its clients as shareholders of the Company at the Reference Date.

The credit institution may participate and vote at the OGMS, respectively EGMS, provided that it submits a declaration on its own responsibility (Affidavit), stating:

- a) clearly the name of the shareholder on behalf of which the credit institution participates and votes in the OGMS, respectively EGMS;
- b) the credit institution provides custody services to that shareholder;
- c) clearly the name of the person who is part of the management body or among the employees of the credit institution and will represent the credit institution in the OGMS, respectively EGMS.

Documents accompanying the Affidavit:

- an official document attesting the capacity as legal representative of the signatory of the Affidavit (issued by a competent authority, original or certified copy, not older than 3 months before the date of publication of the convening notice of the OGMS and EGMS);
- copy of the identity document of the person who is part of the management body or among the employees of the credit institution nominated in the Affidavit and will represent the credit institution in the OGMS and EGMS.

The documents submitted in a foreign language, other than English (except for the identity documents valid on the territory of Romania) shall be accompanied by a sworn translation, in Romanian or English languages.

The Affidavit, signed by the legal representative of the credit institution, in original, accompanied by the related documents, shall be deposited/sent so that to be registered as received to the Company's registration desk **until 27.04.2020, at 11:00 a.m.**, clearly mentioning on the envelope „**FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF APRIL 29th/30th, 2020**”, respectively **until 27.04.2020, at 01:00 p.m.**, clearly mentioning on the envelope „**FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF APRIL 29th/30th, 2020**”.

The Affidavits, signed, accompanied by the related documents may be sent also by e-mail with an extended electronic signature, in compliance with Law no. 455/2001 on digital signature, as amended and supplemented, and according to the regulations of the ASF, at the address: Investor.Relations.RRC@rompetrol.com, mentioning to the subject: „**FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF APRIL 29th/30th, 2020**”, so that to be registered as received to the Company's registration desk **until April 27th, 2020, at 11:00 a.m.**



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(Romanian time), **for OGMS**, respectively mentioning to the subject: „**FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF APRIL 29th/30th, 2020**”, so that to be registered as received to the Company’s registration desk **until April 27th, 2020, at 01:00 p.m.** (Romanian time), **for EGMS**.

The verification and validation of the Affidavits deposited with the Company shall be made by the technical secretary appointed according to the law, she/he are going to keep the documents safely.

On the convening date, the Rompetrol Rafinare S.A.’s registered share capital is of Lei 4,410,920,572.60 and consists of 44,109,205,726 shares, dematerialized shares, with a par value of Lei 0.10, each share giving the right to one vote within the General Meeting of Shareholders.

Further information can be received at phone number 0241/506553 on working days, between 9:00 – 15:30 and on the Company’s website www.rompetrol-rafinare.ro, section Investors Relation, sub-section Shareholders General Assembly / Shareholders General Assembly current year.

Besides, on website www.rompetrol-rafinare.ro, Section Investors Relation it is posted a notice of information regarding the shareholders’ rights in the processing of their personal data by the Company, according to Regulation (EU) 2016/679 of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation).

Chairman of the Board of Directors

Saduokhas Meraliyev