

SPECIAL POWER OF ATTORNEY ¹
FOR THE REPRESENTATION OF THE SHAREHOLDERS

IN THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF
ROMPETROL RAFINARE S.A.

as of April 24th / 25th, 2019

dedicated to items 3, 6, 7 and 8 on the agenda

The undersigned/The subscribed _____
(First name, surname/Name of the represented shareholder, in capital letters)

domiciled / headquartered in _____, _____ no. _____ street,
building __, __th floor, ap. ____, district/county _____, country _____, identified by
ID card/Passport/Residence Permit series _____, no. _____, issued by _____, on
_____, valid until _____, personal identification number _____ /
registered with the _____ Trade Registry under no. _____, sole
registration code _____, by legal representative/conventional (will bar what not
corresponds) Mr./Mrs. _____,

holder of a number of _____ nominative, book-entered shares, of a face value of
Lei 0.10, issued by **Rompetrol Rafinare S.A.**, a company registered with the Constanța Trade Registry
under no. J13/534/1991, sole registration code 1860712, conferring the right to a number of
_____ votes out of the aggregate number of 44,109,205,726 shares/ voting
rights in the Ordinary General Meeting of Shareholders of Rompetrol Rafinare S.A., representing
_____ % of the share capital, acting as **PRINCIPAL**,

¹ The special Power of Attorney dedicated to the items 3, 6, 7 and 8 on the agenda, filled in with the voting options (“For”, “Against” or “Abstention”), signed, in original, and the related documents, shall be introduced within a separate envelope, closed, clearly mentioning on the envelope **“CONFIDENTIAL – SECRET VOTING INSTRUCTIONS FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF APRIL 24TH /25TH, 2019”**, which shall be placed, in its turn, in the envelope containing the special Power of Attorney dedicated to the other items on the agenda of the OGMS and the related documents; these shall be sent as to be registered with the Company registration office **no later than April 22th, 2019, at 11:00 a.m.**

In the case the Special Powers of Attorney dedicated to item 3, 6, 7 and 8 on the agenda, filled in with the voting options (“For”, “Against” or “Abstention”), signed, are sent by e-mail with extended electronic signature, in compliance with Law no. 455/2001 on digital signature, republished, then this shall be sent to the address: Investor.Relations.RRC@rompetrol.com within a separate e-mail, with extended electronic signature, clearly mentioning on the subject **“Confidential – Secret voting instructions for the Ordinary General Meeting of Shareholders as of April 24th /25th, 2019”**; this shall be sent as to be registered with the Company registration office **no later than April 22th, 2019, at 11:00 a.m.** (Romanian time);

Please check the requirements of the Ordinary General Meeting of Shareholders Convening Notice, and, starting with April 11th, 2019, the possibility of an updated Special Powers of Attorney.

Special Power of Attorney for representation in the Ordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. on April 24th, 2019 – first convened meeting (respectively April 25th, 2019 – the second convened meeting)

do hereby authorize _____
(First name and surname of the representative – the person conferred the special power of attorney)

Domiciled/having headquarters in _____, _____ no. _____
street, building ____, ____th floor, ap. ____, district/county _____, country _____,
identified by ID card/Passport/Residence Permit seris____, no._____, issued by
_____, on _____, valid until _____, personal identification
number _____ / registered with the _____ Trade Registry under no._____,
sole registration code _____, by the legal representative/ conventional (*will bar
what not corresponds*) Mr./Mrs. _____, acting as
ATTORNEY-IN-FACT,

to represent me/us in the **Ordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. (hereinafter referred to as the “Company”)**, which is to be held on **April 24th, 2019, starting with 11:00 a.m. (Romanian time), at the Company’s headquarters located in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța county**, or on the date of the second convened session of the Ordinary General Meeting (April 25th, 2019), in the same place and having the same agenda, in the event that the first session cannot be actually held.

In the Ordinary General Meeting of Shareholders (“OGMS”) on April 24th, 2019 (respectively April 25th, 2019 – the second convened meeting), Mr. (Mrs.) _____

(Representative’s first name and surname)

shall exercise the voting rights ancillary to my/the company’s interests consisting of _____²
shares, registered with the Company’s Registry of Shareholders from the Depozitarul Central S.A. Bucharest on Reference Date of **April 12th, 2019**, as follows (*solely those items of the agenda in relation to which the representative is authorized to participate and to vote shall be checked off in the corresponding column, as well as the express instruction of vote*):

3. To approve the discharge of all Company’s Directors of any liability arising from the activity they conducted during the financial year 2018 further to the submitted reports.

For _____ **Against** _____ **Abstention³** _____

6. To approve the termination of Mr. Cătălin Dumitru’s mandate as a member of the Board of Directors following his request to waive this position starting with September 1st, 2018.

For _____ **Against** _____ **Abstention³** _____

² Name of the shareholder – legal person that grants a special power of attorney for representation purposes

³ Ticking the mention "Abstention" is an unexpressed vote, not taken into account when determining the expressed votes.

7. To elect Mr. Saduokhas Meraliyev, Kazakh citizen, with the residence in Bucharest, in the capacity of member of the Company's Board of Directors, for a mandate starting with the date this Ordinary General Meeting of Shareholders, which will expire on April 30th, 2022 (the date of the termination of current members' mandates).

For _____ Against _____ Abstention³ _____

8. To appoint Ernst & Young Assurance Services SRL as financial auditor of Rompetrol Rafinare S.A. to auditing of the Company's financial statements for the financial year 2019, following the expiry of the audit service supply agreement, the term of the audit agreement being one (1) year. and to establish the duration of the audit service supply agreement to minimum 1 year.

For _____ Against _____ Abstention³ _____

The capacity of shareholder, as well as in the case of the shareholders – legal entities, or of the entities without legal personality, the capacity of legal representative, is ascertained based on the list of Rompetrol Rafinare shareholders as at the Reference Date, received from the Depozitarul Central S.A.

In the case where: *i) the shareholders – natural persons* have not registered their valid and up-to-date identification data in the system of Depozitar Central S.A., then they will also present a copy of their up-to-date identification document (identity card/passport/residence permit); *ii) the legal representative of the shareholders – legal entities* is not mentioned on the Company's list of shareholders as at the Reference Date received from the Depozitarul Central S.A., then they will also present an official document attesting to the capacity of the legal representative (proof issued by a competent authority, in original or true copy, not older than 3 months before the publication date of the OGMS convening notice).

Drafted today, _____, in 3 originals, having the same legal force, one for the Principal, one for the Agent and the 3rd to be registered at Rompetrol Rafinare registration desk until **22.04.2019, 11:00 a.m.** (Romania time).

Contact phone number _____.

The undersigned/subscribed undertakes full and sole responsibility for those contained in this document, as a shareholder of BVB.

PRINCIPAL,

(First name, surname/Name of the represented shareholder, in capitals)

Special Power of Attorney for representation in the Ordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. on April 24th, 2019 – first convened meeting (respectively April 25th, 2019 – the second convened meeting)

(First name, surname of the legal representative of principal shareholder, in capitals)

(Signature of the principal shareholder/legal representative of principal shareholder and stamp)