

POSTAL BALLOT PAPER FORM¹
for the EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF
S.C. ROMPETROL RAFINARE S.A.

Convened on August 16th, 2013 (August 19th, 2013 – the second convened meeting)

The undersigned/The subscribed _____
(Name, first name/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 _____, duly represented by Mr./Mrs. _____, 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 _____,

holder of a number of _____ 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. J 13/534/1991, sole registration code 1860712, conferring the right to a number of _____ votes in the General Meeting of Shareholders, out of the aggregate number of 44,109,205,726 shares/votes, representing _____% of the share capital,

being aware of the abovementioned agenda of the Extraordinary General Meeting of Shareholders, informative material related to the agenda and the proposed resolutions,

pursuant to article 18, par. 2 of the NSC Regulations no. 6/2009, do hereby exercise by mail the voting rights ancillary to the owned shares registered with the Company's Registry of Shareholders **on the reference date August 7th, 2013, with respect to the items of the agenda of the Extraordinary General Meeting of Shareholders ("EGMS") of S.C. Rompetrol Rafinare S.A. (hereinafter referred to as the "Company"), which shall be held on August 16th, 2013, 10:00 o'clock, 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 Extraordinary General Meeting

¹ This form (filled in and signed by the shareholder – natural person and accompanied by a copy of the identity card thereof / filled in and signed by the legal representative of the shareholder – legal person, accompanied by a copy of the identity card thereof, as well as by the official document certifying his/her capacity of legal representative – ex.: Articles of Incorporation, excerpt/ascertaining certificate issued by the Trade registry or any other proof issued by a competent authority from the state in which the shareholder is legally registered, dated no later than 3 months before the publication of convening notice for the Extraordinary General Meeting of Shareholders), **must be registered at the Company's headquarters, in original, by mail or by courier, no later than June 14th, 2013, 16:00 o'clock (Romanian time),** at the Company's headquarters in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța county. **Please check the requirements of the General Meeting Convening Notice and, starting with 05.06.2013, 18:00 (Romanian time), the possibility of an updated Postal Ballot Paper Form.**

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(August 19th, 2013), in the event that the first session cannot be actually held, as follows [please check off the option in the corresponding column]:

1. Approval of the conclusions to the Assessment Report prepared by the expert valuator PricewaterhouseCoopers Management Consultants SRL (headquartered in Bucharest, 301-311 Barbu Vacarescu street, Lakeview Building, 6th/3rd floor, district 2, registered with the Trade Registry no. J40/25750/1994, tax identification code 6812848), having as scope the assessment of the assets in the patrimony of Rompetrol Petrochemicals SRL (registered with the Trade Registry under no. J13/2681/2002, having sole registration code 15077797) used for the main petrochemistry activity, a company having Rompetrol Rafinare as sole shareholder, for the purpose of completing the operation set forth under point 2 of this agenda.

For _____ **Against** _____ **Abstention** _____

2. Approval of the purchase by the Company of the ownership right over the assets consisting of intangible assets, tangible assets, fixed assets (buildings and constructions, technological equipment, measurement apparatus and installations, office equipment, IT equipment, means of transportation, other tangible assets), ongoing investments and stocks, used or related to the main petrochemistry activity, identified in the appendices to the Assessment Report set forth under the previous point, owned by Rompetrol Petrochemicals SRL (registered with the Trade Registry under no. J13/2681/2002, having sole registration code 15077797), according to the Assessment Report executed by PricewaterhouseCoopers Management Consultants SRL to this effect, subject to the approval of point 1 of the agenda.

For _____ **Against** _____ **Abstention** _____

3. Approval of the take-over by the Company, subject to the same terms, of all Agreements concluded by Rompetrol Petrochemicals S.R.L. with third parties – natural or legal entities, ancillary to the performance of the main activity of this latter company (petrochemistry), including without limitation:

- a) Transfer of the staff involved in petrochemistry activities, in accordance with the applicable labour law;
- b) Commercial product supply and sale agreements, with the related guarantees;
- c) Credit facility agreements with related guarantees.

For _____ **Against** _____ **Abstention** _____

4. Approval of the conduct and completion of the Company's proceedings for the authorization as tax warehouse also over economic objectives and economic petrochemistry activities (for the assets and activities which are to be taken over according to the items above), provided that all these economic activities are continued.

For _____ **Against** _____ **Abstention** _____

5. Authorization of Mr. Sorin Graure, General Manager of the Company, and of Mr. Giani-Iulian Kacic, Finance Manager of the Company, to carry out any and all legal formalities and to sign for and on behalf

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of the Company any and all deeds approved by this EGMS at the previous items, being entitled to sub-appoint third parties to act for such purpose.

For _____ **Against** _____ **Abstention** _____

6. Approval and empowerment of the Company’s Board of Directors to carry out and validate transactions having as object fixed assets, with an aggregate value during the financial year 2013 which may exceed the percentage of 20% of the total fixed assets, minus receivables, yet by no more than USD 200,000,000. The transactions may be represented by deeds of acquisition, transfer, swap and establishment as guarantee, as well as by any other deeds and documents subsequent or related thereto, necessary for the conclusion of the respective transactions.

For _____ **Against** _____ **Abstention** _____

7. Approval of the date of September 3rd, 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 of this GEMS.

For _____ **Against** _____ **Abstention** _____

8. Empowerment of Mr. Sorin Graure, member of the Board of Directors and General Manager of the Company, to conclude and/or sign for and on behalf of the Company and/or the Shareholders thereof, the resolutions following to be adopted in this GEMS and to perform any and all legal proceedings for the registration, publication, enforceability and execution of the adopted resolutions, Mr. Sorin Graure being entitled to sub-appoint third parties to this effect.

For _____ **Against** _____ **Abstention** _____

The shareholder undertakes full liability for the correct filling and safe transmission of this voting form.

Do hereby enclose:

- 1.** Certified copy of the identity document of the shareholder – natural person (BI/CI/Passport/Residence Permit)
- 2.** Official document issued by a competent authority regarding the identity of the legal representative of the shareholder – legal person, presented in original or certified copy, not older than 3 months before the date of publication of the convening notice of the Extraordinary General Meeting of Shareholders
- 3.** Certified copy of the identity card of the attorney-in fact (identity card/Passport/Residence Permit) *[if the case may be]*
- 4.** Special power of attorney for the attorney-in fact, in original form *[if the case may be]*
- 5.** Statement issued by the credit institution which received the power of representation by proxy, showing that:

- (i) the credit institution renders custody services for the respective shareholder;

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- (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.

6. Telephone number for contact _____

Date: _____

Name, surname of the shareholder natural person or of the legal representative of the shareholder legal person (clearly written, in capital letters)

² _____

³ _____

(signature)

Vote annulment criteria:

- The failure to check off any of the voting options "**For**", "**Against**" or "**Abstention**" for the proposal submitted to vote shall result into the annulment of the vote;
- The check-off of two or of three of the voting options "**For**", "**Against**" or "**Abstention**" for the proposal submitted to vote shall result into the annulment of the vote.

² In the case of a shareholder legal person, the position of the legal representative shall also be specified

³ In the case of a shareholder legal person, the valid stamp shall also be applied