

Special Power of Attorney for representation in the Extraordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. on August 16th, 2013 – first convened meeting (respectively August 19th, 2013 – the second convened meeting)

SPECIAL POWER OF ATTORNEY¹
FOR THE REPRESENTATION OF THE SHAREHOLDERS

IN THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF
S.C. ROMPETROL RAFINARE S.A.
AS OF 16/19.08.2013

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. _____,

holder of a number of _____ book-entered shares, of a face value of Lei 0.10, issued by **S.C. 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, acting as **PRINCIPAL**,

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

domiciled 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. _____, acting as **ATTORNEY-IN-FACT**,

to represent me/us in the **Extraordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. (hereinafter referred to as the "Company")**, which is to be held on **August 16th, 2013, starting with 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 (August 19th, 2013), in the same place and having the same agenda, in the event that the first session cannot be actually held.

¹ After completing and signing the Special Power of attorney, **an original sample shall be submitted/sent to the Company's headquarter, in sealed envelope, so that to be registered as received to the Company's registration until 14.06.2013. 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 Special Power of attorney.**

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In the Extraordinary General Meeting of Shareholders (“EGMS”) on August 16th, 2013 (respectively August 19th, 2013 – the second convened meeting), Mr. (Mrs.) _____ shall exercise the voting right ancillary to

(Representative’s name and first name)

my/the company’s interests consisting of _____² shares, registered with the Company’s Registry of Shareholders from the Depozitarul Central S.A. Bucharest at the end of the day of **June 7th, 2013 (reference date)**, 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)*:

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 Assesement 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** _____

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

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 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** _____

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I attached hereto:

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 Ordinary General Meeting of Shareholders
3. 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;
 - (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.

Contact phone number _____

This Power of Attorney is issued this day of _____, in 3 (three) originals, of which one original of the special power of attorney shall be filed/delivered **until August 14th, 2013, 10:00 o'clock**, at the Company's headquarters (Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța county, Romania), under the pain of losing the right to exercise the voting right in the general meeting by representative, pursuant to the provisions of law. 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

(Signature of the shareholder natural person or of the legal representative of the shareholder legal person and the stamp of the shareholder legal person shall be applied)

(Surname of the shareholder natural person or of the legal representative of the shareholder legal person, clearly written, in capital letter)*

Note:

* the position of the legal representative of the shareholder – legal person shall also be mentioned.

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.