

**POSTAL BALLOT PAPER FORM<sup>1</sup>**

**for the EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF ROMPETROL RAFINARE S.A.**

**Convened on April 29<sup>th</sup>, 2014 (April 30<sup>th</sup>, 2014 – 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 \_\_\_\_, \_\_<sup>th</sup> 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 \_\_\_\_, \_\_<sup>th</sup> 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 April 18<sup>th</sup>, 2014, with respect to the items of the agenda of the Extraordinary General Meeting of Shareholders ("EGMS") of Rompetrol Rafinare S.A. (hereinafter referred to as the "Company"), which shall be held on April 29<sup>th</sup>, 2014, 11:00 o'clock, at the Company's headquarters located in Năvodari, 215 Năvodari Blvd., Administrative Facility,**

<sup>1</sup> 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.: ascertaining certificate issued by the Trade registry, in original or true copy, or any other proof issued by a competent authority from the state in which the shareholder is legally registered, in original or true copy, 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 April 25<sup>th</sup>, 2014, 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 17.04.2014 (Romanian time), the possibility of an updated Postal Ballot Paper Form.**

**Constanța county**, or on the date of the second convened session of the Extraordinary General Meeting (April 30<sup>th</sup>, 2014), in the event that the first session cannot be actually held, as follows [*please check off the option in the corresponding column*]:

**1. Ratification of the execution by the Company of the Addendums no. 5 and no. 6 to the Loan Agreement no. 448 concluded on September 20<sup>th</sup>, 2010 by and between the Company and The Rompetrol Group NV (KMG International N.V. starting with March 2014)**, significant shareholder of the Company, headquartered in Strawinskylaan 807, Tower A-8, 1077XX, The Netherlands, registered with the Trade Registry appended to the Chamber of Commerce and Industry for Amsterdam under no. 24297754, as extended and amended by Addendum no. 1 as of 20.09.2011, approved via the GEMS Resolution no. 4 as of 10.10.2011, Addendum no. 2 as of 02.05.2012 approved via the GEMS Resolution no. 2 as of 29.06.2012, Addendum no. 3 as of 20.09.2012 approved via the GEMS Resolution no. 6 as of 26.10.2012 and Addendum no. 4 as of 05.03.2013 approved via the GEMS Resolution no. 3 as of 05.03.2013, having as object the amount of USD 250,000,000.

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

**2. Acknowledgement of the change of name of the Company's major shareholder from The Rompetrol Group N.V. to KMG International NV and approval of the amendment of the corresponding articles in the Company's Articles of Incorporation, as follows:**

**a)** It is amended the sub-point 1) of article 1 named "Shareholders", point 1.1., letter A. "Significant shareholders" in the Company's Articles of Incorporation as follows:

"1) KMG International NV holds 20,226,040,126 shares, fully paid-up, amounting to RON 2,022,604,012.6, representing 45.8545% of the share capital;"

**b)** It is amended article 2 "Name" of the Company's Articles of Incorporation which will have the following content:

"Art. 2. Name

2.1. The name of the company is Rompetrol Rafinare and shall be always followed by the initials "S.A." or by the words "joint stock company".

2.2. Any document, letter or publication originating from the company shall specify the corporate name, its legal form, the headquarters, the number of registration with the Trade Registry, the fiscal code, the share capital out of which the actually paid-up capital."

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

**3. Approval of the date of May 16<sup>th</sup>, 2014 as registration date**, within the meaning of article 238 paragraph (1) of Law no. 297/2004, for the identification of the shareholders subject to the effects of the resolutions adopted by this EGMS.

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

**4. Authorization of Mr. Sorin Graure**, General Manager of the Company, with the possibility of mandating third parties, including lawyers, to conclude and/or sign on behalf of the Company and of the shareholders the decisions to be made by this EGM and to take all the legal actions for registration,

advertisement, enforceability, execution and publication of the decisions made, including for updating and signing the Company’s Articles of Incorporation on behalf of the shareholders, as the case may be.

**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;
  - (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)*

<sup>2</sup> \_\_\_\_\_

<sup>3</sup> \_\_\_\_\_

*(signature)*

<sup>2</sup> *In the case of a shareholder legal person, the position of the legal representative shall also be specified*

<sup>3</sup> *In the case of a shareholder legal person, the valid stamp shall also be applied*

***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.*