

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 29/30.04.2014

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 **April 29th, 2014, starting with 11:00 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 (April 30th, 2014), 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 25.04.2014, 16:00. Please check the requirements of the General Meeting Convening Notice and, starting with 17.04.2014 (Romanian time), the possibility of an updated Special Power of attorney.**

In the Extraordinary General Meeting of Shareholders ("EGMS") on April 29th, 2014 (respectively April 30th, 2014 – 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 **April 18th, 2014 (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. To ratify the execution by the Company of the Addendums no. 5 and no. 6 to the Loan Agreement no. 448 concluded on September 20th, 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. The approval the amendment of the corresponding articles of the Company's Articles of Incorporation, as follows:

a) It is hereby amended the point 1) of the article 1 entitled "Shareholders", item 1.1., letter A "Significant Shareholders" of the Company's Articles of Incorporation, as follow:

„1) KMG International N.V. holds 20.226.040.126 shares, fully paid up, amounting to 2,022,604,012.6 RON, representing 45.8545% of the share capital;

b) Article 2 entitled "Name" of the Company's Articles of Incorporation will have the following content:

„Art.2. Name

a. *The name of the company is Rompetrol Rafinare and shall be always segued by the initials "S.A." or by the terms "joint-stock company".*

b. *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 Register, the fiscal code, the share capital out of which the actually paid-up capital."*

For _____ Against _____ Abstention _____

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

3. The approval the date of May 16th, 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. To authorize 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** _____

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 Extraordinary 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 April 25th, 2014, 16:00 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)*

Special Power of Attorney for representation in the Extraordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. on April 29th, 2014 – first convened meeting (respectively April 30th, 2014 – the second convened meeting)

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.*