

POSTAL BALLOT PAPER FORM¹

for the ORDINARY GENERAL MEETING OF SHAREHOLDERS OF ROMPETROL RAFINARE S.A.

Convened on April 29th, 2014 (April 30th, 2014 – the second convened meeting)
(updated on 17 April 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. _____, 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 **Rompertrol 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 Ordinary General Meeting of Shareholders, materials 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 18th, 2014, with respect to the items of the agenda of the Ordinary General Meeting of Shareholders ("OGMS") of Rompetrol Rafinare S.A. (hereinafter referred to as the "Company"), which shall be held on April 29th, 2014, 10:00 o'clock, at the**

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.: 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 Ordinary General Meeting of Shareholders), **must be registered at the Company's headquarters, in original, by mail or by courier, no later than April 25th, 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.**

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 30th, 2014), 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 annual individual financial statements having as closing day the day of December 31, 2013, prepared in accordance with the International Financial Reporting Standards (IFRS), as laid down by the Order of the Minister of Public Finance no. 1286/2012, based on the Annual Report of the Board of Directors drafted pursuant to the provisions of NSC Regulation no. 1/2006, as further amended, and on the Financial Auditor's Report drawn up by Ernst & Young Assurance Services S.R.L.

For _____ Against _____ Abstention _____

2. Approval of the annual consolidated financial statements having as closing day the day of December 31, 2013 (including the statements of Rompetrol Rafinare S.A. and those of its subsidiaries: Rompetrol Petrochemicals S.R.L., Rompetrol Downstream S.R.L., Rom Oil S.A., Rompetrol Quality Control S.R.L., Rompetrol Logistics S.R.L. (with the Rompetrol Gas S.R.L. subsidiary), prepared in accordance with the International Financial Reporting Standards (IFRS), based on the Report of the Board of Directors and on the Financial Auditor's Report.

For _____ Against _____ Abstention _____

3. Approval of the proposal filed by the Board of Directors of the Company to cover the accounting loss triggered by the first-time enforcement of IAS 29 „Financial Reporting in Hyperinflationary Economies” via transfer of the amount of 5,734,750,095 lei from shareholders' equity, namely from the „Share capital adjustments” account in the reported result.

For _____ Against _____ Abstention _____

4. Approval of the discharge from liability of the Company's directors for the activity conducted during the financial year 2013, further to the submitted reports.

For _____ Against _____ Abstention _____

5. Approval of the income and expenditure budget and the Company's business schedule for 2014, including the investment plan for 2014.

For _____ Against _____ Abstention _____

6. Election of the members which will form the new Board of Directors of the Company for a 4 year mandate starting with April 30th, 2014, following the expiry on April 30th, 2014 of the mandate of the current members of the Board of Directors, namely:

Mr. Azamat Zhangulov

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

Mr. Alexandru Nicolcioiu

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

Mr. Sorin Graure

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

Mr. Gabriel Dumitrașcu

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

Mr. Károly Borbély

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

7. Establish of the fee payable to the members of the Board of Directors for the financial year 2014.

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

8. Approval of the date of May 16th, 2014, as registration date, within the meaning of article 238 par. (1) under Law no. 297/2004, for the identification of the shareholders that are subject to the effects of the decisions adopted within this GOMS.

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

9. Authorization of Mr. Sorin Graure, General Manager of the Company, to conclude and/or sign for and on behalf of the Company and/or of its shareholders the decisions which are to be adopted within this GOMS and to carry out any and all requisite proceedings for such adopted resolutions to be registered, rendered enforceable against third parties and published, the said proxy being entitled to sub-delegate third parties to act for such purpose

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 Ordinary 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)

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