

**SPECIAL POWER OF ATTORNEY<sup>1</sup>**  
**FOR THE REPRESENTATION OF THE SHAREHOLDERS**

**IN THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF**  
**S.C. ROMPETROL RAFINARE S.A.**  
**AS OF 29/30.04.2014**  
**(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 \_\_\_\_, \_\_\_\_<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. \_\_\_\_\_,

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 \_\_\_\_,  
\_\_\_\_<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. \_\_\_\_\_, acting as **ATTORNEY-IN-FACT**,

to represent me/us in the **Ordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. (hereinafter referred to as the "Company")**, which is to be held on April 29<sup>th</sup>, 2014, 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 Ordinary General Meeting (April 30<sup>th</sup>, 2014), in the same place and having the same agenda, in the event that the first session cannot be actually held.

<sup>1</sup> 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 Ordinary General Meeting of Shareholders (“OGMS”) on April 29<sup>th</sup>, 2014 (respectively April 30<sup>th</sup>, 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 \_\_\_\_\_<sup>2</sup> shares, registered with the Company’s Registry of Shareholders from the Depozitarul Central S.A. Bucharest at the end of the day of **April 18<sup>th</sup>, 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. 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 \_\_\_\_\_

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

**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 30<sup>th</sup>, 2014, following the expiry on April 30<sup>th</sup>, 2014 of the mandate of the current members of the Board of Directors.**

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 16<sup>th</sup>, 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** \_\_\_\_\_

**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 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)*

**Note:**

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

Special Power of Attorney for representation in the Ordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. on April 29<sup>th</sup>, 2014 – first convened meeting (respectively April 30<sup>th</sup>, 2014 – the second convened meeting) – updated on 17 April 2014

***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.*