

POSTAL BALLOT PAPER FORM¹
for the ORDINARY GENERAL MEETING OF SHAREHOLDERS OF
S.C. ROMPETROL RAFINARE S.A.
Convened on March 4th, 2015 (March 5th, 2015 – 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 __, __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 _____, by the legal representative/conventional (*will bar what not corresponds*) 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 _____, by proxy no. _____ dated _____ (*will bar what not corresponds*),

holder of a number of _____ book-entered shares, nominative, 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. J13/534/1991, 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/ voting rights, representing _____% of the share capital,

being aware of the abovementioned agenda of the Ordinary General Meeting of Shareholders, informative material related to the agenda and the proposed resolution,

pursuant to article 18, par. 2 of the NSC Regulations no. 6/2009, I agree to participate and exercise by correspondence my voting rights ancillary to the owned shares registered with the Company's Registry of Shareholders on the reference date February 23rd, 2015, with respect to the items of the agenda of the Ordinary General Meeting of Shareholders ("OGMS") of S.C. Rompetrol Rafinare S.A. (hereinafter referred to as the "Company"), which shall be held on March 4th, 2015, 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

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.: Articles of Incorporation, excerpt/ascertaining certificate issued by the Trade registry or any other proof issued by a competent authority from the state in which the shareholder is legally registered, 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 March 2nd, 2015, 11:00 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 18.02.2015, the possibility of an updated Postal Ballot Paper Form.**

session of the Ordinary General Meeting (March 5th, 2015), in the event that the first session cannot be actually held, as follows *[please check off the option in the corresponding column]*:

1. a) Revocation of Mr. Károly Borbely from its capacity of member of the Company's Board of Directors.

For _____ Against _____ Abstention _____

b) The discharge of Mr. Károly Borbely of any duties and liabilities resting upon him for the term of the mandate of member of the Board of Directors, respectively as of April 30th, 2014 and until the date of this GOMS, shall be performed as per the provisions of the law.

For _____ Against _____ Abstention _____

2. a) Approval to terminate the director's mandate granted to Mr. Sorin Graure, following the latter's resignation from the said position starting with 01.10.2014.

For _____ Against _____ Abstention _____

b) The discharge of Mr. Sorin Graure of any duties and liabilities resting upon him for the term of the mandate of member of the Board of Directors for the timeframe 01.01.2014 – 30.09.2014, shall be performed as per the provisions of the law.

For _____ Against _____ Abstention _____

3. Election of two members in the Company's Board of Directors for a mandate starting with the date of this GOMS and ending on 30.04.2018 (the expiry date of the mandate granted to the current members of the Board of Directors), as follows:

Mr. Bogdan-Nicolae Badea.

For _____ Against _____ Abstention _____

Mr. Yedil Utekov.

For _____ Against _____ Abstention _____

4. **Approval of the date of March 20th, 2015 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 adopted in this GOMS.

For _____ Against _____ Abstention _____

5. **Approval of the date of March 19th, 2015 as *ex-date***, as such is defined by the NSC Regulation no. 6/2009.

For _____ Against _____ Abstention _____

6. **Empowerment of Mr. Alexandru Nicolcioiu**, director of the Company, to conclude and/or sign for and on behalf of the Company and/or the Company's shareholders, the resolutions following to be adopted in this GOMS and to carry out any and all legal formalities concerning the registration, publication and enforcement of the resolutions thus adopted, Mr. Graure being granted the possibility to sub-appoint third parties to this effect.

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. The quality of legal representative is acknowledged based on the list of Rompetrol Rafinare shareholders at the reference date, received from Depozitarul Central SA. However, if the shareholder has not informed Depozitarul Central in relation to his legal representative or if this information is not included/updated in the Company's list of shareholders at the reference date, the certificate issued by the trade registry/similar documents (submitted in original or in copy in compliance with the original, or any other document, in original or in copy, issued by a competent authority of the state where the shareholder is legally registered and which certifies the quality of legal representative, issued within maximum 3 months before the publishing date of the general meeting convening notice) must prove the quality of the legal representative.
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