

POSTAL BALLOT PAPER FORM¹

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

Convened for the date of April 29th, 2015 (April 30th, 2015 – the second convened meeting)

The undersigned/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 legal/conventional representative (the unsuitable form will be cleared out) 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 _____ (the unsuitable form will be cleared out),

holder of a number of _____ book-entered shares, nominative, of a face value of Lei 0.10, issued by **Rompertrol 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 General Extraordinary Meeting of Shareholders, documents and informative materials related to the agenda and the draft resolution,

pursuant to article 18, par. 2 of the NSC Regulations no. 6/2009, I agree to attend and to exercise by correspondence my voting rights ancillary to my own shares registered with the Company's Registry of Shareholders on the reference date April 20th, 2015, with respect to the items of the agenda of the General Extraordinary Meeting of Shareholders ("GEMS") of Rompetrol Rafinare S.A. (hereinafter referred to as the

¹ This form (filled in and signed by the natural person –shareholder and accompanied by a copy of the identity card thereof / filled in and signed by the legal representative of the legal person-shareholder, 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 General Extraordinary Meeting of Shareholders), sent by mail or by courier will be registered in original, no later than April 27th, 2015, 10:00 o'clock (Romanian time), at the Company's headquarters in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța county. Please check the requirements of the Convening Notice for the General Meeting and, starting with 17.04.2015, 16:00 o'clock (Romanian time), the potential necessity to update the Postal Ballot Paper Form.

“Company”), which shall be held on April 29th, 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 session of the General Extraordinary Meeting (April 30th, 2015), in the event that the first session cannot be actually held, as follows [please check off the option in the corresponding column]:

1. **Approval/ ratification of the execution by the Company, in capacity of non-ancillary borrower, ancillary borrower and guarantor, of a credit facility agreement in amount of up to USD 390,000,000, governed by the English law, to be used for the refinancing of certain outstanding existing indebtedness and for financing general corporate purposes of KMG Rompetrol Group (excluding long-term financing of Capex, acquisitions and leases), under the terms and conditions agreed by the Company jointly with other KMG Rompetrol Group companies, on one hand and Banca Comerciala Romana S.A., UniCredit Tiriatic Bank S.A., Raiffeisen Bank S.A. si ING Bank NV, Bucharest Branch, on the other hand, as well as to secure the credit facility agreement by means of a movable mortgage agreement under the terms and conditions agreed by the parties.**

For _____ Against _____ Abstention _____

2. **Approval of the amendment and the supplementation of the Company’s Articles of Incorporation**, as follows:

a) Chapter IV “General Meeting”, article 13 “Organization”, item 2 shall be amended and shall have the following content:

“13.2. For the share capital increases by contribution in cash, the withdrawal of the shareholders’ preferential right to the subscription of new shares should be decided by the general extraordinary meeting of the shareholders, attended by shareholders holding at least ¾ of the subscribed share capital and subject to the vote of the shareholders representing at least 2/3 of the voting rights. The share capital increased by contribution in kind should be approved by the general extraordinary meeting of shareholders, attended by at least ¾ of the subscribed share capital and subject to the vote of the shareholders holding at least 2/3 of the voting rights. The contributions in kind may consist solely of operational assets required to attain the scope of activity of the issuing company”.

For _____ Against _____ Abstention _____

b) Chapter IV “General Meeting”, article 13 “Organization”, item 9 shall be amended and shall have the following content:

“13.9. The shareholders may be represented in the general meeting by persons that are not shareholders of the company, in reliance of a limited or general power of attorney”.

For _____ Against _____ Abstention _____

3. **Approval of the date of May 19th, 2015 as registration date**, for the purpose 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 GEMS.

For _____ Against _____ Abstention _____

4. **Approval of the date of May 18th, 2015, as *ex-date***, as such is defined by the NSC Regulation no. 6/2009.

For _____ Against _____ Abstention _____

5. **Authorization of Mr. Alexandru Nicolcioiu**, member of the Company's Board of Directors, 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 GEMS 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. Self-certified copy of the valid identity document of the natural person-shareholder – (BI/CI/Passport/Residence Permit).
2. Official document released by a competent authority attesting the identity of the legal representative of the legal person-shareholder, submitted in original or true copy, dated no later than 3 months before the publication of convening notice of the General Extraordinary Meeting of Shareholders. The capacity of legal representative of the legal person-shareholder is acknowledged based on the list of Rompetrol Rafinare shareholders valid for the reference date received from Depozitarul Central SA. However, if the shareholder failed to inform Depozitarul Central in relation to its legal representative or if this information is not included/updated in the list of shareholders of Rompetrol Rafinare valid for the reference date received from Depozitarul Central SA, than an official document attesting the capacity of legal representative of the person signing the Postal Paper Ballot Form (proof released by a competent authority, in original or true copy, dated no later than 3 months before the publication of convening notice of the General Extraordinary Meeting of Shareholders, would be submitted as well.
3. Self-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. Affidavit issued by the credit institution which renders trusteeship services for the shareholders of the Company, attesting that:
 - (i) the credit institution renders trusteeship 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 natural person-shareholder or of the legal representative of the legal person-shareholder (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 legal person-shareholder, the position of the legal representative shall also be specified

³ In the case of a legal person shareholder, the valid stamp shall also be applied