

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 April 29th / 30th, 2015

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 legal representative/conventional (*will bar what not corresponds*) 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/ voting rights,
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 _____, by the legal representative/
conventional (*will bar what not corresponds*) 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, 2015, 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 Ordinary General Meeting (April 30th, 2015), 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 April 27th, 2015, 10:00 (Romanian time). Please
check the requirements of the General Meeting Convening Notice and, starting with April 17th, 2015 (Romanian time), the possibility of
an updated Special Power of attorney.

Special Power of Attorney for representation in the Extraordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. on April 29th, 2015 – first convened meeting (respectively April 30th, 2015 – the second convened meeting)

In the Extraordinary General Meeting of Shareholders (“eGMS”) on April 29th, 2015 (respectively April 30th, 2015 – the second convened meeting), Mr. (Mrs.) _____

(Representative’s name and first name)

shall exercise the voting right ancillary to 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 20th, 2015 (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/ 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 Tiriac 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 _____

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

Special Power of Attorney for representation in the Extraordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. on April 29th, 2015 – first convened meeting (respectively April 30th, 2015 – the second convened meeting)

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 _____

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. 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. 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.

Special Power of Attorney for representation in the Extraordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. on April 29th, 2015 – first convened meeting (respectively April 30th, 2015 – the second convened meeting)

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 27th, 2015, 10:00 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.

PRINCIPAL,

(First name, surname/Name of the represented shareholder, in capitals)

(First name, surname of the legal representative of principal shareholder, in capitals)

(Signature of the principal shareholder/legal representative of principal shareholder and stamp)

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.*