

**POSTAL BALLOT PAPER FORM<sup>1</sup>**  
**for the ORDINARY GENERAL MEETING OF SHAREHOLDERS OF**  
**ROMPETROL RAFINARE S.A.**  
**Convened on April 29<sup>th</sup>, 2015 (April 30<sup>th</sup>, 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 \_\_, \_\_<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 \_\_\_\_\_, by the legal representative/conventional (*will bar what not corresponds*) Mr./Mrs. \_\_\_\_\_, 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 \_\_\_\_\_, 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 materials 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 April 20<sup>th</sup>, 2015, 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 29<sup>th</sup>, 2015, 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**

<sup>1</sup> 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), sent by mail or by courier will be registered in original, no later than April 27<sup>th</sup>, 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.

session of the Ordinary General Meeting (April 30<sup>th</sup>, 2015), in the event that the first session cannot be actually held, as follows *[please check off the option in the corresponding column]*:

- 1. Debate of and approval of the individual annual financial accounts having as closing day the day of December 31, 2014**, 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, as subsequently amended, based on the Annual Report prepared by the Board of Directors in compliance with the provisions of NSC Regulation no. 1/2006, as further amended, and on the Financial Auditor’s Report prepared by Ernst & Young Assurance Services S.R.L.

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

- 2. Debate of and approval of the consolidated annual financial accounts having as closing day the day of December 31, 2014 (including the financial accounts for Rompetrol Rafinare S.A. and for the subsidiaries thereof: 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. (jointly with the subsidiary Rompetrol Gas S.R.L.)), prepared in accordance with the International Financial Reporting Standards (IFRS), based on the Report of the Board of Directors and the Report of Financial Auditor.**

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

- 3. Approval of the discharge of the Company’s directors of any liability arising from the activity they conducted during the financial year 2014**, further to the submitted reports.

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

- 4. Approval of the Income and Expenditure Budget and the Company’s business schedule for 2015, including the investment plan for 2015.**

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

- 5. Establishing the fee payable to the members of the Board of Directors** for the financial year 2015.

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

- 6. Approval of the date of May 19<sup>th</sup>, 2015, as registration date**, for the purpose of article 238 par. (1) under Law no. 297/2004, for the identification of the shareholders falling under the scope of the decisions adopted within this GOMS.

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

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

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

8. 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 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. 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 Ordinary 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)*

<sup>2</sup> \_\_\_\_\_

<sup>3</sup> \_\_\_\_\_

*(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.*

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<sup>2</sup> *In the case of a legal person-shareholder, the position of the legal representative shall also be specified*

<sup>3</sup> *In the case of a legal person shareholder, the valid stamp shall also be applied*