

SPECIAL POWER OF ATTORNEY¹
FOR THE REPRESENTATION OF THE SHAREHOLDERS

IN THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF
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 (*the unsuitable form will be cleared out*) 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 (*the unsuitable form will be cleared out*) Mr./Mrs. _____ -
_____, acting as **ATTORNEY-IN-FACT**,

to represent me/us in the **General Ordinary Meeting of the Shareholders of Rompetrol Rafinare S.A.**
(hereinafter referred to as the “Company”), which is to be held on April 29th, 2015, 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 General Ordinary Meeting (April 30th, 2015), at the
same venue and having the same agenda, in the event that the first session cannot be actually held.

¹ Following the filling in and signing of the Special Power of attorney, **an original counterpart thereof shall be submitted/sent to the Company’s headquarter, in sealed envelope, so as to be registered by the Company’s registration office as received, until April 27th, 2015, 10:00 (Romanian time). Please check the requirements set forth by the Convening Notice for the General Ordinary Meeting and, starting with April 17th, 2015, the potential necessity to update the Special Power of attorney.**

Special Power of Attorney for representation in the General Ordinary 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 General Ordinary Meeting of the Shareholders (“OGMS”) as of 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 stock of shares 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. 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 _____

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 General Ordinary Meeting of Shareholders of Rompetrol Rafinare S.A. on April 29th, 2015 – first convened meeting (respectively April 30th, 2015 – the second convened meeting)

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 19th, 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 18th, 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 _____

I attach hereto:

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 special power of attorney (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 Ordinary Meeting of Shareholders, would be submitted as well.
3. 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;

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

(iii) the Special Power of Attorney was signed by the shareholder.

Contact phone number _____

This Power of Attorney has been issued this day of _____, in 3 (three) original counterparts, with equal legal power, of which one original counterpart shall be filed/delivered **by April 27th, 2015, 10:00 o'clock**, at the Company's headquarters (Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța county, Romania), on pain of losing the right to exercise the voting right by representative in the general meeting pursuant to the provisions of law. Another original counterpart of the Special Power of Attorney shall 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,

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

(Name, first name of the legal representative of represented shareholder, in capitals)

(Signature of the represented shareholder/legal representative of represented 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.