

Special Power of Attorney for representation in the Ordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. on July 20th, 2015 – first convened meeting (respectively July 21st, 2015 – the second convened meeting)

SPECIAL POWER OF ATTORNEY¹
FOR THE REPRESENTATION OF THE SHAREHOLDERS

IN THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF
ROMPETROL RAFINARE S.A.
AS OF July 20th / 21st, 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
Rompertrol 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 **Ordinary General Meeting of Shareholders of S.C. Rompetrol Rafinare S.A.**
(hereinafter referred to as the “Company”), which is to be held on **July 20th, 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 (July 21st, 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 July 17th, 2015, 11:00 (Romanian time). Please check the requirements of the General Meeting Convening Notice and, starting with July, 6th, 2015, the possibility of an updated Special Power of attorney.

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In the Ordinary General Meeting of Shareholders (“OGMS”) on July 20th, 2015 (respectively July 21st, 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 **July 8th, 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. a) Revocation of Mr. Gabriel Dumitrascu from its capacity of member of the Company’s Board of Directors.**

For _____ Against _____ Abstention _____

b) The discharge of Mr. Gabriel Dumitrascu of any duties and liabilities resting upon him for the term of the mandate of member of the Board of Directors exercised throughout 2015 shall be performed upon the date the financial accounts of the Company for the financial year 2015 are approved.

For _____ Against _____ Abstention _____

- 2. Election of Mr. Mihai-Liviu Mihalache as member of the Company’s Board of Directors, for a mandate starting on the date of this General Ordinary Meeting of the Shareholders and ending on 30.04.2018 (the expiry date of the mandate granted to the current members of the Board of Directors).**

For _____ Against _____ Abstention _____

- 3. Approval of the date of August 5th, 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 _____

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

For _____ Against _____ Abstention _____

- 5. Empowerment of Mr. Alexandru Nicolcioiu**, member of the Board of Directors, to conclude and/or sign for and on behalf of the Company and/or the Company’s shareholders, the resolution following to be adopted by _____

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

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this GOMS and to carry out any and all legal formalities concerning the registration, publication and enforcement of the resolution thus adopted, Mr. Nicolcioiu being granted the possibility to sub-appoint third parties to this effect.

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 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. 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.

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 July 17th, 2015, 11:00 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)

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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.*