

POSTAL BALLOT PAPER FORM¹
for the EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF
ROMPETROL RAFINARE S.A.

Convened on April 28, 2016 (April 29th, 2016 – 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 ____, __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.
_____, 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 _____ (will bar what
not corresponds),

holder of a number of _____ book-entered shares, nominative, of a
face value of Lei 0.10, issued by **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,

¹ 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 Extraordinary General Meeting of Shareholders), **sent by mail or by courier must be registered at the Company's headquarters, in original, no later than April 26th, 2016, 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 General Meeting Convening Notice and, starting with 15.04.2016, 16:00 o'clock (Romanian time), the possibility of an updated Postal Ballot Paper Form.**

being aware of the abovementioned agenda of the Extraordinary 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 18th, 2016, with respect to the items of the agenda of the Extraordinary General Meeting of Shareholders ("EGMS") of Rompetrol Rafinare S.A. (hereinafter referred to as the "Company"), which shall be held on April 28th, 2016, 12:00 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 Extraordinary General Meeting (April 29th, 2016), in the event that the first session cannot be actually held, as follows [please check off the option in the corresponding column]:

1. To ratify the conclusion by the Company of Addendums no. 7/19.09.2014, no. 8/31.12.2014 and no. 9/26.11.2015 to the Loan Agreement no. 448 concluded on September 20, 2010 between the Company and KMG International N.V. (former The Rompetrol Group N.V.), a significant shareholder of the Company, with its registered office at Strawinskylaan 807 Tower A-8, 1077XX, the Netherlands, registered with the Trade Registry of the Chamber of Commerce and Industry in Amsterdam under no. 24297754, extended and amended by Addendum no. 1 of 20.09.2011 approved by EGMS Resolution no. 4 of 10.10.2011, by Addendum no. 2 of 2.05.2012 approved by EGMS Resolution no. 2 of 29.06.2012 and by Addendum no. 3 of 20.09.2012 approved by EGMS Resolution no. 6 dated 26.10.2012 and by Addendum no.4 of 05.03.2013 approved by EGMS Resolution no. 3 dated 05.03.2013 and by Addendum no. 5 of 20.09.2013 and Addendum no. 6 of 14.02.2014 both approved by EGMS Resolution no. 3 dated 29.04.2014, **having as object the amount of USD 250,000,000.**

For _____ **Against** _____ **Abstention** _____

2. To approve the date of May 17th, 2016, 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** _____

3. To approve the date of May 16th, 2016, as ex-date, as such is defined by the NSC Regulation no. 6/2009.

For _____ **Against** _____ **Abstention** _____

4. To authorize 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.** 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.** 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.** 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.
- 6.** Telephone number for contact _____

Date: _____

Name, surname of the shareholder natural person or of the legal representative of the shareholder legal person (clearly written, in capital letters)

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(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 shareholder legal person, the position of the legal representative shall also be specified

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