

**Special Power of Attorney for representation in the Extraordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. on April 28<sup>th</sup>, 2016 – first convened meeting (respectively April 29<sup>th</sup>, 2016 – the second convened meeting)**

**SPECIAL POWER OF ATTORNEY<sup>1</sup>  
FOR THE REPRESENTATION OF THE SHAREHOLDERS**

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**IN THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF  
ROMPETROL RAFINARE S.A.  
AS OF April 28<sup>th</sup> / 29<sup>th</sup>, 2016**

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 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 **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 \_\_\_\_\_, \_\_\_\_\_<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. \_\_\_\_\_ -  
\_\_\_\_\_, acting as **ATTORNEY-IN-FACT**,

<sup>1</sup> 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 26<sup>th</sup>, 2016, 10:00 (Romanian time). Please check the requirements of the General Meeting Convening Notice and, starting with April 15<sup>th</sup>, 2016, 16:00 o'clock (Romanian time), the possibility of an updated Special Power of attorney.**

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to represent me/us in the **Extrordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. (hereinafter referred to as the "Company")**, which is to be held on **April 28<sup>th</sup>, 2016, starting with 12:00 o'clock (Romanian time), 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 29<sup>th</sup>, 2016), in the same place and having the same agenda, in the event that the first session cannot be actually held.

**In the Extraordinary General Meeting of Shareholders ("EGMS") on April 28<sup>th</sup>, 2016 (respectively April 29<sup>th</sup>, 2016 – the second convened meeting),** Mr. (Mrs.)

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*(Representative's name and first name)*

shall exercise the voting right ancillary to my/the company's interests consisting of \_\_\_\_\_<sup>2</sup> shares, registered with the Company's Registry of Shareholders from the Depozitarul Central S.A. Bucharest at the end of the day of **April 18<sup>th</sup>, 2016 (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. 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 17<sup>th</sup>, 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.

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

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

3. **To approve the date of May 16<sup>th</sup>, 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** \_\_\_\_\_

**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;

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- (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 April 26<sup>th</sup>, 2016, 10:00 o'clock (Romanian time)**, 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.