

**Postal Ballot Paper Form for the Ordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. convened as of April 28<sup>th</sup>, 2016** (April 29<sup>th</sup>, 2016 – the second convened meeting) – UPDATED as of April 15<sup>th</sup>, 2016 according to the supplemented agenda with the points no.9 and no.10.

*Items no.9, no.10 and no.11 on the agenda of the convening notice published in the Official Gazette no. 1247 as of 28 March 2016 and in the newspaper "Bursa" no. 60 (records no. 5640) as of March 28<sup>th</sup>, 2016 are items no.11, no.12 and no.13 on the revised agenda included in this Postal Ballot.*

**[UPDATED as of April 15<sup>th</sup>, 2016 ACCORDING TO THE SUPPLEMENTED AGENDA<sup>1</sup>]**

**POSTAL BALLOT PAPER FORM<sup>2</sup>**

**for the ORDINARY GENERAL MEETING OF SHAREHOLDERS OF  
ROMPETROL RAFINARE S.A.**

**Convened on April 28, 2016 (April 29<sup>th</sup>, 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  
\_\_\_\_\_

<sup>1</sup> *Supplementation of the agenda of the Ordinary General Meeting of Shareholders was published in the Romanian Official Gazette, Part IV, no. 1495 as of 14 April 2016 and in the newspaper "Bursa" no. 73 (records no. 5653) as of April 14<sup>th</sup>, 2016.*

<sup>2</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 must be registered at the Company's headquarters, in original, no later than April 26<sup>th</sup>, 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.***

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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,

**being aware** of the abovementioned revised agenda of the Ordinary General Meeting of  
Shareholders, informative materials related to the revised 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 18<sup>th</sup>, 2016, with respect to the items of the revised 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 28<sup>th</sup>, 2016, 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 Ordinary General Meeting (April 29<sup>th</sup>, 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 approve the annual individual financial accounts having as closing day the day of December 31, 2015**, 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. To discuss and to approve the annual consolidated financial accounts having as closing day the day of December 31, 2015** (including the financial accounts for Rompetrol Rafinare S.A. and for the subsidiaries thereof: 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.) and Rompetrol Petrochemicals S.R.L., prepared in accordance with the

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International Financial Reporting Standards (IFRS), based on the Report of the Board of Directors and on the Financial Auditor's Report.

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

**3. Approval of the proposal of the Board of Directors regarding the distribution of the net profit ancillary to the financial year 2015 for the following destinations: (i) legal reserve (5%) and (ii) coverage of the reported losses from the previous years.**

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

**4. To approve the discharge the all Company's directors of any liability arising from the activity they conducted during the financial year 2015, further to the submitted reports.**

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

**5. To approve the Income and Expenditure Budget and the Company's business schedule for 2016, including the investment plan for 2016.**

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

**6. To establish the fee payable to the members of the Board of Directors for the financial year 2016.**

Proposal: maintaining the same amount of monthly net remuneration at existing.

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

**7. a) Approval to terminate the director's mandate granted to Mr. Alexandru Nicolcioiu following the latter's resignation from the said position starting with Nay 1<sup>st</sup>, 2016.**

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

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**b)** The discharge of Mr. Alexandru Nicolcioiu of any duties and liabilities resting upon him for the term of the mandate of member of the Board of Directors for the timeframe 01.01.2016 – 30.04.2016, shall be performed as per the provisions of the law.

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

**8. Election Mr. Cătălin Dumitru as member of the Company's Board of Directors, for a mandate starting on May 1<sup>st</sup>, 2016 and ending on April 30<sup>th</sup>, 2018 (the expiry date of the mandate granted to the current members of the Board of Directors), following the approval of the point No. 7 on the agenda of GOMS.**

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

**9. a) Revocation of Mr. Nicolae Bogdan Codruț Stănescu from his capacity of member of the Board of Directors of Rompetrol Rafinare S.A. starting with 28.04.2016, following the latter's resignation from his capacity of member of the Board of Directors starting with April 28<sup>th</sup>, 2016.**

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

**b)** The discharge of Mr. Nicolae Bogdan Codruț Stănescu of any duties and liabilities resting upon him for the term of the mandate of member of the Board of Directors exercised throughout 2016 shall be performed as per the provisions of the law.

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

**10. Election of Mr. Marius Mitruș as member of the Board of Directors of Rompetrol Rafinare S.A., 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** \_\_\_\_\_

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**11. 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.

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

**12. 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** \_\_\_\_\_

**13. 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 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.

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**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)*

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

<sup>4</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.

<sup>3</sup> In the case of a shareholder legal person, the position of the legal representative shall also be specified

<sup>4</sup> In the case of a shareholder legal person, the valid stamp shall also be applied