

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

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 **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
(*will bar what not corresponds*) Mr./Mrs. _____ -
_____, acting as **ATTORNEY-IN-FACT**,

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 April 26th, 2016, 10:00 (Romanian time). Please check the requirements of the General Meeting Convening Notice and, starting with April 15th, 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 **Ordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. (hereinafter referred to as the “Company”)**, which is to be held on **April 28th, 2016, starting with 10:00 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 Ordinary General Meeting (April 29th, 2016), in the same place and having the same agenda, in the event that the first session cannot be actually held.

In the Ordinary General Meeting of Shareholders (“OGMS”) on April 28th, 2016 (respectively April 29th, 2016 – 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 **April 18th, 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 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 International Financial Reporting Standards (IFRS), based on the Report of the Board of Directors and on the Financial Auditor’s Report.

For _____ Against _____ Abstention _____

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

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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 May 1st, 2016.

For _____ Against _____ Abstention _____

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.

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

8. Election Mr. Cătălin Dumitru as member of the Company’s Board of Directors, for a mandate starting on May 1st, 2016 and ending on April 30th, 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. 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** _____

10. 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** _____

11. 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 Ordinary

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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 April 26th, 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:

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- *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.*