

FORM OF VOTE BY CORRESPONDENCE

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

Convened on April 27th, 2017 (April 28th, 2017 – 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 [*equivalent body – for non-resident legal person*]
under no. _____, sole registration code [*equivalent identification no. – for
non-resident legal person*] _____, by the legal representative 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
_____.

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 agenda of the Ordinary General Meeting of Shareholders ("OGMS"),
convened for 27 April 2017 starting at 11:00 a.m., respectively for 28 April 2017, starting at
11:00 a.m., if the OGMS may not be validity held at the first convening date, informative
materials related to the agenda and the proposed resolutions,

**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, 2017, with respect to the items of the agenda of the Ordinary General**

Meeting of Shareholders of Rompetrol Rafinare S.A. (hereinafter referred to as the "Company"), which shall be held on April 27th, 2017, 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 (April 28th, 2017 starting at 11:00 a.m.), 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, 2016, prepared in accordance with the International Financial Reporting Standards (IFRS), as laid down by the Order of the Minister of Public Finance no. 2844/2016, 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, 2016 (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** _____

3. Approval of the proposal of the Board of Directors regarding the distribution of the net profit ancillary to the financial year 2016 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 2016, further to the submitted reports.

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

5. To approve the Income and Expenditure Budget and the Company's business schedule for 2017, including the investment plan for 2017.

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

6. To establish the fee payable to the members of the Board of Directors for the financial year 2017.

Proposal of the Board of Directors is to maintain the same amount of net monthly compensation with the existing one.

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

7. To approve, pursuant to art. 129² of the Regulations issued by the National Securities Commission no. 1/2006, the date of May 17th, 2017 as Registration Date, pursuant to art. 238 par. (1) of Law no. 297/2004 on the capital market, to identify the shareholders upon whom the effects of the resolutions adopted in this OGMS reflect and **the date of May 16th, 2017 as Ex Date, from which the financial instruments are traded without the rights resulted from OGMS Rompetrol Rafinare,** as defined by the provisions of the Regulations issued by the National Securities Commission no. 6/2009.

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

8. To authorize Mr. Yedil Utekov, General Manager and 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 OGMS 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.

Subject to losing the voting right, 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*), **must be sent:**

- Either as an original document signed by hand, in original, sent by mail or courier services, to the Company's headquarters, **located in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța county,** in a closed envelope, so that it is registered as received in the

Company's Registration Office **no later than April 25th, 11:00 p.m.** (Romanian time), with the mention: "**POSTAL BALLOT PAPER FORM - FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 27TH/28TH, 2017**",

- Or sent by email with extended electronic signature as per Law no. 455/2001 on the electronic signature, **until April 25th, 2017, at 11:00 p.m.** (Romanian time), at the address: Carmen.Chitu@rompetrol.com, by mentioning in the subject: "**POSTAL BALLOT PAPER FORM - FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 27TH/28TH, 2017**".

Please check the requirements of the General Meeting Convening Notice and, starting with April 14th, 2017 the possibility of an updated Form of Vote by Correspondence.

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.
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. 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)

1 _____

2 _____

(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.*

¹ *In the case of a shareholder legal person, the Form of Vote by Correspondence must be signed by the legal representative; the position of the legal representative shall also be specified*

² *In the case of a shareholder legal person, the valid stamp shall also be applied*