

**Limited Power of Attorney for representation in the Ordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. on April 27<sup>th</sup>, 2017 – first convened meeting (respectively April 28<sup>th</sup>, 2017 – the second convened meeting)**

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

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**IN THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF  
ROMPETROL RAFINARE S.A.  
AS OF April 27<sup>th</sup> / 28<sup>th</sup>, 2017**

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

<sup>1</sup> After completing and signing the Limited 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 25<sup>th</sup>, 2017, 11:00 (Romanian time). Please check the requirements of the Ordinary General Meeting Convening Notice, also the possibility of revising the agenda until April 14<sup>th</sup>, 2017, and the possibility of updated Limited Power of attorney starting the the publication date of the revised agenda, the date on which will be available the new limited power of attorney form.**

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

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 27<sup>th</sup>, 2017, starting with 11:00 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 28<sup>th</sup>, 2017), 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 27<sup>th</sup>, 2017 (respectively April 28<sup>th</sup>, 2017 – 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 \_\_\_\_\_<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>, 2017 (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, 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

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

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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 \_\_\_\_\_**

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**7. To approve, pursuant to art. 129<sup>2</sup> of the Regulations issued by the National Securities Commission no. 1/2006, the date of May 17<sup>th</sup>, 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 16<sup>th</sup>, 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** \_\_\_\_\_

**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 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.** 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 limited power of attorney shall be filed/delivered **until April 25<sup>th</sup>, 2017, 11:00 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.