

## FORM OF VOTE BY CORRESPONDENCE

### for the EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF ROMPETROL RAFINARE S.A.

Convened on December 20<sup>th</sup>, 2017 (December 21<sup>th</sup>, 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 \_\_\_\_\_, \_\_\_\_\_<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 [*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 \_\_\_\_\_, \_\_\_\_\_<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 \_\_\_\_\_,

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 Extraordinary General Meeting of Shareholders (“EGMS”), convened for December 20<sup>th</sup>, 2017, starting at 11:00 a.m., respectively for December 21<sup>st</sup>, 2017, starting at 11:00 a.m., if the EGMS 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 December 8<sup>th</sup>, 2017, with respect to the items of the agenda of the Extraordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. (hereinafter referred to as the “Company”), which shall be held on December 20<sup>th</sup>, 2017, 11:00 a.m. 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 Extraordinary General Meeting (December 21<sup>st</sup>, 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. **It is acknowledged the implementation of the measures approved by the Board of Directors with a view to settling the net asset versus share capital;**

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

2. **Provisional acknowledgement**, pursuant to the implementation of the measures detailed under the previous item as well as the financial accounting statements, **of the settling of the net asset ratio versus the subscribed share capital** provided that the confirming the settling of the net asset based on the approval of the audited financial statements afferent to the 2017 financial year;

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

3. The Report drafted by the Company' s Executive Management is acknowledged, regarding the preventive measures in terms of the security norms adopted by Rompetrol Rafinare S.A. in the past 12 months.

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

4. **To approve, pursuant to art. 129<sup>2</sup> of the Regulations issued by the National Securities Commission no. 1/2006, the date of January 11<sup>th</sup>, 2018 as Registration Date**, pursuant to art. 86 par. (1) of Law no. 24/2017 on issuers of financial instruments and market operations, to identify the shareholders upon whom the effects of the resolutions adopted in this EGMS reflect and **the date of January 10<sup>th</sup>, 2018 as Ex Date, from which the financial instruments are traded without the rights resulted from EGMS Rompetrol Rafinare**, as defined by the provisions of the Regulations issued by the National Securities Commission no. 6/2009.

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

5. **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 EGMS 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 December 18<sup>th</sup>, 11:00 a.m.** (Romanian time), with the mention: ***“POSTAL BALLOT PAPER FORM - FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF DECEMBER 20<sup>TH</sup>/21<sup>TH</sup>, 2017”***,
- Or sent by email with extended electronic signature as per Law no. 455/2001 on the electronic signature, **until December 18<sup>th</sup>, 2017, at 11:00 a.m.** (Romanian time), at the address: [Carmen.Chitu@rompetrol.com](mailto:Carmen.Chitu@rompetrol.com), by mentioning in the subject: ***“ POSTAL BALLOT PAPER FORM - FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF DECEMBER 20<sup>TH</sup>/21<sup>TH</sup>, 2017”***.

***Please check the requirements of the General Meeting Convening Notice and, starting with December 7<sup>th</sup>, 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 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. 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.

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<sup>1</sup> 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

<sup>2</sup> In the case of a shareholder legal person, the valid stamp shall also be applied