

SPECIAL POWER OF ATTORNEY ¹
FOR THE REPRESENTATION OF THE SHAREHOLDERS

IN THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF
ROMPETROL RAFINARE S.A.

as of April 24th / 25th, 2019

dedicated to items 1, 2, 4, 5, 9 and 10 on the agenda

The undersigned/The subscribed _____
(First name, surname/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 _____ nominative, 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 out of the aggregate number of 44,109,205,726 shares/ voting
rights in the Ordinary General Meeting of Shareholders of Rompetrol Rafinare S.A., representing
_____ % of the share capital, acting as **PRINCIPAL**,

do hereby authorize _____
(First name and surname of the representative – the person conferred the special power of attorney)

¹ The special Power of Attorney dedicated to the items 1, 2, 4, 5, 9 and 10 on the agenda, filled in with the voting options ("For", "Against" or "Abstention"), signed, in original, and the related documents, together with the closed envelope containing the special Power of Attorney dedicated to items 3, 6, 7 și 8 on the agenda, shall be introduced within an envelope and sent as to be registered with the Company Registration Office no later than April 22th, 2019, at 11:00 a.m. (Romanian time), clearly mentioning on the envelope „**SPECIAL POWERS OF ATTORNEY - FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF APRIL 24TH / 25TH, 2019**”.

The special Power of Attorney dedicated to items 1, 2, 4, 5, 9 and 10 on the agenda, filled in with the voting options ("For", "Against", "Abstention"), signed, and the related documents may be sent also by e-mail with extended electronic signature, in compliance with Law no. 455/2001 on digital signature, republished, at the address: Investor.Relations.RRC@rompetrol.com, mentioning to the subject: „**Confidential - For the Ordinary General Meeting of the Shareholders as of April 24th / 25th, 2019**”, so that to be registered as received to the Company's Registration Office until April 22th, 2019, 11:00 a.m. (Romanian time).

Please check the requirements of the Ordinary General Meeting of Shareholders Convening Notice, and, starting with April 11th, 2019, the possibility of an updated special Powers of Attorney.

Special Power of Attorney for representation in the Ordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. on April 24th, 2019 – first convened meeting (respectively April 25th, 2019 – the second convened meeting)

Domiciled/having headquarters 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**,

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 24th, 2019, starting with 11:00 a.m. (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 25th, 2019), 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 24th, 2019 (respectively April 25th, 2019 – the second convened meeting), Mr. (Mrs.) _____

(Representative’s first name and surname)

shall exercise the voting rights 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 on Reference Date of **April 12th, 2019**, 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 discuss and approve the stand-alone annual financial statements ended as at December 31, 2018, issued according to the International Financial Reporting Standards (“IFRS”), as stated in the Order of the Ministry of Public Finance no. 2844/2016, with subsequent amendments based on the Annual Report of the Board of Directors prepared according to the provisions of the Regulations issued by the Financial Supervisory Authority no. 5/2018 and on the Financial Auditor’s Report prepared by Ernst&Young Assurance Services S.R.L.

For _____ **Against** _____ **Abstention³** _____

2. To discuss and approve the consolidated annual financial statements ended as at December 31, 2018 (including the financial statements of Rompetrol Rafinare S.A. and those of the subsidiaries:

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

³ Ticking the mention “Abstention” is an unexpressed vote, not taken into account when determining the expressed votes.

Rompetrol Downstream S.R.L., Rom Oil S.A., Rompetrol Quality Control S.R.L., Rompetrol Logistics S.R.L. (together with the subsidiary Rompetrol Gas S.R.L.) and Rompetrol Petrochemicals S.R.L., issued according to IFRS amendments based on the Annual Report of the Board of Directors and on the Financial Auditor's Report.

For _____ Against _____ Abstention³ _____

4. To approve the Income and Expenses Budget of the Company for 2019, the Production Activity Program for 2019 and Investment Budget for 2019.

For _____ Against _____ Abstention³ _____

5. To approve the monthly gross remuneration due for the financial year 2019 to the members of the Board of Directors, the tax and social contributions afferent to this remuneration, due to the members of the Board of Directors, being retained and paid by to the state budget according to the provisions of the fiscal law;

For _____ Against _____ Abstention³ _____

9. To approve the date of:

(i) **May 15th, 2019 as Registration Date**, according to art. 86 paragraph (1) of Law no 24/2017; and

For _____ Against _____ Abstention³ _____

(ii) **May 14th, 2019 as “Ex Date” Date**, according to art. 2 paragraph. 2 letter 1) of Regulations no 5/2018.

For _____ Against _____ Abstention³ _____

10. To authorize Mr. Yedil Utekov, General Manager and member of the Board of Directors, to conclude and/or sign, on behalf of the Company, and/or of the shareholders of the Company the Resolutions following to be adopted in this OGMS and to carry out 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 _____ Abstention³ _____

The capacity of shareholder, as well as in the case of the shareholders – legal entities, or of the entities without legal personality, the capacity of legal representative, is ascertained based on the list of Rompetrol Rafinare shareholders as at the Reference Date, received from the Depozitarul Central S.A.

In the case where: *i) the shareholders – natural persons* have not registered their valid and up-to-date identification data in the system of Depozitar Central S.A., then they will also present a copy of their up-to-date identification document (identity card/passport/residence permit); *ii) the legal representative of the shareholders – legal entities* is not mentioned on the Company's list of shareholders as at the Reference Date received from the Depozitarul Central S.A., then they will also present an official document attesting to the capacity of the legal representative (proof issued by a competent authority, in original or true copy, not older than 3 months before the publication date of the OGMS convening notice).

Drafted today, _____, in 3 originals, having the same legal force, one for the Principal, one for the Agent and the 3rd to be registered at Rompetrol Rafinare registration desk until **22.04.2019, 11:00 a.m.** (Romania time).

Contact phone number _____.

The undersigned/subscribed undertakes full and sole responsibility for those contained in this document, as a shareholder of Rompetrol Rafinare S.A.

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)