

SPECIAL POWER OF ATTORNEY ¹
FOR THE REPRESENTATION OF THE SHAREHOLDERS

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

as of June 21st / 24th, 2019

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 Extraordinary 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 on the agenda, filled in with the voting options (“For”, “Against” or “Abstention”), signed, in original, and the related documents, shall be introduced within an envelope and sent as to be registered with the Company Registration Office **no later than June 19th, 2019, at 11:00 a.m.** (Romanian time), clearly mentioning on the envelope „**SPECIAL POWERS OF ATTORNEY - FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF JUNE 21st /24th, 2019**”. The special Power of Attorney dedicated to the items 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 Extraordinary General Meeting of the Shareholders as of June 21st/24th, 2019**”, so that to be registered as received to the Company’s Registration Office **until June 19th, 2019, 11:00 a.m.** (Romanian time). Please check the requirements of the Extraordinary General Meeting of Shareholders Convening Notice, and, starting with June 10th, 2019, the possibility of an updated special Powers of Attorney.

Special Power of Attorney for representation in the Extraordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. on June 21st, 2019 – first convened meeting (respectively June 24th, 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 **Extraordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. (hereinafter referred to as the “Company”)**, which is to be held on **June 21st, 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 Extraordinary General Meeting (June 24th, 2019), in the same place and having the same agenda, in the event that the first session cannot be actually held.

In the Extraordinary General Meeting of Shareholders (“EGMS”) on June 21st, 2019 (respectively June 24th, 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 **June 11st, 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. Approval of establishing by the Company of a working point, located in the TMUC building site, Office no.1, located in Oil Terminal, the South platform, Constanta city, 15 square meters_area, in accordance with the Agreement dated May 2nd 2019, registered under no. 183. The name, that will be used by the working point within its relationship with third parties and authorities will be “Rompetrol Rafinare SA – Constanta Working Point”.

For _____ Against _____ Abstention³ _____

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

2. To approve the date of:

(i) July 10th, 2019 as Registration Date, according to art. 86 paragraph (1) of Law no 24/2017; and

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

(ii) July 9th, 2019 as “Ex Date” Date, according to art. 2 paragraph. 2 letter 1) of Regulations no 5/2018.

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

3. 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 resolution following to be adopted in this EGMS and to carry out and all requisite proceedings for such adopted resolution 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 EGMS 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 S.A. registration desk until **19.06.2019, 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.

Special Power of Attorney for representation in the Extraordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. on June 21st, 2019 – first convened meeting (respectively June 24th, 2019 – the second convened 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)