

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

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

**as of April 29<sup>th</sup> / 30<sup>th</sup>, 2020**

The undersigned/The subscribed \_\_\_\_\_  
(First name, surname/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 \_\_\_\_\_ nominative, book-entered shares, of a face value of  
Lei 0.10, issued by **Rompertrol 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)

\_\_\_\_\_  
<sup>1</sup> 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 April 27<sup>th</sup>, 2020, 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 29<sup>th</sup> /30<sup>th</sup>, 2020**”.  
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](mailto:Investor.Relations.RRC@rompetrol.com), mentioning to the subject: „**Confidential - For the Ordinary General Meeting of the Shareholders as of April 29<sup>th</sup>/30<sup>th</sup>, 2020**”, so that to be registered as received to the Company’s Registration Office until April 27<sup>th</sup>, 2020, 11:00 a.m. (Romanian time).  
Please check the requirements of the Ordinary General Meeting of Shareholders Convening Notice, and, starting with April 15<sup>th</sup>, 2020, 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 29<sup>th</sup>, 2020 – first convened meeting** (respectively April 30<sup>th</sup>, 2020 – the second convened meeting)

Domiciled/having headquarters 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 (*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 29<sup>th</sup>, 2020, 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 30<sup>th</sup>, 2020), 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 29<sup>th</sup>, 2020 (respectively April 30<sup>th</sup>, 2020 – 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 \_\_\_\_\_<sup>2</sup> shares, registered with the Company’s Registry of Shareholders from the Depozitarul Central S.A. Bucharest on Reference Date of **April 16<sup>th</sup>, 2020**, 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. Discussing and approving the individual annual financial statements concluded on December 31, 2019**, drawn up in accordance with International Financial Reporting Standards (“IFRS”), as set out in the decree of the Ministry of Public Finance No 2844/2016, subsequently amended and supplemented, based on the Annual Report of the Board of Directors drawn up in accordance with the provisions of the ASF Regulation No 5/2018, and the Report of the financial Auditor drawn up by Ernst & Young Assurance Services S.R.L.

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention<sup>3</sup> \_\_\_\_\_

**2. Discussing and approving the consolidated annual financial statements concluded on December 31, 2019**, (including the financial statements of Rompetrol Rafinare S.A. and those of its subsidiaries: Rompetrol Downstream S.R.L., Rom Oil S.A., Rompetrol Quality Control S.R.L., Rompetrol

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

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

Logistics S.R.L. (together with the subsidiary Rompetrol Gas S.R.L.) and Rompetrol Petrochemicals S.R.L., drawn up in accordance with IFRS, based on the Report of the Board of Directors and of the Financial Auditor.

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention<sup>3</sup> \_\_\_\_\_

**3. The approval of the discharge of the administrators of the Company for the activity carried out during the financial year 2019**, based on the submitted reports.

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention<sup>3</sup> \_\_\_\_\_

**4. The approval of the Income and Expenditure Budget for 2020, of the production program of the Company for 2020 and of the investment budget for 2020.**

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention<sup>3</sup> \_\_\_\_\_

**5. The approval of the gross monthly remuneration** owed to the members of the Board of Directors for the financial year 2020, the tax and social contributions related to this remuneration, due by the members of the Board of Directors, being withheld and paid to the State budget in accordance with the provisions of the fiscal legislation, **as well as the setting of the general limit of the additional remunerations of the members of the Board of Directors to whom specific duties have been assigned within the Board of Directors.**

The proposal for the above mentioned remunerations for the current year is the following:

- a gross monthly remuneration of Lei 15,385 corresponding to a net monthly remuneration of Lei 9,000 for each member of the Board of Directors;
- a gross monthly remuneration of Lei 5,128 corresponding to a net monthly remuneration of Lei 3,000 for each member of the Audit Committee;
- a gross monthly remuneration of Lei 5,128 corresponding to a net monthly remuneration of Lei 3,000 for each member of the Strategy Committee.

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention<sup>3</sup> \_\_\_\_\_

**6. The Appointment of the Company's Financial Auditor of Rompetrol Rafinare S.A.** for the auditing of the Company's financial statements for the financial year 2020, following the expiry of the

contract for the provision of audit services, **and setting the minimum duration of the contract for the provision of audit services to 1 year.**

Proposal: The reappointment of Ernst & Young Assurance Services SRL as financial auditor of Rompetrol Rafinare S.A. for 2020 financial year, the duration of the audit service agreement being one year.

**For** \_\_\_\_\_ **Against** \_\_\_\_\_ **Abstention<sup>3</sup>** \_\_\_\_\_

**7. The approval of the date of:**

(i) **May 19, 2020 as Registration Date**, according to art. 86 para. (1) of Law no. 24/2017;

**For** \_\_\_\_\_ **Against** \_\_\_\_\_ **Abstention<sup>3</sup>** \_\_\_\_\_

and

(ii) **May 18, 2020 as Date „Ex Date”**, according to art. 2 para. 2 letter 1 of Regulation no. 5/2018.

**For** \_\_\_\_\_ **Against** \_\_\_\_\_ **Abstention<sup>3</sup>** \_\_\_\_\_

**8. The power of attorney of Mr Saduokhas Meraliyev**, Chairman of the Board of Directors, to conclude and/or sign the resolutions to be taken by this OGMS on behalf of the Company and/or of the shareholders of the Company **and of Mr. Felix Crudu-Tesloveanu**, General Manager of the Company, to carry out all the legal formalities for the registration, publicity, enforceability, enforcement and publication of resolutions taken, both with the possibility of submandating third parties.

**For** \_\_\_\_\_ **Against** \_\_\_\_\_ **Abstention<sup>3</sup>** \_\_\_\_\_

**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).

**Special Power of Attorney for representation in the Ordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. on April 29<sup>th</sup>, 2020 – first convened meeting** (respectively April 30<sup>th</sup>, 2020 – the second convened meeting)

Drafted today, \_\_\_\_\_, in 3 originals, having the same legal force, one for the Principal, one for the Agent and the 3<sup>rd</sup> to be registered at Rompetrol Rafinare S.A. registration desk until **27.04.2020, 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)*