

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 April 29th / 30th, 2020

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 **Romp petrol 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 April 27th, 2020, at 01:00 p.m.** (Romanian time), clearly mentioning on the envelope „**SPECIAL POWERS OF ATTORNEY - FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF APRIL 29th /30th, 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, mentioning to the subject: „**Confidential - For the Extraordinary General Meeting of the Shareholders as of April 29th/30th, 2020**”, so that to be registered as received to the Company’s Registration Office **until April 27th, 2020, 01:00 p.m.** (Romanian time). Please check the requirements of the Extraordinary General Meeting of Shareholders Convening Notice, and, starting with April 15th, 2020, 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 April 29th, 2020 – first convened meeting (respectively April 30th, 2020 – 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 **April 29th, 2020, starting with 01:00 p.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 (April 30th, 2020), 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 April 29th, 2020 (respectively April 30th, 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 _____² shares, registered with the Company’s Registry of Shareholders from the Depozitarul Central S.A. Bucharest on Reference Date of **April 16th, 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. i) The approval of the modification and completion of the Company's Articles of Association according to the proposal below, the rest of the provisions of the Articles of Association remaining unchanged:

It is noted that the shares held by the Romanian State issued by Rompetrol Rafinare are transferred by Depozitarul Central S.A. from the Romanian State through the Ministry of Energy to the Romanian State through the Ministry of Economy, Energy and Business Environment as a result of the implementation of the provisions of Emergency Ordinance no. 68/2019, and the modification of the articles corresponding to the Articles of Association of the Company is approved, amending the sub-paragraph (2) of art. 1, entitled "Shareholders", paragraph 1.1., Letter A., "Significant shareholders" in the Company’s Articles of Association as follows:

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

“2) The Romanian state represented by the Ministry of Economy, Energy and Business Environment owns 19.715.009.053 fully paid-in shares of RON 1.971.500.905,3, representing 44,6959% of the share capital;”

For _____ Against _____ Abstention³ _____

ii) The approval of the update of the Company’s Articles of Association following the approval of the previous item on the agenda.

For _____ Against _____ Abstention³ _____

2. The approval of the closure of the working point called “Constanta Facility”, located in TMUC site organization building, Office No. 1, located within the Oil Terminal, South Platform Section, Constanta, with a surface of 15 sqm according to Contract no. 183/02.05.2019.

For _____ Against _____ Abstention³ _____

3. If the audited standalone financial statements for the financial year ends on December 31, 2019 are approved by the OGMS on April 29/30, 2020, 11:00 a.m., if the case, it is proposed to be approved a Resolution confirming the Company will carry on further its activity.

4. 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 _____ Abstention³ _____

and

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

For _____ Against _____ Abstention³ _____

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

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

5. 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 EGMS on behalf of the Company and/or of the shareholders of the Company including the signature of the updated Company's Articles of Association **and Mr. Felix Crudu-Tesloveanu** 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 _____ 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 **27.04.2020, 01:00 p.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)