

CORRESPONDENCE VOTING BALLOT¹

**for the ORDINARY GENERAL MEETING OF SHAREHOLDERS OF
ROMPETROL RAFINARE S.A.**

Convened on April 29th, 2020 (April 30th, 2020 – the second convened meeting)

The subscribed _____

(Name, first name/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 [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 ____, ____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 _____,

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 Ordinary General Meeting of Shareholders (“OGMS”), convened for 29 April 2020, starting at 11:00 a.m. (Romanian time), respectively for 30 April 2020, starting at 11:00 a.m. (Romanian time), if the OGMS may not be validity held at the first convening date, informative materials related to the agenda and the proposed resolutions,

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 April 16th, 2020, with respect to the items of the

¹ The Correspondence Voting Ballot 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 11:00 a.m. (Romanian time), clearly mentioning on the envelope „CORRESPONDENCE VOTING BALLOTS - FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF APRIL 29th /30th, 2020”.

The Correspondence Voting Ballot dedicated to 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: „CORRESPONDENCE VOTING BALLOTS - FOR THE ORDINARY 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, 11:00 a.m. (Romanian time).

Please check the requirements of the Ordinary General Meeting of Shareholders Convening Notice, and, starting with April 15th, 2020, the possibility of an updated Correspondence Voting Ballots .

agenda of this Ordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. (hereinafter referred to as the “Company”), which shall be held at the Company’s headquarters located in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța county, as follows [please check off the option in the corresponding column]:

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 _____ Abstention² _____

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 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 _____ Abstention² _____

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 _____ Abstention² _____

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 _____ Abstention² _____

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;

² Ticking the mention "Abstention" is an unexpressed vote, not taken into account when determining the expressed votes.

- 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** _____ **Abstention²** _____

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** _____ **Abstention²** _____

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** _____ **Abstention²** _____

and

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

For _____ **Against** _____ **Abstention²** _____

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** _____ **Abstention²** _____

General rules for valid use of the voting ballot:

- expressed vote - ticking only the option vote "For" or the option vote "Against";
- unexpressed vote – ticking the mention "Abstention" or not ticking any option (vote "For" or "Against" or the mention "Abstention"); unexpressed votes are not taking into account when determining the expressed votes;

Correspondence Voting Ballot form for the Ordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. convened as of April 29th, 2020 (April 30th, 2020 – the second convened meeting)

- cancelled vote - ticking more than one option (vote "For", vote "Against" and mention "Abstention") or ticking other option than the one specified by the shareholder in the special power of attorney; cancelled votes are not taking into account when determining the expressed votes.

The quality as shareholder and also, in case of shareholders - legal persons or entities without legal status, the quality as legal representative shall be acknowledged based on the Rompetrol Rafinare S.A. list of shareholders at the Reference Date, received from Depozitarul Central S.A.

In case: *i) the shareholders – natural persons* did not registered in the system of Depozitarul Central S.A. the valid and updated identification data, then they will present also a copy of the updated identity document (identity card/ Passport/ residence permit); *ii) the legal representative of the shareholders – legal persons* is not mentioned in the list of Company shareholders received from Depozitarul Central S.A., then they will present also an official document attesting the capacity as legal representative (issued by a competent authority, original or certified copy, not older than 3 months before the date of publication of the convening notice of the OGMS).

In the case the Correspondence Voting Ballot is signed by the representative of the shareholder, I attached hereto also the following documents, as the case:

1. The special Power of Attorney, in original, accompanied by the related documents;
2. The general Power of Attorney, in copy, containing the mention of conformity with the original under the signature of the representative, accompanied by the related documents;
3. The Affidavit given by the custodian, signed by the legal representative of the credit institution, in original, accompanied by the related documents.

Contact phone number _____

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

SHAREHOLDER,

(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)