

**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 September 18<sup>th</sup> / 21<sup>st</sup>, 2020**

**dedicated to the items 4 and 5 on the agenda**

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 **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**,

\_\_\_\_\_  
<sup>1</sup>The special Power of Attorney dedicated to the items 4 and 5 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 1, 2 and 3 on the agenda, shall be introduced within an envelope and sent as to be registered with the Company Registration Office **no later than September 16<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 SEPTEMBER 18<sup>TH</sup> /21<sup>ST</sup>, 2020”**.

The special Power of Attorney dedicated to items 4 and 5 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: **„ Special Powers of Attorney - For the Ordinary General Meeting of the Shareholders as of September 18<sup>th</sup> /21<sup>st</sup>, 2020”**, so that to be registered as received to the Company's Registration Office until **September 16<sup>th</sup>, 2020, 11:00 a.m. (Romanian time)**.

**Please check the requirements of the Ordinary General Meeting Convening Notice, and, starting with September 4<sup>th</sup>, 2020, the possibility of an updated special Power of Attorney forms.**

**Special Power of Attorney for representation in the Ordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. on September 18<sup>th</sup>, 2020 – first convened meeting** (respectively September 21<sup>st</sup>, 2020 – the second convened meeting)

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

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 **September 18, 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 (September 21<sup>st</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 September 18<sup>th</sup>, 2020 (respectively September 21<sup>st</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 **September 7<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*):

**4. Approval of the dates:**

- (i) October 6, 2020 as the Registration Date, according to art. 86 para. (1) of Law no. 24/2017;

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

<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.

**Special Power of Attorney for representation in the Ordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. on September 18<sup>th</sup>, 2020 – first convened meeting** (respectively September 21<sup>st</sup>, 2020 – the second convened meeting)

And

(ii) October 5, 2020 as the “Ex Date”, according to art. 2 para. 2 lit. 1 of Regulation no. 5/2018;

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

5. To empower Mr. Yedil Utekov, Member of the Board of Directors, to conclude and / or sign on behalf of the Company and / or the Company's shareholders the resolutions, which are to be adopted by this OGMS and Mr. Felix Crudu-Tesloveanu, General Manager of the Company, in order to carry out all the legal formalities for registration, announcement, enforceability, execution and publication of the adopted resolutions, both having the possibility to be sub-mandated by 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).

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 **16.09.2020, 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.

**Special Power of Attorney for representation in the Ordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. on September 18<sup>th</sup>, 2020 – first convened meeting** (respectively September 21<sup>st</sup>, 2020 – the second convened meeting)

**PRINCIPAL,**

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*(First name, surname/Name of the represented shareholder, in capitals)*

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*(First name, surname of the legal representative of principal shareholder, in capitals)*

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*(Signature of the principal shareholder/legal representative of principal shareholder and stamp)*