

SPECIAL POWER OF ATTORNEY ¹
FOR THE REPRESENTATION OF THE SHAREHOLDERS

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

as of September 18th / 21st, 2020

dedicated to the items 1, 2 and 3 on the agenda

for the secret vote

(updated on 28 August 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 **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**,

¹The special Power of Attorney dedicated to the items 1, 2 and 3 on the agenda, filled in with the voting options (“For”, “Against” or “Abstention”), signed, in original, shall be introduced within a separate envelope, closed, clearly mentioning on the envelope “Confidential – Secret voting instructions for the Ordinary General Meeting of Shareholders as of September 18th /21st, 2020”, which shall be placed, in its turn, in the envelope containing the special Power of Attorney dedicated to the other items on the agenda of the OGMS and the related documents; these shall be sent as to be registered with the Company registration office no later than September 16th, 2020, at 11:00 a.m. (Romanian time);

In the case the Special Powers of Attorney dedicated to items 1, 2 and 3 on the agenda, filled in with the voting options (“For”, “Against” or “Abstention”), signed, are sent by e-mail with extended electronic signature, in compliance with Law no. 455/2001 on digital signature, republished, then this shall be sent to the address: Investor.Relations.RRC@rompetrol.com, within a separate e-mail, with extended electronic signature, clearly mentioning on the subject “Confidential – Secret voting instructions for the Ordinary General Meeting of Shareholders as of September 18th /21st, 20208”; this shall be sent as to be registered with the Company registration office no later than September 16th, 2020, at 11:00 a.m. (Romanian time);

Please check the requirements of the Ordinary General Meeting Convening Notice, and, starting with September 4th, 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 18th, 2020 – first convened meeting (respectively September 21st, 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 ____, ____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 **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 21st, 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 18th, 2020 (respectively September 21st, 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 **September 7th, 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. Revocation of Mr. Mihai-Liviu MIHALACHE from his capacity as member of the Board of Directors of the Company, as a result of his resignation from office.

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

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

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

2. Approval of the termination of Mr. Saduokhas Meraliyev’s mandate as a member of the Board of Directors following the letter’s resignation from the said position starting with October 1st, 2020.

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

3. Election of 2 (two) new members of the Board of Directors of the Company, as follows:

3.1. Election of a new member of the Board of Directors of the Company for a term that will begin with the date of this Ordinary General Meeting of Shareholders, and will expire on April 30th, 2022 (the expiration date of the term of office of the current members of the Board of Directors).

The proposal no. 1 for the new member of the Board of Directors is the following: **Mr. Bogdan-Cătălin STERIOPOL**

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

3.2. Election of a new member of the Board of Directors of the Company for a term that will begin with October 1st, 2020 and will expire on April 30th, 2022 (the expiration date of the term of office of the current members of the Board of Directors).

The proposal no. 1 for the new member of the Board of Directors is the following: **Mr. Felix CRUDU-TESLOVEANU**

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 OGMS convening notice).

Special Power of Attorney for representation in the Ordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. on September 18th, 2020 – first convened meeting (respectively September 21st, 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 3rd 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.

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)