

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 January 15th / 16th, 2018
dedicated to items 1b), 3 and 4 on the agenda

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 **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**,

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 1b), 3 and 4 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 1a) and 2 on the agenda, shall be introduced within an envelope and sent as to be registered with the Company Registration Office **no later than January 12th, 2018, at 4:00 p.m. (Romanian time)**, clearly mentioning on the envelope „**SPECIAL POWERS OF ATTORNEY - FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF JANUARY 15TH /16TH, 2018**”.

The special Power of Attorney dedicated to items 1b), 3 and 4 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: Carmen.Chitu@rompetrol.com, mentioning to the subject: „**Confidential - For the Ordinary General Meeting of the Shareholders as of January 15th /16th, 2018**”, so that to be registered as received to the Company's Registration Office until January 12th, 2018, 4:00 p.m. (Romanian time).

Please check the requirements of the Ordinary General Meeting Convening Notice, and, starting with January 4th, 2018, 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 January 15th, 2018 – first convened meeting (respectively January 16th, 2018 – 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 **Ordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. (hereinafter referred to as the “Company”)**, which is to be held on **January 15th, 2018, starting with 11:00 o'clock (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 (January 16th, 2018), 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 January 15th, 2018 (respectively January 16th, 2018 – 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 **January 5th, 2018**, 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. **b)** The discharge of Mr. Marius Mitruș of any duties and liabilities resting upon him for the term of the mandate of Director of Rompetrol Rafinare during 2017 and 2018, respectively as of January 1st, 2017 and until the date of this OGMS, shall be performed with the approval of the Company's 2017 and respectively 2018 financial statements.

For _____ Against _____ Abstention _____

3. Approval the date:

- (i) **February 1st, 2018 as Registration date**, for the identification of the shareholders upon whom shall fall the effects of the decision adopted in this OGMS;

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

For _____ Against _____ Abstention _____

(ii) **January 31st, 2018 as *Ex Date*, calendar date as of which the shares of Rompetrol Rafinare, subject to the OGMS Decision**, are traded without the rights deriving from the respective decision, according to art. 2, letter f) from the Regulation 6/2009.

For _____ Against _____ Abstention _____

4. To authorize Mr. Yedil Utekov, General Manager and member of the Board of Directors, to conclude and/or sign, on behalf of the Company, and/or of the shareholders of the Company the decision following to be adopted in this OGMS and to carry out and all requisite proceedings for such adopted decision to be registered, rendered enforceable against third parties and published, the said proxy being entitled to sub-delegate third parties to act for such purpose.

For _____ Against _____ Abstention _____

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).

This Power of Attorney is issued this day of _____, in 3 (three) originals, having the same legal force, of which one original of the Special Power of Attorney shall be filed/delivered **until January 12th, 2018, 4:00 p.m.** (Romanian time), at the Company's headquarters (Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța county, Romania), under the pain of losing the right to exercise the voting right in the general meeting by representative, pursuant to the provisions of law. Another original of the Special Power of Attorney will be for the principal, and another original will be handed over to the respective proxy in order for him/her to be able to prove such capacity, upon the request of the technical secretary of the Meeting.

Special Power of Attorney for representation in the Ordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. on January 15th, 2018 – first convened meeting (respectively January 16th, 2018 – the second convened meeting)

Contact phone number _____

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)