

**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 January 15<sup>th</sup> / 16<sup>th</sup>, 2018**  
**dedicated to item 1a) 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 item 1a) on the agenda, filled in with the voting options ("For", "Against" or "Abstention"), signed, in original, with special Power of attorney dedicated to the item 2 on the agenda, 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 January 15<sup>th</sup> /16<sup>th</sup>, 2018**", 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 January 12<sup>th</sup>, 2018, at 4:00 p.m.** (Romanian time);

In the case the Special Powers of Attorney dedicated to items 1a) and 2 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: [Carmen.Chitu@rompetrol.com](mailto:Carmen.Chitu@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 January 15<sup>th</sup> /16<sup>th</sup>, 2018**"; this shall be sent as to be registered with the Company registration office no later than **January 12<sup>th</sup>, 2018, at 4:00 p.m.** (Romanian time);

Please check the requirements of the Ordinary General Meeting Convening Notice, and, starting with January 4<sup>th</sup>, 2018, 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 January 15<sup>th</sup>, 2018 – first convened meeting** (respectively January 16<sup>th</sup>, 2018 – 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 **January 15<sup>th</sup>, 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 16<sup>th</sup>, 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 15<sup>th</sup>, 2018 (respectively  
January 16<sup>th</sup>, 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  
\_\_\_\_\_ <sup>2</sup> shares, registered with the Company’s Registry of Shareholders from  
the Depozitarul Central S.A. Bucharest on Reference Date of **January 5<sup>th</sup>, 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. a) **Revocation of Mr. Marius Mitruș from his capacity of member of the Board of Directors of  
Rompetrol Rafinare S.A. starting with the date of this Ordinary General Meeting of  
Shareholders.**

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

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

**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 12<sup>th</sup>, 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.

**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)