

SPECIAL POWER OF ATTORNEY ¹
FOR THE REPRESENTATION OF THE SHAREHOLDERS

IN THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF
ROMPETROL RAFINARE S.A.
as of April 27th / 30th, 2018

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 Extraordinary 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)

Domiciled/having headquarters in _____, _____ no. _____ street, building ____, ____th floor, ap. ____, district/county _____, country _____,

¹ The special Power of Attorney 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 25th, 2018, at 10:00 a.m.** (Romanian time), clearly mentioning on the envelope „**SPECIAL POWERS OF ATTORNEY - FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF APRIL 27TH /30TH, 2018**”.

The special Power of Attorney 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: Carmen.Chitu@rompetrol.com, mentioning to the subject: „**Confidential - For the Extraordinary General Meeting of the Shareholders as of April 27th /30th, 2018**”, so that to be registered as received to the Company’s Registration Office **until April 25th, 2018, 10:00 a.m.** (Romanian time).

Please check the requirements of the Extraordinary General Meeting of Shareholders Convening Notice, and, starting with April 17th, 2018, the possibility of an updated special Powers of Attorney.

Special Power of Attorney for representation in the Extraordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. on April 27th, 2018 – first convened meeting (respectively April 30th, 2018 – the second convened meeting)

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 **Extraordinary General Meeting of Shareholders of Rompetrol Rafinare S.A.** (hereinafter referred to as the “Company”), which is to be held on **April 27th, 2018, starting with 12:00 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 Extraordinary General Meeting (April 30th, 2018), in the same place and having the same agenda, in the event that the first session cannot be actually held.

In the Extraordinary General Meeting of Shareholders (“EGMS”) on April 27th, 2018 (respectively April 30th, 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 **April 18th, 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. Takes note of the Report drawn up by the Executive Management of the Company regarding the measures taken by Rompetrol Rafinare S.A. in order to ensure the protection of the fundamental rights and freedoms of natural person (and in particular their right to the protection of personal data) and to minimize the risk of sanctions following the application of Regulation (EU) 2016/679 starting on 25 May 2018.

For _____ Against _____ Abstention _____

2. Approval the date:

(i) May 16th, 2018 as Registration date, for the identification of the shareholders upon whom shall fall the effects of the Decision adopted in this EGMS;

For _____ Against _____ Abstention _____

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

And

(ii) **May 15th, 2018 as *Ex Date*, calendar date as of which the shares of Rompetrol Rafinare S.A. , subject to the EGMS 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** _____

3. 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 EGMS 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 EGMS 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 April 25th, 2018, 10:00 a.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 _____

Special Power of Attorney for representation in the Extraordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. on April 27th, 2018 – first convened meeting (respectively April 30th, 2018 – the second convened meeting)

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)