

[UPDATED as of April 17<sup>th</sup>, 2018 ACCORDING TO THE SUPPLEMENTED AGENDA<sup>1</sup>]

**SPECIAL POWER OF ATTORNEY <sup>2</sup>**  
**FOR THE REPRESENTATION OF THE SHAREHOLDERS**

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

**as of April 27<sup>th</sup> / 30<sup>th</sup>, 2018**

**dedicated to items 7 and 7<sup>1</sup>, 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> Supplementation of the agenda of the Ordinary General Meeting of Shareholders was published in the Romanian Official Gazette, Part IV, no. 1457 as of 16 April 2018 and in the newspaper "Bursa" no.69 (records no. 6130) as of April 17<sup>th</sup>, 2018.

<sup>2</sup> The special Power of Attorney dedicated to the items 7 and 7<sup>1</sup> 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 April 27<sup>th</sup> /30<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 April 25<sup>th</sup>, 2018, at 10:00 a.m.** (Romanian time); In the case the Special Powers of Attorney dedicated to item 7 and 7<sup>1</sup> 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 April 27<sup>th</sup> /30<sup>th</sup>, 2018**"; this shall be sent as to be registered with the Company registration office **no later than April 25<sup>th</sup>, 2018, at 10:00 a.m.** (Romanian time);

Please check the requirements of the Ordinary General Meeting of Shareholders Convening Notice, as well as the Ordinary General Meeting of Shareholders supplemented agenda as of April 17, 2018.

**Special Power of Attorney for representation in the Ordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. on April 27<sup>th</sup>, 2018 – first convened meeting** (respectively April 30<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 **April 27<sup>th</sup>, 2018, starting with 10:00 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 (April 30<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 April 27<sup>th</sup>, 2018 (respectively April 30<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>3</sup> shares, registered with the Company’s Registry of Shareholders from the Depozitarul Central S.A. Bucharest on Reference Date of **April 18<sup>th</sup>, 2018**, as follows (solely those items of the revised 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):

**7. The election of the members who will form the new Board of Directors of the Company for a four-year term starting with May 1<sup>st</sup>, 2018 following the expiry on April 30<sup>th</sup>, 2018 the mandates of the current members of the Board of Directors.**

**Mr. Cătălin DUMITRU**

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

**Mr. Alexey GOLOVIN**

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

<sup>3</sup> Name of the shareholder – legal person that grants a special power of attorney for representation purposes

**Mr. Yedil UTEKOV**

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

**Mr. Mihai-Liviu MIHALACHE**

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

**Mr. Nicolae Bogdan Codrut STANESCU**

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

**7<sup>1</sup>. Election of Ernst & Young Assurance Services SRL as financial auditor of the Company to audit the Company's financial statements for the 2018 financial year, further to the expiry of the audit services supply agreement, the term of the audit agreement being one (1) year.**

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 April 25<sup>th</sup>, 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 Ordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. on April 27<sup>th</sup>, 2018 – first convened meeting** (respectively April 30<sup>th</sup>, 2018 – 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)*