

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

**dedicated to items 1-6, 8 and 9 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**,

do hereby authorize \_\_\_\_\_  
(First name and surname of the representative – the person conferred the special power of attorney)

<sup>1</sup> The special Power of Attorney dedicated to the items 1-6, 8 and 9 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 item 7 on the agenda, shall be introduced within an envelope and 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)**, clearly mentioning on the envelope „**SPECIAL POWERS OF ATTORNEY - FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF APRIL 27<sup>TH</sup> /30<sup>TH</sup>, 2018**”.

The special Power of Attorney dedicated to items 1-6, 8 and 9 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](mailto:Carmen.Chitu@rompetrol.com), mentioning to the subject: „**Confidential - For the Ordinary General Meeting of the Shareholders as of April 27<sup>th</sup> /30<sup>th</sup>, 2018**”, so that to be registered as received to the Company's Registration Office until April 25<sup>th</sup>, 2018, 10:00 a.m. (Romanian time).

Please check the requirements of the Ordinary General Meeting of Shareholders Convening Notice, and, starting with April 17<sup>th</sup>, 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 April 27<sup>th</sup>, 2018 – first convened meeting (respectively April 30<sup>th</sup>, 2018 – the second convened meeting)**

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>2</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 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. To discuss and approve the stand-alone annual financial statements ended as at December 31<sup>st</sup>, 2017**, issued according to the International Financial Reporting Standards (“IFRS”), as stated in the Order of the Ministry of Public Finance no. 2844/2016, with subsequent amendments **based on the Annual Report of the Board of Directors prepared according to the provisions of the Regulations issued by the National Securities Commission no. 1/2006** with subsequent amendments **and on the Financial Auditor’s Report prepared by Ernst&Young Assurance Services S.R.L.**

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

**2. To discuss and approve the consolidated annual financial statements ended as at December 31<sup>st</sup>, 2017** (including the financial statements of Rompetrol Rafinare S.A. and those of the subsidiaries:

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

Rompetrol Downstream S.R.L., Rom Oil S.A., Rompetrol Quality Control S.R.L., Rompetrol Logistics S.R.L. (together with the subsidiary Rompetrol Gas S.R.L.) and Rompetrol Petrochemicals S.R.L., issued according to IFRS amendments **based on the Annual Report of the Board of Directors and on the Financial Auditor's Report.**

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

- 3. To approve the proposal of the Board of Directors regarding the distribution of net profit corresponding to financial year 2017 for the following destination: (i) legal reserve ( 5%) and (ii) coverage of the reported losses for the previous years.**

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

- 4. To approve the discharge of all Company's Directors of any liability arising from the activity they conducted during the financial year 2017 further to the submitted reports.**

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

- 5. To approve the Income and Expenses Budget of the Company for 2018, the Production Activity Program for 2018 and Investment Budget for 2018.**

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

- 6. To establish the fee payable to the members of the Board of Directors for financial year 2018.**

Proposal of the Board of Directors is to maintain the same amount of net monthly compensation with the existing one.

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

- 8. Approval the date:**

**(i) May 16<sup>th</sup>, 2018 as Registration date**, for the identification of the shareholders upon whom shall fall the effects of the Decisions adopted in this OGMS;

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

*And*

- (ii) **May 15<sup>th</sup>, 2018 as *Ex Date*, calendar date as of which the shares of Rompetrol Rafinare S.A. , subject to the OGMS Decisions**, are traded without the rights deriving from the respective Decisions, according to art. 2, letter f) from the Regulation 6/2009.

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

**9. 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 decisions following to be adopted in this OGMS and to carry out and all requisite proceedings for such adopted decisions 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 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** \_\_\_\_\_

**PRINCIPAL,**

\_\_\_\_\_  
(First name, surname/Name of the represented shareholder, in capitals)

**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)

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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)*