

This form (filled in and signed by the shareholder – natural person and accompanied by a copy of the identity card thereof / filled in and signed by the legal representative of the shareholder – legal person, accompanied by a copy of the identity card thereof, as well as by the official document certifying his/her capacity of legal representative – ex.: Articles of Incorporation, excerpt/ascertaining certificate issued by the Trade registry or any other proof issued by a competent authority, not older than 30 days, and by the official document evidencing the capacity of legal representative of the shareholder – legal person), must be registered at the Company's headquarters, in original, by mail or by courier, by no later than **June 27, 2012, 10:00 o'clock**, at the Company's headquarters in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța county.

**POSTAL BALLOT PAPER FORM**  
**for the EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF**  
**S.C. ROMPETROL RAFINARE S.A.**  
**Convened on June 29<sup>th</sup>, 2012 (June 30<sup>th</sup>, 2012 – the second convened meeting)**

I/The undersigned \_\_\_\_\_

*(Name, first name/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 \_\_\_\_\_, duly represented by Mr./Mrs. \_\_\_\_\_, 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 \_\_\_\_\_,

holder of a number of \_\_\_\_\_ book-entered shares, of a face value of Lei 0.10, issued by **S.C. 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 in the General Meeting of Shareholders, out of the aggregate number of 44,109,205,726 shares/votes, representing \_\_\_\_\_% of the share capital,

Pursuant to article 18, par. 2 of the NSC Regulations no. 6/2009, do hereby exercise by mail the voting rights ancillary to the owned shares registered with the Company's Registry of Shareholders **on the reference date June 19<sup>th</sup>, 2012**, with respect to the items of the agenda of the **Extraordinary General Meeting of Shareholders ("EGMS") of S.C. Rompetrol Rafinare S.A. (hereinafter referred to as the "Company")**, which shall be held on **June 29<sup>th</sup>, 2012, 10:00 o'clock**, 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 (June 30<sup>th</sup>, 2012), in the event that the first session cannot be actually held, as follows [*please check off the option in the corresponding column*]:

**1. The approval/confirmation of the closing by the Company of an Addendum no. 2 to the Loan Agreement no. 448, signed on September 20<sup>th</sup>, 2010 between the Company and The**

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**Romp petrol Group N.V., important shareholder of the company, with the registered office in Strawinskyiaan 807 Tower A-8, 1077XX, Holland, registered with the Trade Registry next to the Chamber of Commerce and Industry in Amsterdam under no. 24297754 (the "Loan Agreement"), as extended and modified by the Addendum no. 1 of September 20<sup>th</sup>, 2011, approved by EGMS Decision no. 4 of October 10<sup>th</sup>, 2011, and the approval/confirmation of the Loan Agreement, including the changes in the Loan Agreement no. 448 of September 20<sup>th</sup>, 2010, according to this Addendum under the terms and conditions described in the Material for information purposes placed at the shareholders' disposal, presented in item 1.3:**

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

**2. The approval and the empowerment of the Board of Directors of the Company to make and validate transactions having as an object the fixed assets, with a cumulated value during the 2012 financial year, that can be higher than the 20% percentage of the total fixed assets, less the receivables, but at a maximum amount of USD 150,000,000. The transactions shall be represented by acquirement, alienation, exchange and securities establishment documents, as well as by any other subsequent and corresponding deeds, necessary for the finalization of the respective transactions.**

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

**3. Approval of the change and amendment of the Company Incorporation Deed, according to the proposal below:**

- The item 15.1 of the art. 15, titled "Responsibilities" in Chapter V, named "Company management (Unitary System Version). The Board of Directors" shall be amended with the letter h) in the text below and shall have the following contents:

*„15.1. The Board of Directors has the following main responsibilities:*

- a) shall establish the main activity and development directions of the company;*
- b) shall establish the accounting and financial control system and shall approve the financial planning;*
- c) shall appoint, call off, respectively terminate and cease the agreements of the Company managers;*
- d) shall supervise the managers' activity;*
- e) shall draw up the annual report, shall organize the general meeting and shall implement its decisions;*
- f) shall submit the request for the starting of the company insolvency procedure, according to the Law no. 85/2006, regarding the insolvency procedure;*
- g) except for the legal acts that need, according to the imperative requirements of the law, the approval of the General Meeting of the Shareholders, shall approve the adoption/signature in the name of the company of the legal documents whose object has a higher value than:*

*i) USD 50,000,000 for the legal documents having as an object the procurement of oil, respectively the distribution of refined oil products;*

*ii) USD 20,000,000 for the legal documents with another object but the procurement of oil, respectively the distribution of refined oil products, the approval of the participation in the*

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*establishment of trading companies with a contribution higher than this limit, another documents with patrimony contents that are higher than this limit;*

*h) shall approve the organizational structure of the Company.  
These responsibilities can not be transferred to the company managers."*

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

**4. The approval of the date of July 16<sup>th</sup>, 2012, as the registration date, in the meaning of art. 238 par. (1) in Law no. 297/2004, for the identification of the shareholders that bear the effects adopted in this EGMS.**

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

**5. The empowerment of Mr. Arman Kairdenov, member of the Board of Directors and General Manager of the Company, with the possibility to give mandates to third parties, including lawyers, to conclude and/or to sign in the name of the Company and of the Company's shareholders the decisions that are to be adopted in this EGMS and to execute all the legal formalities for the registration, publicity, opposability, execution and publication of the adopted decisions, as well as to update and sign in the name of the shareholders the Company Incorporation Deed.**

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

*The shareholder undertakes full liability for the correct filling and safe transmission of this voting form.*

Do hereby enclose:

- i) a copy of the valid identification document<sup>1</sup> (identity card/Passport/Residence Permit)
- ii) Ascertaining certificate issued by the Trade Registry, not older than 30 days<sup>2</sup>, or any other proof issued by a competent authority regarding the identity of the legal representative of the shareholder legal person
- iii) Copy of the identity card of the attorney-in fact (identity card/Passport/Residence Permit) (*if the case may be*)
- iv) Special power of attorney for the attorney-in fact, in original form (*if the case may be*)

<sup>1</sup> In case of a shareholder natural person

<sup>2</sup> In case of a shareholder legal person

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v) Telephone number for contact \_\_\_\_\_

Date: \_\_\_\_\_

Name, surname of the shareholder natural person or of the legal representative of the shareholder legal person (clearly written, in capital letters)

<sup>3</sup> \_\_\_\_\_

<sup>4</sup> \_\_\_\_\_

(signature)

<sup>3</sup> In the case of a shareholder legal person, the position of the legal representative shall also be specified

<sup>4</sup> In the case of a shareholder legal person, the valid stamp shall also be applied

**Vote annulment criteria:**

- The failure to check off any of the voting options "**For**", "**Against**" or "**Abstention**" for the proposal submitted to vote shall result into the annulment of the vote;
- The check-off of two or of three of the voting options "**For**", "**Against**" or "**Abstention**" for the proposal submitted to vote shall result into the annulment of the vote.