

Special Power of Attorney for representation in the Ordinary General Meeting of Shareholders of S.C. Rompetrol Rafinare S.A. on June 29, 2012 – first convened meeting (respectively June 30, 2012 – the second convened meeting)

**SPECIAL POWER OF ATTORNEY  
FOR THE REPRESENTATION OF THE SHAREHOLDERS**

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**IN THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF  
S.C. ROMPETROL RAFINARE S.A.**

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. \_\_\_\_\_,

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, acting as **PRINCIPAL**,

do hereby authorize \_\_\_\_\_

*(Name and first name of the representative – the person conferred the special  
power of attorney)*

domiciled 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 \_\_\_\_\_,

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duly represented by Mr./Mrs. \_\_\_\_\_, acting as **ATTORNEY-IN-FACT**,

to represent me/us in the **Extraordinary General Meeting of Shareholders of S.C. Rompetrol Rafinare S.A. (hereinafter referred to as the "Company")**, which is to be held on **June 29, 2012, starting with 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 Ordinary General Meeting (June 30, 2012), 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 on June 29, 2012 (respectively June 30, 2012 – the second convened meeting)**, Mr. (Mrs.) \_\_\_\_\_

*(Representative's name and first name)*

shall exercise the voting right ancillary to my/the company's interests consisting of \_\_\_\_\_<sup>1</sup> shares, registered with the Company's Registry of Shareholders from the Depozitarul Central S.A. at the end of the day of **June 19, 2012 (reference date)**, 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)*:

**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 Rompetrol Group N.V., important shareholder of the company, with the registered office in Strawinskylaan 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**

<sup>1</sup> Name of the shareholder – legal person that grants a special power of attorney for representation purposes

**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 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 \_\_\_\_\_

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**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 \_\_\_\_\_

This Power of Attorney is issued this day of \_\_\_\_\_, in 3 (three) originals, of which one original of the special power of attorney shall be filed/delivered **until June 27, 2012, 10:00 o'clock**, 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.

Do hereby authorize the aforementioned attorney-in-fact to vote in accordance with the powers he/she has been conferred with hereunder, and I hereby grant him/her discretionary voting powers over the issues that have not been identified and have not been included on the agenda by the date of issuance of this Special Power of Attorney.

Yes  No

Do hereby enclose to this Power of Attorney a copy of the valid identity card<sup>2</sup> / a copy of the identity card/Passport/Residence Permit of the legal representative together with an ascertaining certificate issued by the Trade Registry or another proof issued by a competent authority, not older than 30 days<sup>3</sup>.

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

<sup>2</sup> In case of a shareholder – natural person

<sup>3</sup> In case of a shareholder – legal person

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*(Signature of the shareholder natural person or of the legal representative of the shareholder legal person and the stamp of the shareholder legal person shall be applied)*

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

**Note:**

\* the position of the legal representative of the shareholder – legal person shall also be mentioned.

**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.*