

SPECIAL POWER OF ATTORNEY
FOR THE REPRESENTATION OF THE SHAREHOLDERS

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 ____, ____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 _____,
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 ____, ____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 _____,
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 **October 26, 2012, starting with 11:00 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 (October 29, 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 October 26, 2012 (respectively October 29, 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 _____¹ shares, registered with the Company's Registry of Shareholders from the Depozitarul Central S.A. Bucharest at the end of the day of **October 17, 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 ratifying of the Company's Addenda no. 3 to the Loan Agreement no. 448 concluded on September 20th 2010, between the Company and Rompetrol Group N.V., a significant shareholder of the Company, with registered office in Strawinskylaan 807 Tower A-8, 1077XX, Netherlands, registered in the Trade Register in Amsterdam under no. 24297754 („The Loan Agreement”), extended and modified by Addendum no. 1 of 20.09.2011, approved by EGM Decision no. 4 of 10.10.2011 and by Addendum no. 2 of 2.05.2012, approved by EGM Decision no. 2 of 29.06.2012 (having as object the amount of USD 400.000.000).

For _____ Against _____ Abstention _____

2. In case during the elections set up under point 2 on the OGM agenda, no candidacies are submitted and the 2 directors are not elected in order to reach the number of 5 members of the Board, as set forth in Article 14.1 of the Company's Articles of Incorporation, approval of reducing the number of the Board members from 5 to 3 members.

For _____ Against _____ Abstention _____

3. Depending on the Decision made under point 2 of this meeting agenda, the approval of the modification and/or completion of the Company's Articles of

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

Incorporation to reflect the changes according to Article 14.1. of the Articles of Incorporation.

Article 14.1. of the Articles of Incorporation shall be modified as follows:

“Article 14.1 *The Company’s activity is conducted by a Board of Directors made up of 3 (three) members, named by the Ordinary Meeting of the Shareholders. The members can also be shareholders of the company, natural or legal persons, with Romanian or foreign citizenship or nationality. The Directors shall appoint from among them a person to act as President of the Board of Directors. When a legal person is chosen as Director, at the moment of the respective appointing, the legal person must appoint a natural person as permanent representative”.*

For _____ Against _____ Abstention _____

4. Approval of the date November 13th, 2012, as registration date, as described in Article 238 paragraph (1) of Law no. 297/2004, for identification of the shareholders who fall under the provisions of this EGM.

For _____ Against _____ Abstention _____

5. Mr. Arman Kairdenov’s commissioning as member of the Board of Directors and Chief Executive Officer of the Company, with the possibility of mandating third parties, including lawyers, to conclude and/or sign on behalf of the Company and of the shareholders the decisions to be made by this EGM and to take all the legal actions for registration, advertisement, enforceability, execution and publication of the decisions made, including for updating and signing the Company’s Articles of Incorporation on behalf of the shareholders, as the case may be.

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 October 24, 2012, 11:00 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 card² / 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 days³.

Date: _____

(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)

(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.*

² *In case of a shareholder – natural person*

³ *In case of a shareholder – legal person*