

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

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

to represent me/us in the **Ordinary 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 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 (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 Ordinary General Meeting of Shareholders ("OGMS") on October 26, 2012 (respectively October 29, 2012 – the second convened meeting)**, Mr. (Mrs.) \_\_\_\_\_ shall exercise the voting right ancillary to

*(Representative's name and first name)*

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. 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. Approval of the termination of Mr. Yerzhan Orynbassarov's mandate as Member and President of the Board of Directors, as a result of his resignation from these positions, handed in on 06.08.2012.**

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

**The results of Mr. Yerzhan Orynbassarov' management for the period 01.01.2012 – 05.08.2012 will be notified at the approval of the Company's financial statements for the fiscal year 2012.**

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

**2. Election of new members in the Company's Board of Directors, namely:**

**a) Mr. Azamat Zhangulov's confirmation as member of the Board of Directors, following his appointment as temporary Director, and as President of the Board of Directors, according to decisions no. 1 and 2 of the Board of Directors of 6.08.2012;**

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

**b) Appointment of two more members of the Board of Directors, at the proposal of the Company's shareholders.**

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

Special Power of Attorney for representation in the Ordinary General Meeting of Shareholders of S.C. Rompetrol Rafinare S.A. on October 26, 2012 – first convened meeting (respectively October 29, 2012 – the second convened meeting)

Mr./Mrs. \_\_\_\_\_

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

Mr./Mrs. \_\_\_\_\_

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

**3. Approval of the date November 13<sup>th</sup>, 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 OGMS.**

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

**4. The commissioning of Mr. Arman Kairdenov, 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 OGMS and to take all legal actions for registration, advertisement, enforceability, execution and publication of the decisions made.**

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, 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: \_\_\_\_\_

\_\_\_\_\_  
(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.

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

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