

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 3 months, 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 **March 1st, 2012, 16:00 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 March 5th, 2013 (March 6th, 2013 – the second convened meeting)

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. _____, 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 _____,

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 February 22th, 2013**, 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 **March 5th, 2013, 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 (March 6th, 2013), in the event that the first session cannot be actually held, as follows [*please check off the option in the corresponding column*]:

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 3 months, 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 **March 1st, 2012, 16:00 o'clock**, at the Company's headquarters in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța county.

1. Approval the conclusion by the Company of Addendum no. 1 to the Loan Agreement no. 2 concluded on May 2, 2012 between the Company and The Rompetrol Group N.V., a significant shareholder of the Company, with its registered office at Strawinskyiaan 807 Tower A-8, 1077XX, the Netherlands, registered with the Trade Registry of the Chamber of Commerce and Industry in Amsterdam under no. 24297754 (the "Loan Agreement"), having as object the amount of USD 800,000,000, in the sense of an increase of the loan by USD 150,000,000.

For _____ Against _____ Abstention _____

2. Approval the conclusion by the Company of Addendum no. 4 to the Loan Agreement no. 448 concluded on September 20, 2010 between the Company and The Rompetrol Group N.V., a significant shareholder of the Company, with its registered office at Strawinskyiaan 807 Tower A-8, 1077XX, the Netherlands, registered with the Trade Registry of the Chamber of Commerce and Industry in Amsterdam under no. 24297754, extended and amended by Addendum no. 1 of 20.09.2011 approved by EGMS Resolution no. 4 of 10.10.2011, by Addendum no. 2 of 2.05.2012 approved by EGMS Resolution no. 2 of 29.06.2012 and by Addendum no. 3 of 20.09.2012 approved by EGMS Resolution no. 6 dated 26.10.2012 (having as object the amount of USD 400,000,000), in the sense of a decrease of the loan by USD 150,000,000.

For _____ Against _____ Abstention _____

3. Approval the date of 21.03.2013, as registration date, within the meaning of art. 238 paragraph (1) of Law no. 297/2004, for the identification of the shareholders subject to the effects of the resolutions adopted by the EGMS.

For _____ Against _____ Abstention _____

4. Authorizing Mr. Sorin Graure, General Manager of the Company, being entitled to sub-delegate third parties, including lawyers, to conclude and/or sign on behalf of the Company and of the Company's shareholders the resolution that is to be adopted by this EGMS and to carry out any and all legal formalities for the registration, publicity, enforceability and publication thereof.

For _____ Against _____ Abstention _____

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

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 3 months, 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 **March 1st, 2012, 16:00 o'clock**, at the Company's headquarters in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța county.

Do hereby enclose:

- i) a copy of the valid identification document¹ (identity card/Passport/Residence Permit)
- ii) Ascertaining certificate issued by the Trade Registry, not older than 3 months², 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*)
- 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)

³ _____

⁴ _____

(signature)

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.

¹ In case of a shareholder natural person

² In case of a shareholder legal person

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

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