

Special Power of Attorney for representation in the Extraordinary General Meeting of Shareholders of S.C. Rompetrol Rafinare S.A. on March 5th, 2013 – first convened meeting (respectively March 6th, 2013 – the second convened meeting)

**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 **March 5th, 2013, 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

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convened session of the Extraordinary General Meeting (March 6, 2013), 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 March 5th, 2013 (respectively March 6th, 2013 – 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 **February 22nd, 2013 (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 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

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

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EGMS and to carry out any and all legal formalities for the registration, publicity, enforceability and publication thereof.

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 March 1st, 2013, 16:00 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 3 months³.

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.

² In case of a shareholder – natural person

³ In case of a shareholder – legal person

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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.*