

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

**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 **March 5<sup>th</sup>, 2013, 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 (March 6<sup>th</sup>, 2013), 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 March 5<sup>th</sup>, 2013 (respectively March 6<sup>th</sup>, 2013 – 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 \_\_\_\_\_

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

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day of **February 22<sup>nd</sup>, 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 of the termination of Mr. Arman Kairdenov's mandate as Member of the Board of Directors, further to his request to resign from this position as of 20.12.2012.**

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

The discharge of Mr. Arman Kairdenov from liability for its director's mandate for the period 01.01.2012 – 19.12.2012 shall be adopted upon the approval of the Company's financial statements for the financial year 2012.

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

**2. Election of Mr. Sorin Graure as member of the Company's Board of Directors, for a mandate which shall start on the date of this Ordinary General Meeting of Shareholders and which shall expire on 30.04.2014 (the date of expiry of the mandate of the current members of the Board of Directors), further to the resignation from the capacity of director of the Company of Mr. Arman Kairdenov as per item 1 on the agenda of the OGMS.**

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

**3. Nomination /approval of the Company's financial auditor, further to the expiry of the term of the audit services agreement and to set out the minimum validity term of the audit services agreement.**

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

**4. Approval of 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 OGMS.**

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

**5. Authorizing of 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 OGMS and to carry out any and all legal formalities for the registration, publicity, enforceability and publication thereof.**

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

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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 1<sup>st</sup>, 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 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 3 months<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)*

\_\_\_\_\_  
*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