

Special Power of Attorney for representation in the Ordinary General Meeting of Shareholders of S.C. Rompetrol Rafinare S.A. on June 18th, 2013 – first convened meeting (respectively June 19th, 2013 – the second convened meeting)

SPECIAL POWER OF ATTORNEY¹
FOR THE REPRESENTATION OF THE SHAREHOLDERS

IN THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF
S.C. ROMPETROL RAFINARE S.A.
AS OF 18/19.06.2013

The _____ undersigned/The _____ subscribed

(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 **Ordinary General Meeting of Shareholders of S.C. Rompetrol Rafinare S.A. (hereinafter referred to as the "Company")**, which is to be held on **June 18th, 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 (June 19th, 2013), in the same place and having the same agenda, in the event that the first session cannot be actually held.

¹ After completing and signing the Special Power of attorney, **an original sample shall be submitted/sent to the Company's headquarter, in sealed envelope, so that to be registered as received to the Company's registration until 14.06.2013. Please check the requirements of the General Meeting Convening Notice and, starting with 05.06.2013, 18:00 (Romanian time), the possibility of an updated Special Power of attorney.**

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In the Ordinary General Meeting of Shareholders ("OGMS") on June 18th, 2013 (respectively June 19th, 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 _____² shares, registered with the Company's Registry of Shareholders from the Depozitarul Central S.A. Bucharest at the end of the day of **June 7th, 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, as well as the express instruction of vote*):

1. Revocation of Mr. Dumitru-Remus Vulpescu from the position of member of the Company's Board of Directors.

For _____ Against _____ Abstention _____

Mr. Dumitru-Remus Vulpescu shall be discharged of administration for his mandate of member of the Board of Directors in 2013 upon the approval of the Company's financial statements for the financial year 2013.

For _____ Against _____ Abstention _____

2. Election of Mr. _____ in the position of member of the Company's Board of Directors for a mandate starting with the date of this Ordinary General Meeting of the Shareholders and expiring on 30.04.2014 (the expiry date of the current mandate of the members of the Board of Directors). Mr. Gabriel Dumitraşcu is a Romanian citizen, domiciled in Bucharest, Romania. Further information concerning the professional activity of Mr. Dumitraşcu will be available starting with 17.05.2013 on the Company's website www.rompetrol.com, Investors Relations Section.

Proposal no. 1: Mr. Gabriel DUMITRAŞCU

For _____ Against _____ Abstention _____

3. Approval of the date of 5th of July 2013 as registration date, according to art. 238, par. (1) of the Law no. 297/2004, for identification of the shareholders that fall under the scope of the resolutions adopted in the GOMS.

For _____ Against _____ Abstention _____

4. The authorization of Mr. Sorin Graure, member of the Board of Directors and General Manager of the Company, to conclude and/or sign for and on behalf of the Company and/or the Company's shareholders, the resolutions following to be adopted in this GOMS and to carry out any

² Name of the shareholder – legal person that grants a special power of attorney for representation purposes

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and all legal formalities concerning the registration, publication and enforcement of the resolutions thus adopted, Mr. Graure being granted the possibility to sub-appoint third parties to this effect.

For _____ Against _____ Abstention _____

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

I attached hereto:

1. Certified copy of the identity document of the shareholder – natural person (BI/CI/Passport/Residence Permit)
2. Official document issued by a competent authority regarding the identity of the legal representative of the shareholder – legal person, presented in original or certified copy, not older than 3 months before the date of publication of the convening notice of the Ordinary General Meeting of Shareholders
3. Statement issued by the credit institution which received the power of representation by proxy, showing that:
 - (i) the credit institution renders custody services for the respective shareholder;
 - (ii) the instructions contained in the Special Power of Attorney are identical with the instructions contained by the SWIFT message received by the credit institution for the purpose of voting for and on behalf of that respective shareholder;
 - (iii) the Special Power of Attorney was signed by the shareholder.

Contact phone number _____

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 June 14th, 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. Another original of the Special Power of Attorney will be handed over to the respective proxy in order for him/her to be able to prove such capacity, upon the request of the technical secretary of the Meeting

(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)*

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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.*