

Special Power of Attorney for representation in the Ordinary General Meeting of Shareholders of S.C. Rompetrol Rafinare S.A. on March 4<sup>th</sup>, 2015 – first convened meeting (respectively March 5<sup>th</sup>, 2015 – the second convened meeting)

**SPECIAL POWER OF ATTORNEY<sup>1</sup>**  
**FOR THE REPRESENTATION OF THE SHAREHOLDERS**

\_\_\_\_\_  
**IN THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF**  
**S.C. ROMPETROL RAFINARE S.A.**  
**AS OF March 4<sup>th</sup> / 5<sup>th</sup>, 2015**

The undersigned/The subscribed \_\_\_\_\_  
*(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  
\_\_\_\_\_, by legal representative/conventional (*will bar what not corresponds*) 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/ voting rights,  
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 \_\_\_\_\_, by the legal representative/  
conventional (*will bar what not corresponds*) 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 4<sup>th</sup>, 2015**, 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 convened session of the Ordinary General Meeting (March 5<sup>th</sup>, 2015), in the  
same place and having the same agenda, in the event that the first session cannot be actually held.

\_\_\_\_\_  
<sup>1</sup> 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 March 2<sup>nd</sup>, 2015, 11:00 (Romanian time). Please check the requirements of the General Meeting Convening Notice and, starting with February 18<sup>th</sup>, 2015, the possibility of an updated Special Power of attorney.**

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**In the Ordinary General Meeting of Shareholders (“OGMS”) on March 4<sup>th</sup>, 2015 (respectively March 5<sup>th</sup>, 2015 – 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 \_\_\_\_\_<sup>2</sup> shares, registered with the Company’s Registry of Shareholders from the Depozitarul Central S.A. Bucharest at the end of the day of **February 23<sup>rd</sup>, 2015 (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. a) **Revocation of Mr. Károly Borbely from its capacity of member of the Company’s Board of Directors.**

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

b) **The discharge of Mr. Károly Borbely of any duties and liabilities resting upon him for the term of the mandate of member of the Board of Directors, respectively as of April 30th, 2014 and until the date of this GOMS, shall be performed as per the provisions of the law.**

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

2. a) **Approval to terminate the director’s mandate granted to Mr. Sorin Graure, following the latter’s resignation from the said position starting with 01.10.2014.**

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

b) **The discharge of Mr. Sorin Graure of any duties and liabilities resting upon him for the term of the mandate of member of the Board of Directors for the timeframe 01.01.2014 – 30.09.2014, shall be performed as per the provisions of the law.**

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

3. **Election of two members in the Company’s Board of Directors for a mandate starting with the date of this GOMS and ending on 30.04.2018 (the expiry date of the mandate granted to the current members of the Board of Directors), as follows:**

**Mr. Bogdan-Nicolae Badea.**

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

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

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**Mr. Yedil Utekov.**

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

4. **Approval of the date of March 20<sup>th</sup>, 2015 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 this GOMS.

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

5. **Approval of the date of March 19<sup>th</sup>, 2015 as *ex-date***, as such is defined by the NSC Regulation no. 6/2009.

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

6. **Empowerment of Mr. Alexandru Nicolciuiu**, director 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 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. The quality of legal representative is acknowledged based on the list of Rompetrol Rafinare shareholders at the reference date, received from Depozitarul Central SA. However, if the shareholder has not informed Depozitarul Central in relation to his

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legal representative or if this information is not included/updated in the Company's list of shareholders at the reference date, the certificate issued by the trade registry/similar documents (submitted in original or in copy in compliance with the original, or any other document, in original or in copy, issued by a competent authority of the state where the shareholder is legally registered and which certifies the quality of legal representative, issued within maximum 3 months before the publishing date of the general meeting convening notice) must prove the quality of the legal representative.

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 March 2<sup>nd</sup>, 2015, 11:00 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.

**PRINCIPAL,**

\_\_\_\_\_  
(First name, surname/Name of the represented shareholder, in capitals)

\_\_\_\_\_  
(First name, surname of the legal representative of principal shareholder, in capitals)

\_\_\_\_\_  
(Signature of the principal shareholder/legal representative of principal shareholder and stamp)

**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.