

Limited Power of Attorney for representation in the Extraordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. on December 20th, 2017 – first convened meeting (respectively December 21th, 2017 – the second convened meeting)

**LIMITED POWER OF ATTORNEY ¹
FOR THE REPRESENTATION OF THE SHAREHOLDERS**

**IN THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF
ROMPETROL RAFINARE S.A.
AS OF December 20th / 21th, 2017**

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 _____, 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 **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 ____, ____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 _____, by the legal representative/ conventional (*will bar what not*)

¹ After completing and signing the Limited 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 December 18th, 2017, 11:00 a.m. (Romanian time). Please check the requirements of the Extraordinary General Meeting Convening Notice, also the possibility of revising the agenda until December 7th, 2017, and the possibility of updated Limited Power of attorney starting the the publication date of the revised agenda, the date on which will be available the new limited power of attorney form.

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corresponds) Mr./Mrs. _____, acting as **ATTORNEY-IN-FACT**,

to represent me/us in the **Extraordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. (hereinafter referred to as the “Company”)**, which is to be held on **December 20th, 2017, starting with 11:00 a.m. o’clock (Romanian time)**, 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 (December 21th, 2017), 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 (“EGMS”) on December 20th, 2017 (respectively December 21th, 2017 – 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 _____² shares, registered with the Company’s Registry of Shareholders from the Depozitarul Central S.A. Bucharest at the end of the day of **December 7th, 2017 (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. It is acknowledged the implementation of the measures approved by the Board of Directors with a view to settling the net asset versus share capital;

For _____ **Against** _____ **Abstention** _____

2. Provisional acknowledgement, pursuant to the implementation of the measures detailed under the previous item as well as the financial accounting statements, **of the settling of the net asset ratio versus the subscribed share capital** provided that the confirming the settling of the net asset based on the approval of the audited financial statements afferent to the 2017 financial year;

For _____ **Against** _____ **Abstention** _____

3. The Report drafted by the Company’ s Executive Management is acknowledged, regarding the preventive measures in terms of the security norms adopted by Rompetrol Rafinare S.A. in the past 12 months.

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

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For _____ Against _____ Abstention _____

4. To approve, pursuant to art. 129² of the Regulations issued by the National Securities Commission no. 1/2006, the date of January 11th, 2018 as Registration Date, pursuant to art. 86 par. (1) of Law no. 24/2017 on issuers of financial instruments and market operations, to identify the shareholders upon whom the effects of the resolutions adopted in this EGMS reflect and **the date of January 10th, 2018 as Ex Date, from which the financial instruments are traded without the rights resulted from EGMS Rompetrol Rafinare**, as defined by the provisions of the Regulations issued by the National Securities Commission no. 6/2009.

For _____ Against _____ Abstention _____

5. To authorize Mr. Yedil Utekov, General Manager and member of the Company's Board of Directors, to conclude and/or sign for and on behalf of the Company and/or of its shareholders the decisions which are to be adopted within this EGMS and to carry out any and all requisite proceedings for such adopted resolutions to be registered, rendered enforceable against third parties and published, the said proxy being entitled to sub-delegate third parties to act for such purpose.

For _____ Against _____ Abstention _____

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 Extraordinary 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 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 Extraordinary General Meeting of Shareholders 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;

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- (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 limited power of attorney shall be filed/delivered **until December 18th, 2017, 11:00 a.m. o'clock (Romanian time)**, 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.