

FORM OF VOTE BY CORRESPONDENCE

**for the ORDINARY GENERAL MEETING OF SHAREHOLDERS OF
ROMPETROL RAFINARE S.A.**

Convened on April 13th, 2017 (April 14th, 2017 – the second convened meeting)

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 [*equivalent body – for non-resident legal person*]
under no. _____, sole registration code [*equivalent identification no. – for non-resident legal person*]_____, by the legal representative Mr./Mrs. _____,
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 _____,

holder of a number of _____ book-entered shares, nominative, of a face value of Lei 0.10, issued by **Rompetrol Rafinare S.A.**, a company registered with the Constanța Trade Registry under no. J13/534/1991, 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,

being aware of the agenda of the Ordinary General Meeting of Shareholders ("OGMS"), convened for 13 April 2017 starting at 11:00 a.m., respectively for 14 April 2017, starting at 11:00 a.m., if the OGMS may not be validity held at the first convening date, informative materials related to the agenda and the proposed resolutions,

pursuant to article 18, par. 2 of the NSC Regulations no. 6/2009, I agree to participate and exercise by correspondence my voting rights ancillary to the owned shares registered with the Company's Registry of Shareholders on the reference date April 3th, 2017, with respect to the items of the agenda of the Ordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. (hereinafter referred to as the

“Company”), which shall be held on April 13th, 2017, 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 (April 14th, 2017 starting at 11:00 a.m.), in the event that the first session cannot be actually held, as follows [please check off the option in the corresponding column]:

1. a) As regards item 1 letter a) on the agenda, namely: **Revocation of Mr. Marius Mitruș from his capacity of member of the Board of Directors of Rompetrol Rafinare S.A. starting with the date of this GOMS**, as follows:

1.a) (1) In the version proposed accordingly to the Convening Notice published in the Official Gazette of Romania, Part. IV, no. 820 / 13.03.2017, and the Information Material of meeting published as of March 14th, 2017, as follows:

„Revocation of Mr. Marius Mitruș from his capacity of member of the Board of Directors of Rompetrol Rafinare S.A. starting with the date of this GOMS”.

For _____ Against _____ Abstention _____

1.a) (2) In the version proposed by Ministry of Energy through the draft of the resolutions sent to the Company in letter no. 101125/TFP/24.03.2017, as follows:

„Rejects the revocation of Mr. Marius Mitruș from his capacity of member of the Board of Directors of the Company as of the date of this Ordinary General Meeting of Shareholders”.

For _____ Against _____ Abstention _____

1. b) As regards item 1 letter b) on the agenda, namely: *The discharge of Mr. Marius Mitruș from any duties and liabilities resting upon him for the term of the mandate of Director of Rompetrol Rafinare from 2017, respectively as of January 1st, 2017 and until the date of this OGMS, shall be performed on the occasion of the approval of the Company’s 2017 financial statements*, as follows:

1. b) (1) In the version proposed accordingly to the Convening Notice published in the Official Gazette of Romania, Part. IV, no. 820 / 13.03.2017, and the Information Material of meeting published as of March 14th, 2017, as follows:

„The discharge of Mr. Marius Mitrus from any duties and liabilities resting upon him for the term of the mandate of Director of Rompetrol Rafinare from 2017, respectively as of January 1st, 2017 and until the date of this OGMS, shall be performed on the occasion of the approval of the Company’s 2017 financial statements”.

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

1. b) (2) In the version proposed by Ministry of Energy through the draft of the resolutions sent to the Company in letter no. 101125/TFP/24.03.2017, as follows:

„Does not give any decision on the discharge from the position of Director of Mr. Marius Mitruş for his mandate duration as member of the Board of Directors during 2017, respectively January 1st, 2017 and until the GMS.”.

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

2. a) Approval to terminate the Director’s mandate and Chairman mandate granted to Mr. Azamat Zhangulov following the latter’s resignation from the said position starting with February 2nd, 2017.

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

2. b) The discharge of Mr. Azamat Zhangulov from any duties and liabilities resting upon him for the term of the mandate of Director and Chairman during 2017, respectively for the timeframe between 01.01.2017 – 01.02.2017, shall take place on the occasion of the approval of the Company’s 2017 financial statements.

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

3. i) As regards item 3 letter i) on the agenda, namely: *Election Mr. Laurenţiu-Dan Tudor as member 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)*, pursuant to the revocation of Mr. Marius Mitruş as per item 1a) on the GOMS agenda. Mr. Laurenţiu-Dan Tudor is a Romanian citizen, domiciled in Bucharest, Romania, as follows:

3. i) (1) In the version proposed accordingly to the Convening Notice published in the Official Gazette of Romania, Part. IV, no. 820 / 13.03.2017, and the Information Material of meeting published as of March 14th, 2017, as follows:

“Election of Mr. Laurențiu-Dan Tudor, as member 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), pursuant to the revocation of Mr. Marius Mitruș as per item 1a) on the GOMS agenda. Mr. Laurențiu-Dan Tudor is a Romanian citizen, domiciled in Bucharest, Romania.”

For _____ Against _____ Abstention _____

3. i) (2) In the version proposed by Ministry of Energy through the draft of the resolutions sent to the Company in letter no. 101125/TFP/24.03.2017, as follows:

“Rejects the election of Mister Laurențiu-Dan Tudor as member in the Company’s Board of Directors”

For _____ Against _____ Abstention _____

3. ii) As regards item 3 letter ii) on the agenda, namely: *„Election of Mr. Alexey Golovin as member 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), pursuant to the resignation of Mr. Azamat Zhangulov from the positions of Director of the Company and Chairman of the Board of Director as per item 2 a) on the GOMS Agenda. Mr. Alexey Golovin is citizen of the Kazakhstan State, residing in Sector 1, Bucuresti, Romania.”*

For _____ Against _____ Abstention _____

4. To appoint the Company’s financial auditor, pursuant to the expiry of the audit service agreement and establishment of the minimum duration of the audit service agreement.

The proposal of the Board of Directors: the appointment of ERNST & YOUNG ASSURANCE SERVICES SRL as financial auditor of the Company, to audit 2017 financial year, the duration of the financial audit agreement being one year.

For _____ Against _____ Abstention _____

5. To approve, pursuant to art. 129² of the Regulations issued by the National Securities Commission no. 1/2006, the date of May 3, 2017 as Registration Date, pursuant to art. 238 par. (1) of Law no. 297/2004 on the capital market, to identify the shareholders upon whom the effects of the resolutions adopted in this OGMS reflect and **the**

date of May 2, 2017 as Ex Date, from which the financial instruments are traded without the rights resulted from OGMS Rompetrol Rafinare, as defined by the provisions of the Regulations issued by the National Securities Commission no. 6/2009.

For _____ Against _____ Abstention _____

6. 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 OGMS 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 _____

The shareholder undertakes full liability for the correct filling and safe transmission of this voting form.

Subject to losing the voting right, this form (*filled in and signed by the shareholder – natural person and accompanied by a copy of the identity card thereof / filled in and signed by the legal representative of the shareholder – legal person, accompanied by a copy of the identity card thereof, as well as by the official document certifying his/her capacity of legal representative – ex.: Articles of Incorporation, excerpt/ascertaining certificate issued by the Trade registry or any other proof issued by a competent authority from the state in which the shareholder is legally registered, dated no later than 3 months before the publication of convening notice for the Extraordinary General Meeting of Shareholders*), **must be sent:**

- Either as an original document signed by hand, in original, sent by mail or courier services, to the Company’s headquarters, **located in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța county**, in a closed envelope, so that it is registered as received in the Company’s Registration Office **no later than April 11th, 11:00 p.m.** (Romanian time), with the mention: **"POSTAL BALLOT PAPER FORM - FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 13TH/14TH, 2017"**,

- Or sent by email with extended electronic signature as per Law no. 455/2001 on the electronic signature, **until April 11th, 2017, at 11:00 p.m.** (Romanian time), at the address: Carmen.Chitu@rompetrol.com, by mentioning in the subject: **" POSTAL BALLOT PAPER FORM - FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 13TH/14TH, 2017"**.

Please check the requirements of the General Meeting Convening Notice and, starting with March 30th, 2017 the possibility of an updated Form of Vote by Correspondence.

Do hereby enclose:

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 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. Certified copy of the identity card of the attorney-in fact (identity card/Passport/Residence Permit) *[if the case may be]*
4. Special power of attorney for the attorney-in fact, in original form *[if the case may be]*
5. Telephone number for contact _____

Date: _____

Name, surname of the shareholder natural person or of the legal representative of the shareholder legal person (clearly written, in capital letters)

¹ _____

² _____

(signature)

Vote annulment criteria:

¹ *In the case of a shareholder legal person, the Form of Vote by Correspondence must be signed by the legal representative; the position of the legal representative shall also be specified*

² *In the case of a shareholder legal person, the valid stamp shall also be applied*

Form of Vote by Correspondence for the Ordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. convened as of April 13th, 2017 (April 14th, 2017 – the second convened meeting)

- *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.*