

Special Power of Attorney for representation in the Ordinary General Meeting of Shareholders of S.C. Rompetrol Rafinare S.A. on April 29, 2011 – first convened meeting (respectively April 30, 2011 – 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 ____, ____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 24,394,196,673 shares/votes (respectively 44,109,205,726 shares/votes
according to Decisions no. 28 and 29 adopted by the Company's Extraordinary General Meeting of
Shareholders of September 30, 2010 currently in course of registration with the Trade Registry),
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 _____,

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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 **April 29, 2011, starting with 10:30 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 30, 2011), 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 on April 29, 2011 (respectively April 30, 2011 – 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 _____¹ shares, registered with the Company's Registry of Shareholders from the Depozitarul Central S.A. at the end of the day of **April 20, 2011 (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. To discuss and approve the annual individual financial statements having as closing day the day of December 31, 2010, prepared in accordance with Order of the Ministry of Public Finance no. 3055/2009, based on the Report of the Board of Directors drafted pursuant to the provisions of NSC Regulation no. 1/2006, as further amended, and on the Financial Auditor's Report.

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

2. To discuss and approve the annual consolidated financial statements having as closing day the day of December 31, 2010 (including the statements of Rompetrol Rafinare S.A. and those of its subsidiaries: Rompetrol Petrochemicals S.R.L., Rompetrol Downstream S.R.L., Rom Oil S.A., Rompetrol Quality Control S.R.L., Rompetrol Logistics S.R.L. (with the Rompetrol Gas S.R.L. subsidiary), prepared in accordance with the International Financial Reporting Standards (IFRS), based on the Report of the Board of Directors and on the Financial Auditor's Report.

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

3. To approve the discharge from liability of the Company's directors for the activity conducted during the financial year 2010, further to the submitted reports.

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

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

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4. To approve the income and expenditure budget and the Company's business schedule for 2011, including the investment plan for 2011.

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

5. To establish the fee payable to the members of the Board of Directors for the financial year 2011.

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

6. To approve the date of May 16, 2011, as registration date, within the meaning of article 238 par. (1) under Law no. 297, for the identification of the shareholders that are subject to the effects of the decisions adopted within this OGMS.

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

7. To authorize Mr. Arman Kairdenov, member of the Board of Directors and General Manager of the Company, being entitled to sub-delegate third parties to act for such purpose, with a view to conclude and/or sign for and on behalf of the Company and 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.

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

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 April 27, 2010, 10:30 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

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Do hereby enclose to this Power of Attorney a copy of the valid identity card² / 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 30 days³.

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)

(Name, 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.

² In case of a shareholder – natural person

³ In case of a shareholder – legal person