

Special Power of Attorney for representation in the Ordinary General Meeting of Shareholders of S.C. Rompetrol Rafinare S.A. on November 29th, 2011 – first convened meeting (respectively November 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 nominal 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 registered at the Bucharest Central Depository, 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 **November 29th, 2011, 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

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convened session of the Extraordinary General Meeting (November 30th, 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 November 29th, 2011, (respectively November 30th, 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 Central Depository at the end of the day of **November 18th, 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. In case of approval of the proposal forming the object of point 1 on the agenda of the EGM, the election of two new members of the Company's Board of Directors, for a mandate to begin starting with the effective date of the election decision, and valid until 30.04.2014, which is the expiry date of the mandate of the current members of the Board of Directors.**

Mr./Mrs. _____

For _____ Against _____ Abstention _____

Mr./Mrs. _____

For _____ Against _____ Abstention _____

- 2. Approval of the date of December 16, 2011, as the registration date, within the meaning of Article 238(1) of Law No. 297/2004, for the identification of the shareholders suffering the effects adopted in this OGM.**

For _____ Against _____ Abstention _____

- 3. Authorization of Mr. Arman Kairdenov, member of the Company's Board of Directors and General Manager, with the possibility to sub-mandate third parties, to conclude and/or sign on behalf of the Company and the Company's shareholders, the decisions to be adopted by this OGM and to perform all legal**

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

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formalities for the registration, publicity, effects, execution and publication of the adopted decisions.

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 November 25th, 2011, 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.

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

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.

² In case of a shareholder – natural person

³ In case of a shareholder – legal person

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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.*