

**SPECIAL EMPOWERMENT, filled in for representation in  
the Ordinary General Shareholders' Assembly of S.C. OIL TERMINAL S.A.  
Constanta on 14.(15).05.2015**

A. The mandant shareholder's name:

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B. The mandant shareholder's identification data:

Residence or social office:

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Personal numeric code or Registration unic code:

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C. The shares' number owned by the mandant shareholder according to S.C. OIL TERMINAL' shareholders' Register on **04.05.2015, reference data of the Ordinary General Shareholders' Assembly on 14.(15).05.2015:**

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D. The shares of the mandant shareholder reported to S.C. OIL TERMINAL S.A.' total shares' number and to the total voting rights' number in the General Assembly (in percentage):

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E. The representative' name (to whom the special empowerment is given):

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F. The representative' identification data:

Residence or social office:

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Personal numeric code or Registration unic code:

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G. The date, time, location of the general assembly for which the special empowerment is given:

**14. (15).05.2015, 12.00 h**, the meeting hall at S.C. OIL TERMINAL S.A. Constanta' office, Constanta, no. 2., Caraiman str.

H. The powers given to the representative by empowerment:

To take part to the meeting in the name of the mandant shareholder and to exercise, in the name of the mandant representative, his voting right in relation with the mandant shareholder's shares registered in S.C. OIL TERMINAL S.A.' shareholders' Register on **04.05.2015, reference date** of the company' Ordinary General Shareholders' Assembly on **14.(15).05.2015**.

I. The voting exercising rule:

**At p. 1 of the day agenda**, regarding the completion of Oil Terminal SA' Board of Directors' members number, the mandant shareholder' representative will vote as followings:

THE SUPPORTED CANDIDATES' NAME AND FIRST NAME	SECRETE VOTE (ACCORDING TO INSTRUCTIONS)

**At point no.2** of the day agenda, regarding the appointment of new members in Oil Terminal SA' Board of Directors, by cumulative voting method, the mandant shareholder' representative will vote as followings:

THE SUPPORTED CANDIDATES' NAME AND FIRST NAME	SECRETE VOTE (ACCORDING TO INSTRUCTIONS)

**At point 3 of the day agenda**, regarding the settling of allowances for Oil Terminal SA' Board of Directors' members, the mandant shareholder's representative will vote as followings:

" pro"	
"against"	
"abstention"	

Note: it will check by "x" the voted box. The other boxes will remain blank.

**At point 4 of the day agenda**, regarding the Chairman' empowerment to sign the meeting' documents, the mandant shareholder's representative will vote as followings:

" pro"	
"against"	
"abstention"	

Note: it will check by "x" the voted box. The other boxes will remain blank.

**At point 5 of the day agenda**, regarding the empowerment of the company' general director to sign the necessary documents regarding shareholders general assembly decisions at Commerce Registrar Office of Constanta County and to do the formalities regarding these decisions, the mandant shareholder's representative will vote as followings:

" pro"	
"against"	
"abstention"	

Note: it will check by "x" the voted box. The other boxes will remain blank.

**At point 6 of the day agenda**, regarding the settling of date 03.06.2015, as registering date, according to provisions of art.238 al.1 Law 297/2004 and of the date 02.06.2015 as ex-dates, according to provisions of law no.297/2004, ob CNVM regulation no.1/2006 and CNVM regulation no.6/2009 in conjunction with ASF decision no.1430/07.10.2014, the mandant shareholder's representative will vote as followings:

" pro"	
"against"	
"abstention"	

Note: it will check by "x" the voted box. The other boxes will remain blank.

J.The special empowerment date (according to standard day-month-year):

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K.The shareholder's name in clear and authorized signature:

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### Specifications made by S.C. OIL TERMINAL S.A.:

1. The present special empowerment contains information according to CNVM' Regulation no. 1/2006.
2. The present special empowerment is signed and dated by the mandant shareholder.
3. The special empowerment having a further date revokes the previous dated empowerment.
4. The special empowerment will be filled in by the manadant shareholder at all the registered sections.
5. The special empowerment is issued and used only in original, in 3 (three) original copies, from which:
  - an original copy remains at the shareholder;
  - an original copy will be given to the empowered representative (who will present it at the assembly' works);
  - an original copy will be deposited at S.C. OIL TERMINAL S.A. Constanta' office at last on **12 May 2015, 15.00 h.**, date mentioned in the convenor and in the present specifications as well.
6. All the shareholders. registered in the shareholders' register on **04.05.2015'** end, day, **set as reference date**, are entitled to participate in the assembly' works.
7. The following documents will be annexed to the empowerment:
  - the certified copy, on his own responsibility, of the shareholder identity act physical person/representative juridical person (BI/CI/PASSPORT/RESIDENCE ACT)
  - Certificate issued by the Commerce Register or copy according to the original, or any other docment, in original or in copy according to the original, issued by a competent authority in the state in which the shareholder is legally registered, certifying his right of legal representative, issued not later than 3 months from the Ordinary General Shareholders' Assembly' convenor' issue date.
  - Statement, on his own responsibility, issued by the credit company, supplying custody services for the Company' shareholders, from which the followings are understood:
    - i) the credit company supplies custody services for that shareholder;
    - ii) the instructions in the special Empowerment are identical to those in the SWIFT message received by the credit company to vote in the name of that shareholder;
    - iii) The special Empowerment is signed by the shareholder.
8. The shareholders can participate and vote in the general assembly by representation according to the present special empowerment, given only for the **Ordinary General Shareholders' Assembly of 14.(15).05.2015**. The votes enlisted in the special empowerment are executed only according to the shareholder' wish.
9. The shareholders not having execution capacity and the legal persons can be represented by their legal representatives, who, on their turn, can give empowerment to other persons for **the Ordinary General Shareholders' Assembly of 14.(15).05.2015**.  
The members of the managing board, the managers or the company' employees can't be the shareholders' representatives.

10. The board of directors' members, the company' directors or employees can't represent the shareholders.
11. The person representing more shareholders, according to special empowerments, express the votes of persons represented by the total of votes' number "pro", "against" and " abstentation" without compensate them (for ex. at p. x of the day agenda represent "a" votes "pro" "b" votes "against" and "c" "abstentions"). The votes so expressed are validated according to the third copy of the special empowerments, by the general assembly' secretariat.
12. The present Special Empowerment will be deposited in original at S.C. OIL TERMINAL S.A.' office in Constanta, no.2, Caraiman str., or at the email address [actionariat@oil-terminal.com](mailto:actionariat@oil-terminal.com), with the extended electronic signature introduced at latest on **12.05.2015, 15.00 h**, under the voting' right loss in the assembly.
13. The present Special Empowerment form can be found at the company' office. No.2, Caraiman str., Constanta, or on the company' site, [www.oilterminal.com/actionariat\\_2010-1015/adunari\\_generale/ AGOA 14.\(15\).05.2015](http://www.oilterminal.com/actionariat_2010-1015/adunari_generale/AGOA_14.(15).05.2015) starting **14.04.2015, both in Romanian language and in English language**