



CONPET S.A.

Str. Anul 1848 nr. 1-3, Ploiești, 100559, Prahova, România
Tel: +40 - 244 - 401360; fax: + 40 - 244 - 516451
e-mail: conpet@conpet.ro; web: www.conpet.ro
CIF: RO1350020 ; Cod CAEN 4950; înregistrată la
Registrul Comerțului Prahova sub nr. J29/6/22.01.1991
Capital social subscris și vărsat 28 569 842,40 lei



SPECIAL POWER OF ATTORNEY

The undersigned

(name and surname of the natural person shareholder or of the legal representative of the shareholder legal person)

Legal representative of:

(to be completed only for the legal person shareholder with full name and the Fiscal Registration Code. The capacity of legal representative is proved by the documents foreseen in no. 26/20.12.2012 Measures Dispositions of the National Commission of Transferable Securities, respectively the observing certificate issued by the Trade Register, presented in original or certified copy, or any other document in original or certified copy issued by a competent authority in the State where the shareholder is legally registered, certifying the quality of legal representative; the documents attesting the legal representative quality will be issued not more than 3 months before the publication date of the E.G.M.S. convener)

Personal Numerical Code

identified with Identity bulletin/Identity card/passport _____ series _____ number _____, issued by _____ with residence in _____

(address),

owner of a number of _____ shares, representing _____% from the total number of 8,657,528 shares issued by CONPET S.A., which entitles me to a number of _____ votes, representing _____% from the total numbers of voting rights, **I hereby empower.....**

(name and surname / representative name to whom it was awarded the proxy)

with domicile/headquarters in.....

with Personal Numerical Code, with Identity bulletin/Identity

card/passport _____ series _____ number *(for natural persons representatives)*

Fiscal Registration Code *(for legal persons representatives)* by

..... *(name and surname), having domicile in.....*

Personal Numerical Code..... with Identity bulletin/Identity card/passport

.....seriesnumber _____ to represent me in "CONPET S.A. "Extraordinary

General Meeting of Shareholders convened on 10.06.2015, 11:00 a.m. hours - in first call, respectively on the date of 11.06.2015, 11:00 a.m. - in second call, which will take place at the company headquarters in Ploiesti, no. 1 – 3, Anul 1848 Street, to exercise the voting right related to my holding of shares registered at the Consolidated Shareholders Register by DEPOZITARUL CENTRAL S.A. București on the reference date of 27.05.2015, as it follows:



Page 1 of 5
[Handwritten signature]

1. Approve the initiation of the share capital increase of the company "CONPET" S.A. with the value of the 47 lands for which the company holds certificates of ownership obtained during the 2001-2005 period and approval for formulation a request to the Trade Register Office around Prahova Court for the appointment of an expert (ANEVAR certified assessor) to assess these lands.

<i>For</i>	<i>Against</i>	<i>Abstention</i>

2. Approve the amendment of the company "CONPET SA", Articles of Incorporation as proposed in the E.G.M.S. convening notice Annex (Draft amendments to the Articles of Incorporation) as follows:

Art. 14 paragraph 2 shall be amended and shall have the following content:

(2) The representatives of the Romanian State in the General Meeting of Shareholders are being appointed and revoked by order of the competent minister. The voting right of the State in the General Meeting of Shareholders of "CONPET" S.A. will be exercised based on the special empowerment submitted to the company in compliance with the legal provisions regarding the capital market and the other applicable regulations, the special empowerment may be accompanied by an Order of the competent Minister/instruction for the General Meeting.

<i>For</i>	<i>Against</i>	<i>Abstention</i>

Art. 15 paragraph 4 shall be renumbered and shall have the following content:

(4) The Extraordinary General Meeting reunites whenever necessary in order to decide upon:

- a) Changing the legal form of the company;
- b) Changing the location of the company headquarters;
- c) Changing the scope of activity of the company;
- d) Establishment or disestablishment of subsidiaries;
- e) Extending the company's life;
- f) Increasing of the share capital;
- g) Reduction of the share capital or supplementing thereof by issuing of new shares;
- h) Merger with other companies or dividing the company;
- i) Anticipated dissolution of the company;
- j) Conversion of the shares from one category into another;
- k) Conversion of a category of bonds into another one or into shares;
- l) Bonds issuance;
- m) Amendment of the nominal value and number of shares;
- n) Decides upon contracting average and long term bank loans, here-included the external ones; establishes the competencies and the level for contracting the current bank loans, of the trade loans, as well as the level of the guarantees;
- o) Decides upon the participation, as per the law, on the establishment of new legal persons or at



the association with other legal or natural persons from the country or abroad;

p) May delegate to the Board of Administration the execution of the attributions mentioned at Art. 15, paragraph (4), letters b), c) and f). The delegation of the attribution stipulated at Art. 15, paragraph (4) letter c) cannot concern the domain and the main activity of the company.

q) Decides on what market are to be quoted the securities issued by the company and select the authorized independent register company that keeps the records of the shares issued by the company;

r) Any other amendment of the Articles of Incorporation, or any other decision for which is being asked the approval of the Extraordinary General Meeting of Shareholders.

<i>For</i>	<i>Against</i>	<i>Abstention</i>

Article 16, paragraph 3 shall be amended and shall bear the following content:

(3)The convening notice will comprise the place, date and time of the meeting, as well as the Agenda, with the explicit mention of all the issues that shall make the object of the meeting discussions. Also, the convening notice of the general meeting will comprise the reference date, the Board of Administration's proposal regarding the registration date, ex-date, as the case may be and the dividends payment date. When on the Agenda is being written the election of the administrators, in the convening notice will be also mentioned the limit date up to which may be submitted the candidacies, as well as the fact that the list comprising information regarding the name, place of domicile and professional qualification of the persons proposed for the administrator capacity is made available to the shareholders who can consult and complete it.

The convening notice will mention the means of disseminating the information regarding the issues included on the Agenda of the General Meeting of Shareholders, as well as the starting date since they will be available, the means of obtaining the special empowerment form for representation in the general meeting, the limit date and place where will be submitted the special empowerments. When on the Agenda are included proposals for the amendment of the Articles of Incorporation, the Convening Notice should comprise the full text of the proposals.

<i>For</i>	<i>Against</i>	<i>Abstention</i>

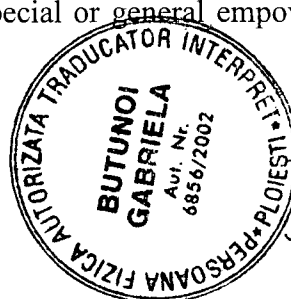
Article 17, paragraph 2 is being renumbered and shall bear the following content:

- (2) For the validity of the deliberations of the extraordinary general meeting of shareholders, are necessary:
- a) In the first call, the presence of the shareholders (inclusive of the correspondence votes) representing at least half (1/2) of the total number of voting rights;
 - b) In second call, the presence of the shareholders representing at least one third (1/3) of the total number of voting rights;
 - c) The decisions are made with the majority of the votes held by the present or represented shareholders, both in first call and second call;
 - d) The decision to amend the company's main object of activity, to reduce the share capital, to increase by cash contribution the share capital, change the legal form, merge, divide or dissolve the company are being made by a majority of at least two thirds (2/3) of the voting rights held by the present or represented shareholders.

<i>For</i>	<i>Against</i>	<i>Abstention</i>

Article 18 paragraph (5) and (7) shall be amended and shall bear the following content:

- (5) At the meeting may take part and vote exclusively the shareholders registered at the reference date, in person or by representatives, based on a special or general empowerment, as per the legal provisions.



The shareholders may also vote by correspondence, in compliance with the procedure mentioned in the convening notice of the general meeting and the applicable legal provisions.

<i>For</i>	<i>Against</i>	<i>Abstention</i>

(7) In case of the vote by representation, the special/general empowerments and the accompanying documents shall be submitted to the company, at least 24 hours prior to the general meeting, under the sanction of losing the right to exercise one's voting right during that meeting. The special/general empowerments can also be submitted electronically, with the electronic signature included/attached. The Protocol shall include a mention regarding the received empowerments.

<i>For</i>	<i>Against</i>	<i>Abstention</i>

Article 23, letter B, paragraph (4) shall be amended and shall bear the following content:

(4) The entity performing the Internal Public Audit is distinctly constituted under the direct subordination of the General Director. The internal audit activity is being recurrently reported to the Board of Administration who analyzes and sets the necessary measures for a good organization and functioning of the company. The head of this entity is appointed/dismissed by the General Director, only by the notice of the ministry under whose authority is "CONPET" S.A. The General Director approves the annual internal public audit plan and the annual report of the internal public audit activity.

<i>For</i>	<i>Against</i>	<i>Abstention</i>

Art. 35, paragraph (2) shall be amended and shall bear the following content:

(2) This Articles of Incorporation was updated on following the amendments approved by no. 2/.....EGMS Decision grounded on the Articles of Incorporation updated on 19.03.2015 and was concluded and signed in 3 (three) original counterparts.

<i>For</i>	<i>Against</i>	<i>Abstention</i>

ANNEX 1 to the Articles of Incorporation of "CONPET" S.A. shall be renamed as follows:

ANNEX 1 to the Articles of Incorporation of "CONPET" S.A. regarding the Board of Administration, the General Director and the financial auditor

and is being updated in what concerns the identification data contained by the Identity Cards thereof, as the case may be.

<i>For</i>	<i>Against</i>	<i>Abstention</i>

3. the empowerment of the:

a) President of the Assembly for signing the EGMS decision;

<i>For</i>	<i>Against</i>	<i>Abstention</i>

b) Board of Administration President to sign the updated form of the Articles of Incorporation and applying EGMS decision, according to law;

<i>For</i>	<i>Against</i>	<i>Abstention</i>

c) General Director to carry out the necessary registration formalities in order to register EGMS Resolution and of the updated form of the Articles of Incorporation at the Trade Register Office around Prahova Court, publishing in the Official Gazette of Romania, Part IV, and also, for granting the right to delegate to another person the mandate to carry out the above formalities.



4 Establishment of :

a) the date of **26.06.2015** as registration date, which serves to identify the shareholders who will benefit from dividends or other rights and who are affected by the effects of E.G.M.S. decision

<i>For</i>	<i>Against</i>		<i>Abstention</i>

b) the date of **25. 06.2015**, as ex-date, in accordance with no. 297/2004 Law on the capital market, of no. 1/2006 Regulation on issuers and operations with securities and of no. 6/2009 Regulation regarding the exercise of certain rights of the shareholders within the general meetings of the trade companies, as subsequently amended and supplemented, and in conjunction with no. 1430 / 07. 10.2014 F.S.A. Decision.

<i>For</i>	<i>Against</i>		<i>Abstention</i>

NOTE:

NOTE:

The box corresponding to the vote shall be checked with „X”. The other boxes shall remain blank.

The Special Power of Attorney is drafted in 3 original counterparts, of which: 1 original copy shall be submitted until the date of 09.06.2015, at 11: 00 a.m. hours to CONPET S.A. with headquarters in Ploiesti, no. 1-3, Anul 1848 street, in a closed envelope having the mention: “ BoA and G.M.S. secretarial office - For the Extraordinary General Meeting of Shareholders to be held on 10.06.2015” (Romanian version - “Biroul Secretariat C.A. și A.G.A. – Pentru Adunarea Generala Extraordinara a Actionarilor din data de 10.06.2015”), together with the documents required in the E.G.M.S. Convening Notice, with the second copy, the representative shall be present at the G.M.S. and the third copy shall remain at the represented shareholder.

The Special Power of Attorney and the evidence deeds requested may also be submitted with extended electronic signature, as per the provisions of no. 455/2001 Law regarding the electronic signature, up to the date and time specified in the E.G.M.S. Convening Notice, to the e-mail address: actionariat@conpet.ro

This Special Power of Attorney contains information in compliance with no. 297/2004 Law , with no. 6/2009 National Commission of Transferable Securities Regulation with subsequent amendments and completions and with no. 26 / 20.12.2012 National Commission of Transferable Securities disposals measures, as well as with the other applicable regulations.

This Special Power of Attorney is valid only in relation to the Extraordinary General Meeting of Shareholders convened on the date of 10.06.2015 (11.06.2015).

DATE _____

NAME AND SURNAME

(Name and surname of the natural person shareholder or of the legal representative of the shareholder legal person, in clear, with capital letters)

SIGNATURE: _____

(Signature of the natural person shareholder or the signature and stamp of the legal representative of the legal person shareholder).

