



**SC CONPET SA**  
 Str. Anul 1848 nr. 1-3, Ploiesti, 100559, Prahova, Romania  
 Tel: +40 - 244 - 401 360; fax: + 40-244 - 51 64 51  
 e-mail: conpet@conpet.ro; web: www.conpet.ro  
 Cod unic de inregistrare: R 1350020, Cod CAEN 4950  
 Inregistrata la Registrul Comertului Prahova sub nr.J29/6/22.01.1991  
 Capital social subscris si varsat 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 CNVM, 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 OGMS Convening Notice)*

Personal Identification Number..... identified with Identity bulletin/Identity card/Passport series \_\_\_\_\_ number \_\_\_\_\_, issued by \_\_\_\_\_ with residence in \_\_\_\_\_ address \_\_\_\_\_ holder 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 Identification Number ....., 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 Identification Number..... with Identity bulletin/Identity card/passport .....series .....number \_\_\_\_\_ to represent me in "CONPET S.A. "Extraordinary General Meeting of Shareholders convened on 14.09.2015, 10:00 a.m. hours - in first call, respectively on the date of 15.09.2015, 10:00 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 04.09.2015, as follows:



1. Bi-annual report of the Board of Administration regarding the economic-financial activity of the company CONPET S.A. related to 2015 1<sup>st</sup> Half (ended 30.06.2015), accompanied by the Statement of the Persons in Charge, the bi-annual accounting reporting and the Simplified Interim Financial Statements at the date and for the six months period ended 30.06.2015, prepared in compliance with the International Standard of Financial Reporting 34 „Interim Financial Reporting”, adopted by the European Union.

For	Against	Abstention
-	-	-

*\*Note: document is subject to OGMS information.*

2. Approval to contract external services of legal assistance and representation in case no 5216/204/2008\*/ a1 pending before the Court of Appeal Ploiesti and mandate the Board of Administration members in order to establish the maximum limit to be considered in negotiating the fee to be paid and respectively, in view of empowering the company management to negotiate and sign the legal assistance and representation contract in question.

For	Against	Abstention

3. Settlement of the value of sub-component 2 of the variable component of the non-executive administrator's remuneration, as per the proposal formulated in the Report no. 28623/ 10.08.2015 of the Nomination and Remuneration Committee constituted at the level of CONPET S.A. Board of Administration.

For	Against	Abstention

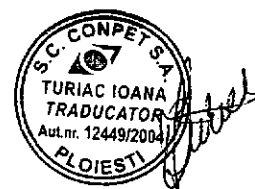
4. Grant sub-component 2 of the variable component of the remuneration of the non-executive administrators, on pro-rata basis for the period of the year employed under the administration contract, in case the contract of a non-executive administrator ceases prior to the end of the calendar year due to one of the situations stipulated in Article 36, item 3, or Article 36, item 6, or Article 36 item 7, or Article 36 item 8 of the contract, as per the proposal formulated in the Report no. 28623/10.08.2015 of the Nomination and Remuneration Committee constituted at CONPET S.A. Board of Administration level.

For	Against	Abstention

5. Settlement of the value of sub-component 2 of the variable component of the remuneration of the General Director – executive administrator, as per the proposal formulated in Report no. 28623/ 10.08.2015 of the Nomination and Remuneration Committee constituted at the level of CONPET S.A. Board of Administration.

For	Against	Abstention

6. Approval to conclude an Addendum to the administration contracts signed with CONPET S.A. administrators, in correlation with the proposals formulated in Report no. 28623/ 10.08.2015 of the Nomination and Remuneration Committee constituted at the level of CONPET S.A. Board of Administration., having as scope:



- a) Settlement of the value of sub-component 2 of the variable component of the remuneration thereof, with applicability for 2015.

For	Against	Abstention

- b) Grant sub-component 2 of the variable component of the remuneration of the non-executive administrators, on pro-rata basis for the period of the year employed under the administration contract, in case the contract of a non-executive administrator ceases prior to the end of the calendar year due to one of the situations stipulated in Article 36, item 3, or Article 36, item 6, or Article 36 item 7, or Article 36 item 8 of the contract;

For	Against	Abstention

7. Granting mandate to a shareholders' representative for the execution of the Addendum to the administration contracts concluded with CONPET S.A. administrators.

For	Against	Abstention

8. The empowerment:

- a) of the President of the Ordinary General Meeting of Shareholders to sign the OGMS Decision;

For	Against	Abstention

- b) of the Chairman of the Board of Administration to enforce the OGMS decision, as per the legal provisions.

For	Against	Abstention

- c) of the General Director to perform the necessary diligence in order to register the OGMS Decision to the Trade Register Office attached to Prahova Court of Law, the publishing thereof in the Official Gazette of Romania, Part IV, as well as to be granted the right to delegate, to another person, the proxy to perform the above-mentioned diligence.

For	Against	Abstention

9. Settlement of

- a) the date of **06.10.2015**, as **Registration Date**, serving at the identification of the shareholders who will benefit from dividends or other rights and will be affected by the OGMS Decision.

For	Against	Abstention

- b) the date of **05.10.2015** as **ex-date**, which represents the previous date of the recording date with the settlement cycle minus one working day from which the financial instrument, object of bodies corporate decisions are traded without rights derived from that resolution.

For	Against	Abstention



**NOTE:**

*The box corresponding to the vote shall be checked. The other boxes shall remain blank.*

This Correspondence Voting Bulletin contains information in compliance with Law no. 297/2004 and CNVM Regulation no. 6/2009 and the shareholder shall fill in all the registered sections thereof; subsequently, the bulletin shall be submitted to CONPET S.A. headquarters in Ploiesti, no. 1-3, Anul 1848 Street, up to 13.09.2015, 10:00 A.M., in closed envelope, with the mention: "BOA and GMS Secretariat Bureau - For the Ordinary General Meeting of Shareholders to be held on 14.09.2015"(Romanian version -"Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea Generala Ordinara a Actionarilor din data de 14.09.2015"), together with the documents requested in the OGMS Convening Notice.

The Correspondence Voting Bulletin and the requested accompanying documents can be also submitted by electronic extended signature, as per the provisions of Law no. 455/2001 regarding the electronic signature, up to the same above-mentioned date and time, to the e-mail address: [actionariat@conpet.ro](mailto:actionariat@conpet.ro).

This voting bulletin is only valid in relation to the Ordinary General Meeting of Shareholders convened on 14.09.2015/15.09.2015.

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).*

