



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



CONPET

SPECIAL POWER OF ATTORNEY

The undersigned _____ *identified*
with ID _____ *series* _____ *and number* _____, *issued by* _____ *on*
the date of _____ *and Personal Numerical Code* _____,
with residence in _____
(address),

Or

***The Subscribed**

_____ *with headquarters in*
_____, *registered*
at the Trade Register Office around the _____ *Law Court under no.*
_____, *unique registration code* _____, *legally represented by*

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

_____ *with*
Personal Numerical Code _____, *identified with ID*
_____ *series* _____ *no.* _____ *or, in absence thereof,* _____
_____ *having domicile in*
_____ *(address), identified with ID*
_____ *series* _____ *no.* _____, *Personal Numerical Code* _____,

to represent me in the Ordinary General Meeting of Shareholders convened on 28.04.2015, 10:00 AM - in first call, respectively on the date of 29.04.2015, 10:00 AM - in second call, which will take place at CONPET S.A. 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 on the date of 17.04.2015, the reference date of the OGMS, taking into account the completed/updated agenda, as follows:

- 1. Approval of the annual financial statements for the financial year ended 31.12.2014, prepared in compliance with the applicable accounting regulations, based on the Annual Administrators' Report for 2014 financial year and the Report of the Financial Auditor KPMG Audit SRL on the annual financial statements of „CONPET” S.A..



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

2. Approval of the proposals regarding the share of the net profit related to 2014 financial year achieved by the company „CONPET” S.A. and approval of the gross dividend/share, of term and method of payment of the dividends related to 2014 financial year. The value of the gross dividend/share is **5.9409792 Lei/share**.

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

3. Approval of the discharge of administration for the administrators in position during 2014 financial year.

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

4. The annual report of the Nomination and Remuneration Committee regarding the remuneration and other advantages granted to the administrators and to the General Director, during 2014 financial year, the fulfillment way on 31.12.2014, of the performance criteria and objectives set by the Administration Contracts/ Mandate Contract.

Note: The report is submitted for O.G.M.S. information.

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

5. Approval to maintain the maximum limit of the insurance premium corresponding to the professional liability insurance for the non-executive administrators of the company and the General Director - executive administrator, amounting 18,000 EURO per year of insurance, with liability/insurance limit amounting 12,000,000 Euro in aggregate; the policy is to be concluded on annual basis, for every year of the period left to be executed from the administration contracts, starting with the expiry date of the current insurance policy.

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

6. Granting the mandate to the administrative and executive management to carry on the procedure for the procurement of the insurance policy of the non-executive administrators and of the General Director - executive administrator, every year, all along the time left to be executed from the mandate of the non-executive administrators and of the General Director - executive administrator.

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

7. Approval to conclude no. 3 Addendum to the administration contracts concluded by the administrators with the company, having as scope the amendment of Article 20 of these contracts, regarding the professional liability insurance of the administrators.

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



8. Granting mandate to a shareholders' representative to sign the Addendum no. 3 to the administration contracts concluded by the company administrators.

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

9. The empowerment:

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

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

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

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

c) of the General Director to perform the necessary formalities in order to register the OGMS Decision at the Trade Register Office around Prahova Law Court, 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 formality.

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

10. Settlement:

a) of the date of **03.07.2015**, 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;

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

b) of the date of **02.07.2015**, as **ex-date**, representing the date prior to the registration date with one settlement cycle minus one working day since the financial instruments making the object of the corporate bodies' resolutions are traded without the rights deriving from such resolution;

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

c) the date of **23.07.2015** as **date of payment**, namely the calendar date when the distribution of the revenues related to the holding of securities, consisting in cash or securities, becomes certain.

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

NOTE:

The box corresponding to the vote shall be checked with „X”. The other boxes shall remain blank.
* shall be filled in only by the shareholders legal persons.

This Special Power of Attorney contains information in compliance with no. 297/2004 Law and with no. 6/2009 National Commission of Transferable Securities Regulation. This Special Power of Attorney is signed and dated by the Principal shareholder. The special Power of Attorney shall be completed by the Principal shareholder in all the registered headings.

The Special Power of Attorney is drafted in 3 original counterparts, of which: 1 original copy



stays to the Principal shareholder, one original copy is given to the empowered representative (Agent) and one original copy is submitted to CONPET S.A. with headquarters in Ploiesti, no. 1-3, Anul 1848 street, no more than 24 hours prior to the meeting, namely up to 27.04.2015, 10:00 AM hours, in closed envelope, with the mention: " BoA and G.M.S. secretarial office - For the Ordinary General Meeting of Shareholders to be held on 28.04.2015" (Romanian version - "Biroul Secretariat C.A., A.G.A. – Pentru Adunarea Generala Ordinara a Actionarilor din data de 28.04.2015"), together with the documents required in the O.G.M.S. Convening Notice.

The Special Powers of Attorney and the requested documents may also be submitted by 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 O.G.M.S. Convening Notice, to the e-mail address: actionariat@conpet.ro.

This Special Power of Attorney is valid only in relation to the Ordinary General Meeting of Shareholders convened on 28 (29).04.2015.

DATE _____

SIGNATURE: _____ **

Legal Representative:

Position: _____

**shall be signed by the shareholders- natural persons; the shareholders-legal persons shall mention the position of the legal representative, shall sign and stamp the document.

