

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 (Rom.C.N.V.M.), 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 in no more than 3 months before the publication date of the O.G.M.S. convening notice)

Personal Numerical Codeidentified 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/passportseriesnumber _____ to represent me in "CONPET S.A. "Ordinary General Meeting of Shareholders convened on 07.03.2017, 10:00 a.m. hours - in first call, respectively on the date of 08.03.2017, 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 23.02.2017, as it follows:



e-mail: conpet@conpet.ro
www.conpet.ro



1. Election of the Secretary of the Extraordinary General Meeting of Shareholders.

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

2. Approval of the Income and Expenditure Budget for the year 2017 accompanied by annexes, based on the substantiation Note no. 2896/ 25.01.2017 endorsed by the Board of Administration.

<i>Pentru</i>	<i>Împotrivă</i>	<i>Abținere</i>

3. a) Approval of the Investment program for the year 2017 in the form and contents provided in Annex no. 1 to the Substantiation note no. 2841/ 25.01.2017 endorsed by the Board of Administration.

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

b) Approval to empower the Company's Board of Administration to proceed to amendments (revisions) of the amounts comprised in the investment Program for the year 2017, without exceeding the total value of amounts for investments.

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

4. Approval of the update of the performance objectives and indicators as Annexes no.1 and 1.1. to the administration contracts of the non-executive administrators, calculated in correlation with the provisions of the Income and Expenditure Budget for the year 2017.

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

5. Approval of the conclusion of an Addendum to the administration contracts of the non-executive administrators to amend the Annexes no.1 and 1.1. to the administration contracts, respectively the performance objectives and indicators calculated based on the data within the Income and Expenditure Budget for the year 2017.

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

6. Granting mandate to a representative of the shareholders for the execution of Annexes no.1 and 1.1. and the Addendum to the contracts of administration concluded with the non-executive administrators of the company "CONPET" S.A.

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

7. The empowerment:

a) of the President of the Meeting to sign the OGMS Resolution;

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

b) of the Chairman of the Board of Administration for the application of the resolution of the Ordinary General Meeting of Shareholders, as per the legal provisions.

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

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

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

8. Approval of the date of **28.03.2017**, advanced by the Board of Administration, as **registration date**, serving for the identification of the shareholders who will be affected by the OGMS Resolution, respectively **ex-date, 27.03.2017 ex-date**.

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

NOTE:

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

The special power of attorney is prepared in 3 original copies, of which: one copy will be submitted, up to 06.03.2017, 10:00 A.M. at "CONPET" S.A. headquarters, no. 1-3, Anul 1848 Street., in closed envelope, with the mention: "BOA and GMS Secretariat Bureau - For the Ordinary General Meeting of Shareholders to be held on 07.03.2017" (Romanian version - "Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea Generala Ordinara a Actionarilor din data de 19.05.2016"), together with the documents requested in the OGMS Convening Notice; with the second original copy the representative will be present within the within the general meeting of shareholders and the third original copy will stay at the represented shareholder.





CONPET S.A., Romania

1-3 Anul 1848 Street, Ploiești 100559, Prahova
Tel: +40-244-401360; fax: +40-244-516451
TIN: RO 1350020; NACE Code 4950; CRN J29/6/22.01.1991
Subscribed and paid-up share capital 28 569 842.40 RON

The Special Power of Attorney 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 date and time mentioned in the OGMS Convening Notice, at the e-mail address: actionariat@conpet.ro, under the penalty provided at Art.125, paragraph 3 of Law no.31/1990 on companies, subsequent amendments and completions.

This special power of attorney is only valid in relation to the Ordinary General Meeting of Shareholders convened on 07.03.2017 (08.03.2017).

DATE _____

NAME AND SURNAME

(Name and surname of the shareholder natural person
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).

e-mail: conpet@conpet.ro
www.conpet.ro

