



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

SPECIAL EMPOWERMENT

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

Legal Representative of:

.....
 (the section shall be filled in exclusively for the shareholder legal person, with the full name and Fiscal Identification Code. The capacity of legal representative is being proved based on the documents stipulated in CNVM Executive Order no. 26/20.12.2012, namely the Confirmation of Company Details issued by the Trade Register Office, submitted in original or in certified true copy, or any other document, in original or certified true copy thereof issued by a competent authority of the State where the shareholder is legally incorporated, asserting the quality of legal representative; the documents asserting the quality of legal representative shall be issued with no more than 3 months prior to the publishing date of the OGMS Convening Notice)

Personal Identification Number....., identified with ID/Passport series.....number....., issued by....., having domicile.....

.....(Address), owner of a number of.....shares, representing.....% out of the total number of 8,657,528 shares issued by CONPET S.A. Ploiesti, which entitles me to a number ofvotes, representing.....% out of the total numbers of voting rights, **I hereby empower**.....

(name and surname /name of the representative whom the empowerment is granted to)
 with domicile/headquarters in.....

Personal Identification Number....., identified with ID/Passport series.....no.....

(for the representatives natural persons)

Fiscal Identification Code (for the representatives legal persons), by.....*(name and surname)*, having domicile.....

.....(Address),
 Personal Identification Number....., identified with ID/Passport series.....number.....

to represent me in the **Ordinary General Meeting of Shareholders of "CONPET" S.A., convened on 26.04.2017, 10 AM - in first call, respectively on 27.04.2017, 10 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 Company Shareholders Register by DEPOZITARUL CENTRAL S.A. Bucuresti, at reference date **13.04.2017**, as follows:



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





1. Election of a Secretary of the ordinary General meeting of Shareholders;

For	Against	Abstention

2. Approval of the financial statements for the financial year ended on December 31, 2016, prepared according to the applicable accounting regulations, based on the Annual Report of the administrators for the financial year 2016 and on the Report of the financial auditor BDO Audit S.R.L. on the annual financial statements of CONPET S.A. Company.

For	Against	Abstention

3. Approval of the allocation of the net profit associated with the financial year 2016 and of certain amounts of the retained earnings, settling the gross dividend per share and the date of payment of the dividends to the shareholders, as follows:

a) Distribution, according to legal destinations, of the accounting profit remaining after the deduction of the income tax at December 31st, 2016 (reunified with the employees' share of profit provision), amounting to 76,302,914 RON, as follows:

- Employees' share of profit: 4,756,310 RON (6.23%);
- Other allocations stipulated by law - exemption from the payment of the reinvested profit tax: 1,710,000 RON (2.24%);
- Dividends due to shareholders: 69,836,604 RON (91.53%), results a value of the gross dividend proposed to be distributed to the shareholders of 8.06657559 RON / share.

For	Against	Abstention

b) The distribution, as dividends, of the amount of 17,118,920 RON representing retained earnings from correction of some elements having affected the prior years' profit, resulting a value of the gross dividend of 1.97734501 RON / share.

For	Against	Abstention

c) The distribution, as dividends, of the amount of 56,606,750 RON, representing surplus achieved from revaluation reserves, recognized in the retained earnings, resulting a value of the gross dividend proposed to be distributed to the shareholders, by 6.53844261 RON/share.

For	Against	Abstention

d) The date of payment of dividends due to shareholders, respectively the date of payment of the dividends is 20 07.2017.

For	Against	Abstention

e) The dividends will be paid in RON, the shareholders who are to benefit of dividends being the ones registered in the Shareholders' Register (kept by "Depozitarul Central" S.A.) on the registration date established by the General Meeting of Shareholders. The dividends' payment method will be notified to

the shareholders prior to the starting date of such payment. The expenses related to the payment of dividends are borne by the shareholders.

For	Against	Abstention

4. Approval of the discharge from the administration of CONPET S.A., of the company administrators for the financial year ended on December 31, 2016.

For	Against	Abstention

5. The Annual report of the Nomination and Remuneration Committee regarding the remunerations and other benefits granted to the non – executive administrators and to the Director General – executive administrator, during the financial year 2016, the achievement, on 31.12.2016, of the performance criteria and objectives established in the Administration Contracts / Mandate Contract.

Note: The document is recommended for the information of the O.G.M.S.

For	Against	Abstention

6. Approval of the conclusion of an Addendum to the administration contracts concluded by the non – executive administrators with the company, having as object the subcomponent 2 of the variable component of administrators’ remuneration for 2017.

For	Against	Abstention

7. Empowerment of a shareholders’ representative to sign the Addendum no. 10 (having as object the subcomponent 2 of the variable component of the administrators’ remuneration for 2017) to the administration contracts concluded by the non – executive administrators with the company.

For	Against	Abstention

8. Empowerment of the:

a) President of the meeting to sign the O.G.M.S. Resolution;

For	Against	Abstention

b) Chairman of the Board of Administration to apply the O.G.M.S. resolution according to the legal provisions;

For	Against	Abstention

c) 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, the proxy to perform the above-mentioned diligence.

For	Against	Abstention



9. Approval of the registration date advanced by the Board of Administration, namely July 30, 2017 (serving for the identification of the shareholders who are to be benefit of dividends or other rights and who will be affected by the OGMS Resolution), namely ex-date June 29, 2017.

For	Against	Abstention

NOTE:

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

The Special Empowerment is prepared in three original counterparts, out of which: 1 original copy shall be submitted, up to 25.04.2017, 10 A.M., to CONPET S.A. headquarters in Ploiesti, 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 26.04.2017" (Romanian version - "Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea Generală Ordinară a Acționarilor din data de 26.04.2017"), together with the documents requested in the OGMS Convening Notice. The representative will be present at the general meeting of shareholders with the second original copy and the third original copy will remain to the represented shareholder.

The special empowerment and the requested substantiating documents can be also submitted by extended electronic signature, as per the provisions of Law no. 455/2001 regarding the electronic signature, up to the date and time specified in the OGMS Convening Notice, to the e-mail address: actionariat@conpet.ro, under the sanction provided by article 125, paragraph 3 of Law No. 31/1990, regarding the companies, subsequent amendments and additions.

This Special Empowerment is only valid in relation to the Ordinary General Meeting of Shareholders convened on 26.04.2017 (27.04.2017).

DATE _____

NAME AND SURNAME

(name and surname in print, of the shareholder natural person or legal representative of the shareholder legal person, in capital letters)

SIGNATURE

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

