

SPECIAL EMPOWERMENT
ORDINARY GENERAL MEETING OF SHAREHOLDERS

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 shareholders' list as of the reference/registration date, received from Depozitarul Central)

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

.....(Address), holder 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 of
.....voting rights in the General Meeting of Shareholders,
representing.....% out of the total numbers of voting rights/total number of shares
issued by „CONPET” S.A., **I hereby
empower**.....

(name and surname /name of the representative whom the empowerment is granted to)

with domicile/headquartered
in.....

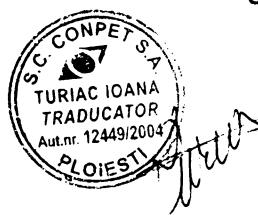
.....
Personal Identification Number....., identified with
ID/Passport series.....no.....

(for the representatives natural persons)

Fiscal Identification Code

(for the legal persons),
by.....(name and surname), having
domicile.....

.....Personal Identification



Number....., identified with ID/Passport series.....number.....

to represent me at the **Ordinary General Meeting of Shareholders of "CONPET" S.A. convened on 25.10.2017, 09:00 A.M., at CONPET S.A. headquarters in Ploiesti, no. 1 - 3, Anul 1848 Street, or at the date of holding the second meeting, in case the first doesn't take place, to exercise the voting right related to my holding of shares registered in the Shareholders' Registry at DEPOZITARUL CENTRAL S.A. Bucuresti, at reference date 13.10.2017, as follows:**

1. Election of a secretary of the Ordinary General Meeting of Shareholders.

For	Against	Abstention

2. Approval of the allocation of the amount of 85,000,000 RON as dividends, based on the provisions of Art. II and Art. III of EGO no. 29/ 2017, to the Company's shareholders, proportionally with the participation thereof to the share capital. The value of the gross dividend is of 9,81804506 RON/ share.

For	Against	Abstention

3. The settlement of the payment term of the dividends due to the shareholders, namely no later than 15 working days as of the registration date, the payment date advanced by the Board of Administration being 28.11.2017.

For	Against	Abstention

4. The settlement of the dividends payment method, namely the payment shall be performed in RON, the shareholders who are to benefit from the dividends being the ones registered in the Shareholders Registry, at the registration date set out by the General Meeting of Shareholders. The dividends payment method will be notified to the shareholders prior to the starting date of such payment and the expenditure incurred by the payment of dividends shall be borne by the shareholders.

For	Against	Abstention

5. The approval of the renewal of the mandates of the members of the Board of Administration of CONPET S.A. starting 29.11.2017.

Mr/ Mrs	For	Against	Abstention
1. Ilași Liviu			
2. Weiler Dan			
3. Meșca Darius - Dumitru			
4. Chiriac Cristiana			
5. Gheorghe Roxana - Elena			
6. Bugică Radu			
7. Lefter Răzvan Ștefan			

6. The settlement of the fix gross monthly allowance of the non-executive administrators, in amount of 10,210 RON/month, representing the average on the last 12 months of the gross monthly average earnings for the activity performed according to the core business registered by the Company, at the level of class as per the classification of the activities in the national economy, communicated by the National Statistics Institute prior to the appointment.

For	Against	Abstention

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7. The settlement of the maximum fix gross monthly allowance of the executive administrator, namely six times the average on the last 12 months of the gross monthly average earnings for the activity performed according to the core business registered by the Company, at the level of class as per the classification of the activities in the national economy, communicated by the National Statistics Institute prior to the appointment.

For	Against	Abstention

8. Approval of the form of the mandate contract that is to be concluded with CONPET S.A. administrators.

For	Against	Abstention

9. The empowerment of a representative of the shareholders to sign, on behalf of the Ordinary General Meeting of Shareholders of CONPET S.A., the mandate contracts that are to be concluded with the Company's administrators.

For	Against	Abstention

10. The settlement of the registration date serving at the identification of the shareholders that are to benefit from the dividends and fall under the effects of the resolution of the Ordinary General Meeting of Shareholders, **the registration date** advanced by the Board of Administration being **10.11.2017**, with **ex-date 09.11.2017**.

For	Against	Abstention

11. The empowerment:

a) of the President of the general meeting for the execution of OGMS resolution

For	Against	Abstention

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 and the update of Annex 1 to the Articles of Incorporation concerning the Company's administrators, as well as the execution and registration of the updated Articles of Incorporation.

For	Against	Abstention

c) the Director General to perform the necessary diligence in order to register the OGMS Resolution and the updated Articles of Incorporation at 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

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

The Special Empowerment is prepared in 3 original counterparts, out of which: 1 original copy shall be submitted, up to 24.10.2017, 09 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 25.10.2017"



(Romanian version - "Biroul Secretariat, C.A. și A.G.A. - Pentru Adunarea Generală Ordinară a Acționarilor din data de 25.10.2017), together with the documents requested in the OGMS Convening Notice. With the second original copy the representative will take part at the general meeting of shareholders, and the third original copy shall stay at the represented shareholder.

The special empowerment and the requested substantiating documents can also be 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, at 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 25.10.2017 (in first call)/26.10.2017 (in second call).

DATE _____

NAME AND SURNAME

(Name and surname of the shareholder natural person or legal representative of the shareholder legal person, in print, 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)

Note:

¹*The contents are compliant with CNVM Regulation no. 6/2009, further amendments and completions.*

