

**SPECIAL EMPOWERMENT**

**ORDINARY GENERAL MEETING OF SHAREHOLDERS<sup>1</sup>**

**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),  
owner of a number of.....shares issued by CONPET S.A., representing.....% out of the total number of 8,657,528 shares issued by CONPET S.A. Ploiesti, which entitles me to:

- a number of \_\_\_\_\_ ordinary votes in the Ordinary General Meeting of Shareholders out of the total of 8,657,528 shares issued by CONPET S.A. (to which corresponds a total number of 8,657,528 voting rights);
- a number of \_\_\_\_\_ cumulated votes in the Ordinary General Meeting of Shareholders for the Item to of the Agenda, respectively the election, by the application of the cumulative voting, of the provisional administrators of the company CONPET S.A.:

**I hereby empower**.....  
*(name and surname /name of the representative whom the empowerment is granted to)*

With domicile/headquarter 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 28.11.2017, 09:00 A.M.** at the company 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 **17.11.2017**, as follows:

**1. Election of a Secretary of the Ordinary General Meeting of Shareholders;**

<b>For</b>	<b>Against</b>	<b>Abstention</b>

**2. Election, based on the cumulative vote method, of the provisional administrators of the Company CONPET S.A., given the termination ipso jure of the contracts of mandate of the administrators in capacity, as follows:**

<b>Crt. No.</b>	<b>Name and surname of the candidate</b>	<b>No. of cumulated votes attributed</b>
1.	Ilași Liviu	
2.	Weiler Dan	
3.	Meșca Darius - Dumitru	
4.	Chiriac Cristiana	
5.	Gheorghe Roxana - Elena	
6.	Bugică Radu	
7.	Lefter Răzvan Ștefan	
8.	Văduva Constantin	
9.	Stan - Olteanu Manuela Petronela	
10.	Dima Cristian	
11.	Iacob Constantin Ciprian	
12.	Spînu Adrian Antonio	
13.	Popa Claudiu Aurelian	

**Note:** *Shall be used the secret voting bulletin for the election of the provisional administrators by the application of the cumulative vote*

3. Settlement of the mandate duration for the provisional administrators elected by way of cumulative vote (proposal included in the OGMS draft resolution advanced by the Ministry of Energy)

For	Against	Abstention

4. Approval of the form and content of the mandate contract for the provisional administrators elected by cumulative vote.

For	Against	Abstention

5. Settlement of the monthly fixed gross allowance for the provisional administrators elected by cumulative vote.

For	Against	Abstention

6. Approval of the appointment of the representative of the Ministry of Energy in the Ordinary General Meeting of Shareholders to sign the mandate contracts of the provisional administrators elected by cumulative vote.

For	Against	Abstention

7. Settlement of the date of 19.12.2017 as registration date, serving for the identification of the shareholders who will be affected by the effects of the Resolution of the Ordinary General Meeting of Shareholders and of the date of 18.12.2017 as ex-date.

For	Against	Abstention

8. Empowerment of the:

a) President of the Ordinary General Meeting of Shareholders to sign the E.G.M.S. Resolution;

For	Against	Abstention

b) of the Director General to perform the necessary diligence in order to register the OGMS Resolution and the updated Articles of Incorporation to the Trade Register Office attached to Prahova Law Court, 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.

For	Against	Abstention

9. Empowerment of the Chairman of the Board of Administration to enforce the OGMS Resolution, as per the legal provisions and update Annex 1 to the Articles of Incorporation regarding the Company's administrators, as well as to execute and register the updated Articles of Incorporation.

For	Against	Abstention

10. Approve to extend, by addendum, the insurance period contained in the professional liability insurance policy of the administrator and Director General concluded with Generali Reasigurare Asigurare S.A., respectively up to the end of the selection procedure provided by EGO no. 109/2011

regarding the corporate governance of the public enterprises, approved with amendments and completions by Law no. 111/2016, but no later than 30.04.2018.

<b>For</b>	<b>Against</b>	<b>Abstention</b>

**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, together with the secret voting bulletin and the documents requested in the OGMS convening notice, up to **28.11.2017, 09:00**, to CONPET S.A. headquarters in Ploiesti, no. 1-3, Anul 1848 street, in closed envelope, with the mention: "For the Ordinary General Meeting of Shareholders to be held on 28.11.2017" (Romanian version -"Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea Generală Ordinară a Acționarilor din data de 28.11.2017). 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 together with the secret voting bulletin 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](mailto: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 28.11.2017 (in first call)/ 29.11.2017 (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:**

<sup>1</sup>The content is compliant with CNVM Regulation no. 6/2009, further amendments and completions.