

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

- a number of \_\_\_\_\_ ordinary votes in the Ordinary General Meeting of Shareholders of CONPET S.A, from the total number of 8,657,528 shares issued by CONPET S.A (to which corresponds a total number of 8,657,528 voting rights).

**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 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 05.03.2018, 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 **22.02.2018**, as follows:



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

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

2. The appointment of a provisional administrator of the Company CONPET S.A., in the place of Mr. Matei Ion Cristian, provisional administrator appointed by the Board of Administration, in compliance with the provisions of the Art. 1372 of Law no. 31/1990 regarding the companies, republished, subsequent amendments and additions, whose mandate terminates upon the OGMS meeting.

*Note: The vote will be expressed by way of the Voting Bulletin for exercising the Secret Vote in the OGMS meeting.*

3. Settlement of the mandate duration for the provisional administrator appointed at item 2 of the Agenda, respectively up to 28.03.2018 or until the completion of the selection procedure stipulated in the EGO no. 109/2011 regarding the corporate governance of the public enterprises, approved with amendments and completions by Law no.111/2016, if this takes place prior to the date of expiry of the mandate of the provisional administrator.

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

4. Settlement of the monthly fixed gross allowances of the provisional administrators stipulated in the administration contracts concluded with the company CONPET S.A., recalculated pursuant to the provisions of article 18 of the EGO no. 90/2017, as to provide the maintenance of the level of the monthly fixed net allowance valid at the appointment date, for harmonizing with the new binding social contributions due as per the Law no. 227/2015, further amendments and completions, as amended pursuant to EGO no.79/2017 for the amendment and completion of Law no. 227/2015 regarding the Fiscal Code, which is to augment by 20.61%, namely from 10,210 RON to 12,314 RON.

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

5. Settlement of the monthly fixed gross allowance of the provisional administrator appointed at item 2 of the Agenda, within the quantum that is to be approved by OGMS at item 4 of the Agenda for the provisional administrators in capacity as it is being recalculated based on the provisions of Art. 18 of the EGO no. 90/2017 (calculated based on the 12 months average of the gross medium earnings for the activity carried out as per the core business registered by the Company, at the level of class pursuant to the classification of the activities in the national economy, communicated by the National Institute of Statistics, prior to the appointment, namely the address of the National Institute of Statistics registered under no.34977/14.09.2017), for the compliance with the new binding social contributions due as per Law no.227/2015, subsequent amendments and completions, as it was amended by EGO no.79/2017 for the amendment and completion of Law no.227/2015 with regards to the Fiscal Code.

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

6. Approval of the form and content of the Addendum to the administration contracts of the provisional administrators in capacity, according to item 4 of the Agenda regarding the settlement of the monthly fixed gross allowance recalculated as per the law.

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

7. Appointment of a representative of the Ministry of Energy to sign the Addendum to the administration contracts concluded with the provisional administrators in capacity of the company "CONPET" S.A..

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

8. Approval of the administration contract for the provisional administrator appointed at item 2 of the Agenda, in the form approved pursuant to the OGMS Resolution no. 5/28.11.2017 for the other provisional administrators of the Company; the monthly fixed gross allowance is to be the one stipulated in the OGMS at item 5 of the Agenda.

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

9. Appointment of a representative of the Ministry of Energy to sign the administration contract of mandate for the provisional administrator appointed at item 2 of the Agenda.

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

10. Settlement of the general limits of the monthly fixed gross allowance of the Director General, recalculated based on the provisions of Art. 18 of EGO no. 90/2017, as to provide the maintenance of the level of the monthly fixed net allowance valid at the appointment date, for harmonizing with the new binding social contributions due as per the Law no.227/2015, further amendments and completions, as amended pursuant to EGO no. 79/2017 for the amendment and completion of Law no.227/2015 regarding the Fiscal Code, namely:

a) Settlement of the minimum amount which is 5 times the average within the 12 months of the gross average earnings for the activity performed as per 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; this is to increase by 19.9%, from 25,635 RON to 30,736 RON.

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

b) Settlement of the maximum amount which is 6 times the average within the 12 months of the gross average earnings for the activity performed as per 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; this is to augment by 19.9%, from 30,762 RON to 36,884 RON

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

11. Approval of the Investments Program for 2018 (annexes 1, 2 and 3).

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

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**12.** Approval of the Revenues and Expenditure Budget related to 2018, Annex no. 1, accompanied by the Substantiation annexes no. 2-5.

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

**13.** Settlement of the date of 22.03.2018 as registration date advanced by the Board of Administration, respectively ex-date 21.03.2018.

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

**14.** The Empowerment:

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

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

b) of the Chairman of the Board of Administration to enforce the Resolution of the Ordinary General Meeting of Shareholders, as per the legal provisions and update Annex 1 to the Articles of Incorporation regarding the Company's Administrators, as well as to sign and register the updated Articles of Incorporation.

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

c) 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, publish it 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.

<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, along with the Secret Voting Bulletin and the supporting documents requested in the OGMS Convening Notice, up to 04.03.2018, 9:00, 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 05.03.2018". 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 along 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, 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 05.03.2018 (in first call)/06.03.2018 (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.