

SPECIAL EMPOWERMENT

ORDINARY GENERAL MEETING OF SHAREHOLDERS¹

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/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 26.04.2018, 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, at reference date **17.04.2018**, as follows:

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 31st, 2017, prepared according to the applicable accounting regulations, based on the Annual Report of the administrators for the financial year 2017 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 2017 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) Approval of the allocation on the legal destinations of the net profit left following the deduction of the income tax at December 31st, 2017, reinstated with the provision for the employees' share of profit, amounting to 77,356,774 RON, as follows:

- Other allocations stipulated by law - exemption from the payment of the reinvested income tax: 1,352,092 RON (1.75%);
- Coverage of the retained earnings representing loss: 255,137 RON (0.33%)
- Employees' share of profit: 2,969,000 RON (3.84 %)
- Dividends due to shareholders: 69,621,097 RON (90.00%),
- Profit allocated for the establishment of other reserves – own financing sources: 3,159,448 RON (4.08%),

as well as the approval of the allocation of the retained earnings, representing surplus achieved from revaluation reserves in amount of 5,431,430 RON, for the coverage of the carried-forward loss resulted from the correction of the accounting errors and respectively, the transition to the application of IFRS, less IAS 29, in compliance with the provisions of G.O. 64/2001.

For	Against	Abstention

b) Settlement of the value of the gross dividend proposed to be distributed to the shareholders, of 8.04168315 RON/share.

For	Against	Abstention

c) Settlement of the date of payment of the dividends, respectively the date of 28.06.2018.

For	Against	Abstention

d) The dividends will be paid in RON, the shareholders who are to benefit of dividends being the ones registered in the Shareholders' Registry (kept by "Depozitarul Central" S.A.) at the registration date established by the General Meeting of Shareholders, and 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. administrators for the financial year ended on December 31st 2017.

For	Against	Abstention

5. The annual report of the Nomination and Remuneration Committee regarding the remunerations and other benefits awarded to the administrators and Director General in 2017 financial year, the means to fulfil, at 31.12.2017, the performance criteria and objectives set in the Administration Contracts/the Mandate Contract.

Note: material submitted for the information of the OGMS.

6. a) Extension of the current insurance policy of the administrators and the Director General, by addendum, for a period of 3 months, respectively until the date of 31.07.2018 (inclusive of), so as to provide the time required to carry out the procedure for the procurement of a new insurance policy.

For	Against	Abstention

b) Settlement of the maximum limit of the annual insurance premium in the amount of 18,000 Euro / year of insurance, corresponding to an insured minimum amount of 12 million Euros in aggregate for the professional liability insurance of the company's administrators (7) and of the Director

General, which is to be concluded by the Company, thus maintaining the limits previously set pursuant to the decision no. 3 /27.03.2014 of the Ordinary General Meeting of Shareholders on the insurance of the administrators of the Company.

For	Against	Abstention

7. Information Note to the Ordinary General Meeting of Shareholders, regarding the personal data protection measures implemented in the Company, prepared according to the Letter of the Ministry of Energy holding company's registration no. 9319/09.03.2018.

Note: material submitted for the information of the OGMS.

8. Approval of the registration date advanced by the Board of Administration, namely 12.06.2018 (serving to the identification of the shareholders who are to benefit from dividends or other rights and who will be affected by the OGMS decision), respectively ex-date 11.06.2018.

For	Against	Abstention

9. 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 within the company, 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 three original counterparts, out of which: 1 original copy shall be submitted, together with the documents requested in the OGMS Convening Notice, **up to 25.04.2018, 9 a.m.**, 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 26.04.2018". 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 together with the 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 26.04.2018 (in first call)/27.04.2018 (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:

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