

SPECIAL EMPOWERMENT
ORDINARY GENERAL MEETING OF SHAREHOLDERS¹

- Supplemented Agenda-

The undersigned.....

(First and last name 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 legal representative capacity is being ascertained based on the list of shareholders at the reference date, received from Depozitarul Central)

PIN....., Identified with Identity card/ Passport... series.....number....., issued by.....on.....,having domicile.....

.....(full 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 _____ voting rights in the Ordinary General Meeting of Shareholders representing, from the total number of 8,657,528 shares issued by CONPET S.A

I hereby empower

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

domiciled in / headquartered

in.....

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

(for the representatives natural persons)

Fiscal Identification Code

(for the representatives legal persons)

to represent me in the **Ordinary General Meeting of Shareholders of “CONPET” S.A. convened on 22.08.2018, 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 by Depozitarul Central S.A. Bucharest, at the reference date **13.08.2018**, considering the supplemented OGMS Agenda, as follows:

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

| For | Against | Abstention |
|-----|---------|------------|
| | | |

***the representative of the Ministry of Energy, as per the proposal of the majority shareholder**

2. The election, based on the cumulative vote method, of the constitutive members of the Board of Administration of CONPET S.A..

Note: *Shall be filled in the Voting bulletin for the exercise of the secret voting, attached to this Form.*

3. The ascertainment of the termination of the administrator mandates as per the provisions of the administration contracts, following the completion of the selection procedure provided in EGO no.109/2011 regarding the corporate governance of the public enterprises, approved with amendments and completions by Law no.111/2016.

*** it has no longer scope, given item 2 on the Agenda regarding the election, based on the cumulative voting method, of the constitutive members of the Board of Administration of the Company CONPET S.A. and the draft resolution sent by the majority shareholder.**

4. Election of a new Board of Administration made up of 7 members.

*** it has no longer scope, given item 2 on the Agenda regarding the election, based on the cumulative voting method, of the constitutive members of the Board of Administration of the Company CONPET S.A..**

5. The settlement of the mandate duration of the elected administrators at 4 years.

| For | Against | Abstention |
|-----|---------|------------|
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6. Approval of the form and contents of the administrators' mandate contract.

a) in the form proposed by the Board of Administration

| For | Against | Abstention |
|-----|---------|------------|
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| | | |
|--|--|--|

or

b) in the form proposed by the majority shareholder the Ministry of Energy

| For | Against | Abstention |
|-----|---------|------------|
| | | |

7. Settlement of the fix monthly gross allowance for the elected administrators.

a) in the form proposed by the Board of Administration

| For | Against | Abstention |
|-----|---------|------------|
| | | |

or

b) in the form proposed by the majority shareholder the Ministry of Energy

| For | Against | Abstention |
|-----|---------|------------|
| | | |

8. Approval of the designation of the representative of the Ministry of Energy in the Ordinary General Meeting of Shareholders for the execution of the mandate contracts of the elected administrators.

| For | Against | Abstention |
|-----|---------|------------|
| | | |

9. The Empowerment:

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

| For | Against | Abstention |
|-----|---------|------------|
| | | |

b) of the Chairman of the Board of Administration for the update and execution of Annex no.1 to the Articles of Incorporation of the company in what regards the constituency of the Board of Administration.

| For | Against | Abstention |
|-----|---------|------------|
| | | |

c) of 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, 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 |
|-----|---------|------------|
| | | |

10. Approval of the registration date 13.09.2018 advanced by the Board of Administration, with ex-date 12.09.2018.

| For | Against | Abstention |
|-----|---------|------------|
| | | |

NOTE: As per Art. 201 of ASF (Financial Supervisory Authority) Regulation no. 5/2018, regarding the issuers of financial instruments and market operations, at every point of the Agenda of the General Meeting, the shareholder will express the “For” or “Against” vote, or, as the case may be, mention (check) “Abstention”. 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 documents requested in the OGMS Convening Notice, up to **21.08.2018, 9 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 22.08.2018”. 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 requested supporting documents, can be also submitted by electronic extended signature, as per the provisions of Law no. 455/2001 regarding the electronic signature, up to the same above-mentioned date and time, to the e-mail address: actionariat@conpet.ro, under the penalty provided at Art. 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 22.08.2018 (in first call)/23.08.2018 (in second call).

DATE _____

NAME AND SURNAME _____

(First and last name of the shareholder natural person or of the 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 ASF Regulation no. 5/2018, further amendments and completions.