

**SPECIAL EMPOWERMENT**

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

**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)

holder of a number of\_\_\_\_\_ shares issued by CONPET S.A., representing\_\_\_\_\_ % from the total number of 8,657,528 shares of CONPET S.A., which entitles me to a number of \_\_\_\_\_voting rights in the Extraordinary General Meeting of Shareholders representing\_\_\_\_\_ from the total 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.....

*(for the representatives natural persons)*

*(for the representatives legal persons)*

Fiscal Identification Code .....

*(for the representatives legal persons)*

to represent me in the Extraordinary General Meeting of Shareholders of “CONPET” S.A. convened on 18.12.2018, 10:00 AM, 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 **07.12.2018**, as follows:

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

For	Against	Abstention

**2. Approval of the proposal of association of CONPET S.A. with other companies in view of settling the Romanian National Committee for the World Petroleum Council (CNR-CMP) and the acquiring by CONPET S.A. of the quality of associate member in this non-governmental organization.**

For	Against	Abstention

**3. Approval of the amendment of the Articles of Incorporation of “CONPET” S.A., as per the proposals in the Annex to the EGMS Convening Notice. (The Articles of Incorporation amendment Project), as follows:**

**Art.7 Secondary lines of business, of the Articles of Incorporation is being completed with the following activities:**

- NACE code 5520 – Accommodation facilities for vacancies and short-term periods;

For	Against	Abstention

- NACE code 5590 – Other accommodation services;

For	Against	Abstention

- NACE code 4322 – Sanitary installations, heating and air conditions works ;

For	Against	Abstention

**and shall bear the following contents: (...).**

**Art. 3 Para 2 will be amended and shall bear the following contents:**

(2) The company can set-up and dismantle other subunits as well (secondary headquarters, work sites, branches, agencies, representations or other types of subunits without legal personality), situated in the same locality and/or other localities, in the country and overseas, pursuant to the law and this articles of incorporation, by the approval of the Board of Administration.

For	Against	Abstention

**Art. 19 Para 2 will be amended and shall bear the following contents:**

(2) *The identification data of the administrators are being registered at the Trade Register Office as per the legal provisions.*

For	Against	Abstention

**Art. 23 Para 2 will be amended and shall bear the following contents:**

(2) *The financial auditors are being elected by the general meeting of shareholders and performs their activity based on a contract concluded with the company. The identification data of the Financial are being registered at the Trade Register Office as per the legal provisions.*

For	Against	Abstention

**Art. 35 Para 2 will be amended and shall bear the following contents:**

(2) *This Articles of Incorporation was updated on .....following the amendments approved by EGMS Decision no ....., based on the Articles of Incorporation updated at 28.08.2018 and was drafted and signed in 3 (three) original copies.*

For	Against	Abstention

**ANNEX NO. 1 related to the Board of Administration, the Director General and Financial Auditor is being removed;**

For	Against	Abstention

**- ANNEX NO.2 to the Articles of Incorporation comprising the secondary headquarters (work sites) is being removed.**

For	Against	Abstention

4. Approval of the registration date 15.01.2019 advanced by the Board of Administration, with ex-date 14.01.2019.

For	Against	Abstention

5. The Empowerment:

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

For	Against	Abstention

b) The Chairman of the Board of Administration or the President of EGMS meeting (If applicable) for the execution of the updated form of the Articles of Incorporation;

For	Against	Abstention

c) of the Director General to perform the necessary diligence in order to register this EGMS Resolution , as well as to be granted the right to delegate the mandate to another person in relation to the Trade Register Office attached to Prahova Law Court.

For	Against	Abstention

NOTE: As per art. 201 of ASF Regulation No 5/2018 *regarding the issuers of financial instruments and market operations*, at each item on the Agenda of the General Meeting the shareholder will express his 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 supporting documents requested in the OGMS Convening Notice, up to 17.12.2018, 10 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 Extraordinary General Meeting of Shareholders to be held on 18.12.2018”. 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 Correspondence Voting Bulletin, 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](mailto:actionariat@conpet.ro), under the penalty provided at Art. 125 paragraph 3 of Law no.31/1990 regarding companies, subsequent amendments and additions.

**This correspondence voting bulletin is only valid in relation to the Extraordinary General Meeting of Shareholders convened on 18.12.2018 (in first call)/19.12.2018 (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)

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 contents is compliant with ASF Regulation no. 5/2018, further amendments and completions.