

**SPECIAL EMPOWERMENT**  
**ORDINARY 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 **Ordinary General Meeting of Shareholders of “CONPET” S.A. convened on 18.12.2018, 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 **07.12.2018**, 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 approval of financial and non-financial performance indicators, which will be annex to the administrators mandate contracts.**

a) in the form advanced by the Board of Administration

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

*or*

b) in the form proposed by the shareholder the Romanian State, represented by the Ministry of Energy

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

**3. Approval of the amount of the variable component of the administrators' remuneration.**

a) in the form advanced by the Board of Administration

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

*or*

b) in the form proposed by the shareholder the Romanian State, represented by the Ministry of Energy

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

**4. Approval of the conclusion of the addendum to the contracts of mandate of the administrators in capacity, having as scope: a) the financial and non-financial performance indicators for the period of the contract of mandate. b) the quantum of the variable component of the administrators remuneration, the calculation manner and awarding thereof.**

a) in the form advanced by The Board of Administration

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

*or*

a2) in the form proposed by the shareholder the Romanian State represented by the Ministry of Energy

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

b) the exchange value of the variable component of the administrators' remuneration, the means to calculate and award the remuneration.

b1) in the form advanced by The Board of Administration



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

*or*

b2) in the form proposed by the shareholder \_\_\_\_\_ ( if applicable)

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

5. Appointment of the representative of the Ministry of Energy to sign the addendum to the contracts of mandate concluded with the administrators in capacity of the Company “CONPET” S.A..

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

6. The approval of the general limits of the remuneration of the Director General and the Economic Director.  
a) in the form advanced by The Board of Administration

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

*or*

b) in the form proposed by the shareholder the Romanian State represented by the Ministry of Energy

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

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

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

8. The Empowerment:

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

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

b) of the Director General to perform the necessary diligence in order to register this OGMS 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.

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

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 Ordinary 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 Ordinary 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 content is compliant with ASF Regulation no. 5/2018, further amendments and completions.*

