

SPECIAL EMPOWERMENT
ORDINARY GENERAL MEETING OF SHAREHOLDERS¹

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)

(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 23.04.2019, 10:00 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 **12.04.2019**, as follows:

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

For	Against	Abstention

*** representative of the Ministry of Energy, according to the proposal of the majority shareholder**

2. Approval of the annual financial statements at date and for the financial year ended 31.12.2018 drafted based on the accounting regulations compliant with IFRS approved by OMPF no.2844/2016, based on the annual Report of the administrators for the financial year 2018 and the Report of the financial auditor BDO Audit S.R.L. on the annual financial statements of the company CONPET S.A..

For	Against	Abstention

3. Endorsement of proposal concerning the distribution of net profit related to the financial year 2018 and of some amounts from the retained earnings, setting of the gross dividend per share and the date of dividends payment to the shareholders, as follows:

- a)** distribution of net profit of 2018, reunited with the provision for employees' share of profit, amounting to 65,766,014 RON , on the following lines:
- other reserves representing tax incentives provided by Law no. 227/2015 regarding the Fiscal Code
 - reinvested earnings: 1,433,785 RON (2.18%)
 - employees share of profit: 5,090,000 RON (7.74%)
 - dividends due to shareholders: 59,242,229 RON (90.08%)
- and settlement of the gross dividend of 6,84285734 RON/share.

For	Against	Abstention

- b)** distribution of retained earnings representing surplus from revaluation reserves in the amount of 5,340,483 lei, of which:

- for covering the retained earnings representing actuarial loss from discount of benefits granted upon retirement: 1,035,596 RON
 - dividends due to shareholders: 4,304,887 RON
- and settlement of the gross dividend of 0,49724205 RON/share.

For	Against	Abstention

- c) distribution as dividends of the amount of 1,105,807 RON, representing 35% of the amounts allocated to other reserves under art. 1 par. (1) letter (g) of GD no. 64/2001 and the settlement of the gross dividend of 0.12772779 RON/share.

For	Against	Abstention

- d) the due term of the dividends due to shareholders, namely the payment date of the dividends is 27.06.2019.

For	Against	Abstention

- e) the payment of dividends will be performed in RON exclusively by the shareholders registered in the Shareholders Registry (held by “Depozitarul Central” S.A.) at the registration date set by the General Meeting of Shareholders, and the dividends payment method will be acknowledged to the shareholders prior to the date of initiation of payment. The expenses occasioned by the payment of dividends are being borne by the shareholders.

For	Against	Abstention

4. Approval of the discharge of administration of the company’s administrators for the financial ended 31.12.2018.

For	Against	Abstention

5. The Annual Report of the Nomination and Remuneration Committee (Ro. CNR) related to the remunerations and other benefits awarded to the administrators and the directors with mandate contract during 2018 financial year.

Note: The material is submitted for the information of the OGMS.

6. The approval of the total degree of fulfillment (102.67%) of the key performance indicators, financial and non-financial for the year 2018, approved for the administrators by OGMS Resolution no.7/18.12.2018 and the award of the variable component due to the administrators for the year 2018, pro-rata according to the period of mandate carried out in 2018, and for the number of days between 23.08.2018 – 31.12.2018.

For	Against	Abstention

7. The settlement of the maximum limit of annual insurance premium concluded by the company namely in quantum of 15,000 Euro/ insurance year, corresponding to a minimum amount insured of 12 million Euro in aggregate, for the professional liability insurance of the administrators of the Company; the limit will remain unchanged for the entire period of their mandate.

For	Against	Abstention

8. Approval of the general limits of the variable component of the remuneration for the directors with mandate contract, namely the Director General, the Economic Director and the Deputy Director General in annual gross total quantum of maximum 5% of the net profit annually achieved, but not higher than the value of the fix gross allowance related to the entire financial year, pursuant to the proposals in CNR report no. 10853/19.03.2019.

For	Against	Abstention

9. Approval of the registration date proposed by the Board of Administration, namely 11.06.2019 (serving for the identification of the shareholders who are to benefit from dividends or other rights, who fall under the rights of the OGMS Resolution), respectively ex-date 10.06.2019.

For	Against	Abstention

10. The Empowerment:

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

For	Against	Abstention

b) of the Director General to perform the necessary diligence in order to register the present OGMS Resolution, publish it 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

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 24 hours prior to the general meeting, respectively the date of **22.04.2019, 10.00 AM**, 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 23.04.2019"; 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 date and time mentioned in the OGMS Convening notice, to the e-mail address: actionariat@conpet.ro, under the penalty provided by Art. 125 paragraph 3 of Law no.31/1990 regarding companies, subsequent amendments and additions.

This special empowerment is only valid in relation to the Ordinary General Meeting of Shareholders convened on 23.04.2019 (in the first call)/24.04.2019 (in the 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 contents are compliant with ASF Regulation no. 5/2018, further amendments and completions.