

**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),

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 Extraordinary 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 **Extraordinary General Meeting of Shareholders of “CONPET” S.A. convened on 04.07.2019, 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 by Depozitarul Central S.A. Bucharest, at the reference date **25.06.2019**, as follows:

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

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

**2. Approval of the augmentation of the share capital by the maximum value of 101,763,954.60 RON representing contributions in kind (lands) amounting to 59,751,935.10 RON and cash amounting to 42,012,019.50 RON from the current value of 28,569,842.40 RON to a maximum of 130,333,797 RON by issuing a maximum of 30,837,562 new shares, nominative, dematerialized, at a price of 3.3 RON/share, equal to the nominal value, without share premium, of which:**

(i) 18,106,647 new shares in amount of 59,751,935.10 RON representing the contribution in kind of the Romanian State by representative the Ministry of Energy with lands covering 554,537.61 sq. m in total subject to 48 land ownership certificates for which CONPET has obtained, during 2001-2005 land ownership certificates.

(ii) 12,730,916 new shares in amount of 42,012,019.50 RON that will be offered, within the exercise of the preemption right, for subscription in exchange of the contribution in kind of the Romanian State by representative the Ministry of Energy to the other CONPET shareholders, namely to the persons entitled as shareholder at the registration date, in view of maintaining the shareholding held within CONPET at the registration date.

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

**3. Approval of the transfer to the company's reserves of the amount of 1.9 RON representing the difference of contribution in kind of the Romanian State by representative the Ministry of Energy for which cannot be issued a whole share.**

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

**4. The Empowerment of the Board of Administration of the Company, as per the dispositions of Art.114 Para (1) of Law no.31/1990 republished and amended and the dispositions of Art. 85 of Law no. 24/2017 for the performance of any and all the necessary diligence for the fulfillment of the resolution of the Extraordinary General Meeting of Shareholders, here included but not limited to, the initiation (selection of the intermediary for the preparation of the offer prospectus and offer announcement with regards to the augmentation of the share capital and the coordination of the process for submission of all documents related to the approval of the**

offer Prospectus by the financial Supervisory Authority), the carry out (here included the establishing and approval of the subscription procedure, payment methods, payment date, the place where the operations are being performed, the ascertainment and validation of the performed subscriptions, cancellation of the unsubscribed shares, the settlement of the exact value by which the share capital is being augmented), the closing (approval of the augmentation of the share capital following subscription and payment of the price/issuance of new shares), registration and performance of the augmentation of the share capital, the due amendment of the articles of incorporation of the Company, the wording and execution of all documents and the performance of all due diligence for the application and registration of the share capital to the competent authorities.

For	Against	Abstention

5. Approval of the registration date 23.07.2019 advanced by the Board of Administration, with ex-date 22.07.2019 and payment date 24.07.2019 (ASF Regulation 5/2018).

For	Against	Abstention

6. The Empowerment:

a) of the President of the Extraordinary General Meeting of Shareholders to sign the EGMS Resolution;

For	Against	Abstention

b) of the Director General to perform the necessary diligence in order to register the present EGMS 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 EGMS Convening Notice, up to 24 hours prior to the general meeting, respectively the date of **03.07.2019, 11.00 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 Extraordinary General Meeting of Shareholders to be held on 04.07.2019”; 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 EGMS Convening notice, to the e-mail address: [actionariat@conpet.ro](mailto: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 Extraordinary General Meeting of Shareholders convened on 04.07.2019 (in first call)/05.07.2019 (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:**

*<sup>1</sup>The content is compliant with ASF Regulation no. 5/2018, further amendments and completions.*