

**SPECIAL EMPOWERMENT**

**THE 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),

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 27.09.2019, 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 **17.09.2019**, as follows:

**1. Election of a Secretary of the Ordinary General Meeting of Shareholders (OGMS).**

For	Against	Abstention

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

**2. Approval of the Revenues and Expenditure Budget (REB) amended for 2019.**

For	Against	Abstention

**3. Presentation of the Administrators' Report regarding the activity for Half I, 2019 (period January - June 2019), prepared as per the provisions of Art.223 of ASF Regulation no.5/2018 and Art. 55 of EGO no.109/2011, accompanied by the Financial Statements at the date and for the period of six months ended June 30, 2019, as per Order of the Ministry of Public Finance no.2844/2016 and the International Accounting Standard 34 "Interim Financial Reporting", as well as the Revision Report of the interim financial statement drafted by the financial auditor BDO Audit SRL.**

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

**4. Nomination of the company BDO Audit SRL Bucharest, as financial auditor of the company CONPET S.A. for a period of 3 years starting the date of appointment by the OGMS, namely for the years 2019, 2020 and 2021.**

*Note: Will be filled-in the Bulletin for the exercise of the secret voting attached to this Form.*

**5. The election of a member in the Board of Administration of the Company CONPET S.A., the mandate duration being at the date of OGMS Resolution and up to the date of completion of mandate of this Board of Administration (21.08.2022, inclusive of).**

*Note: Will be filled-in the Bulletin for the exercise of the secret voting attached to this Form.*

**6. The approval of the mandate contract that will be concluded with the new member of the Board of Administration.**

For	Against	Abstention

**7. 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 contract of the administrator.**

For	Against	Abstention

**8. The presentation of the Information Note no.31335/05.08.2019 to the Ordinary General Meeting of Shareholder with regards to the prescription of the shareholders' rights to the dividends related to the financial year 2015, unclaimed up to 31.07.2019.**

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

9. Approval of the registration date 17.10.2019 advanced by the Board of Administration, with ex-date 16.10.2019.

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 **26.09.2019, 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 27.09.2019”; 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 same above-mentioned date and time, to the e-mail address: [actionariat@conpet.ro](mailto:actionariat@conpet.ro), under the sanctions stipulated in art. 125 par. (3) of Law no. 31/1990 on companies, and subsequent amendments.

**This special empowerment is only valid in relation to the Ordinary General Meeting of Shareholders convened on 27.09.2019 (in first call)/30.09.2019 (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: \_\_\_\_\_

(Signature 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.