

SPECIAL EMPOWERMENT

THE GENERAL MEETING OF SHAREHOLDERS¹ "CONPET" S.A.

convened for the date 29.04.2020/30.04.2020

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/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 29.04.2020, 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 **16.04.2020**, as follows:

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

For	Against	Abstention

*** the representative of the Ministry of Economy, Energy and Business Environment, according to the proposal of the mandate order or other shareholder present in the OGMS (if the representative of the majority shareholder is not present)**

2. Approval of the annual financial statements at the date and for the financial year ended 31.12.2019 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 2019 and the Report of the financial auditor BDO Audit S.R.L.

For	Against	Abstention

3. Approval of distribution of the net profit related to the financial year 2019 and of some amounts from the retained earnings and other reserves, establishment of the gross dividend per share and the date of dividends payment to the shareholders, as follows:

- a)** distribution of the net profit of 2019, reunited with the provision for employees' share of profit, amounting to 65,317,598 RON, on the following lines:
- other reserves representing tax incentives provided by Law no. 227/2015 regarding the Fiscal Code
 - reinvested earnings: 1,119,275 RON (1.71%)
 - employees share of profit: 6,440,879 RON (9.86%)
 - dividends due to shareholders: 57,757,444 RON (88.43%).

For	Against	Abstention

- b)** distribution of retained earnings representing surplus from revaluation reserves in the amount of 4,399,439 RON, of which:
- for covering the retained earnings representing actuarial loss from discount of benefits granted upon retirement: 983,674 RON
 - deferred result from correction of accounting errors: 117,625 RON
 - dividends due to shareholders: 3,298,140 RON

For	Against	Abstention

- c)** determination of the amount of the gross dividend proposed to be granted to shareholders in the amount of

c1) 6.67135515 RON/share of the amounts allocated from the profit of 2019 - item a)

For	Against	Abstention

c2) 0.38095632 RON/share of the amounts allocated from the retained earnings - item b).

For	Against	Abstention

d) setting the date 25.06.2020 as the date of payment of dividends to shareholders.

For	Against	Abstention

e) the payment of dividends will be performed in RON exclusively to 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 31.12.2019.

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 contract of mandate during 2019 financial year.

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

6. Approval of the Board of Administration report on the administration activity in 2019 prepared in accordance with Art. 55 of EGO 109/2011 on corporate governance of public enterprises and the provisions of the contract of mandate.

For	Against	Abstention

7. Approval of the total degree of fulfillment (103.7 %) of key performance indicators (KPIs), financial and non-financial, for the year 2019, according to the Report of the Board of Administration of monitoring the framing of key performance indicators of the administrators for the year 2019 in the limits approved by the OGMS.

For	Against	Abstention

8. Approval of granting the variable component due to administrators for the period of mandate carried out in 2019, according to the provisions of the contract of mandate.

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 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.

This special empowerment shall be drafted in 3 original counterparts, out of which: one counterpart will be sent, together with the documents required in the OGMS Convening Notice, in minimum 24 hours prior to the general meeting, respectively up to **28.04.2020, 10.00 AM** at "CONPET" S.A., headquartered 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 29.04.2020", the second copy will be presented in the ordinary general meeting of shareholders, and the third copy will be kept by 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, 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 29.04.2020 (in first call)/30.04.2020 (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 and stamp for the shareholder natural person or signature and stamp for the legal representative of the shareholder legal person)

Note: ¹The content is compliant with ASF Regulation no. 5/2018, further amendments and completions.