

SPECIAL EMPOWERMENT

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

convened for the date 10.03.2021/11.03.2021

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 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)



Fiscal Identification Code

(for the representatives legal persons)

to represent me in the **Extraordinary General Meeting of Shareholders of “CONPET” S.A. convened on 10.03.2021, 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 **01.03.2021**, as follows:

1. Election of a Secretary of the Extraordinary General Meeting of Shareholders (EGMS).

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 EGMS (if the representative of the majority shareholder is not present)**

2. Approval of the augmentation of the share capital by the maximum value of 108,798,558 RON representing contributions in kind (lands) amounting to 63,882,386.70 RON and cash amounting to max 44,916,171.30 RON from the current value of 28,569,842.40 RON to a maximum of 137,368,400.40 RON by issuing a maximum of 32,969,260 new shares, nominative, dematerialized, at a price of 3.3 RON/share, equal to the nominal value, without share premium, of which:

- (i) 19,358,299 new shares in amount of 63,882,386.70 RON representing the contribution in kind of the Romanian State 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. The land representing the contribution in kind, i.e. the amount of the contribution, is presented in the attached assessment report;
- (ii) 13,610,961 new shares in amount of 44,916,171.30 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 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.

CONPET shareholders will be able to exercise the preemption rights within maximum one-month time as of the date mentioned in the prospectus, date subsequent to the registration date and the publishing date of the resolution of the Extraordinary General Meeting of Shareholders in the Official Gazette of Romania, Part IV, namely they will be entitled to subscribe a number of shares proportional to the number of shares held at the registration date.

The new shares will be offered for subscription at the nominal values, namely 3.3 RON/share without share premium.

The subscription rate will be of 3.808161 determined by the ration between the maximum number of new shares issued for the exercising of the preemption right (32,969,260 shares) and the total number of shares held by the shareholders in the existing share capital (8,567,528 shares).

Therefore, each shareholder recorded at the registration date may subscribe to each held share 3.808161 newly issued shares.

The due number of new shares that can be subscribed based on the preemption rights held is being calculated by multiplication of the subscription Rate (3.808161) by the number of held shares and the result, in case it's not an integer, will be rounded down to the closest integer.



At the expiry of the term of exercising of the preemption rights all the unsubscribed shares will be annulled.

For	Against	Abstention

3. Approval of the transfer to the company’s reserves of the amount of 2.3 RON representing the difference of contribution in kind of the Romanian State for which cannot be issued a whole share.

For	Against	Abstention

4. The Empowerment of the Board of Directors of the Company 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 09.04.2021 advanced by the Board of Directors, with ex-date 08.04.2021 and payment date 12.04.2021 (according to ASF Regulation no. 5/2018).

For	Against	Abstention

6. The empowerment of the President of the Extraordinary General Meeting of Shareholders to sign the EGMS Resolution and 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 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 EGMS Convening Notice, in minimum 24 hours prior to the general meeting, respectively up to **09.03.2021, 10.00 AM** at “CONPET” S.A., headquartered in Ploiesti, no. 1-3, Anul 1848 street,, in closed envelope, with the mention: “BOD and GMS Secretariat Bureau - For the Extraordinary General Meeting of Shareholders to be held on 10.03.2021”; 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, 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 Extraordinary General Meeting of Shareholders convened on 10.03.2021 (in first call)/11.03.2021 (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.



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