

**SPECIAL EMPOWERMENT**

**THE GENERAL MEETING OF SHAREHOLDERS<sup>1</sup> "CONPET" S.A.**

**convened for the date 28.04.2021/29.04.2021**

**- Supplemented Agenda -**

**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 28.04.2021, 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 **19.04.2021**, considering the supplemented Agenda of the OGMS, as follows:

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

For	Against	Abstention

**\* representative of the majority shareholder, according to the entrustment or other shareholder present in the OGMS (if the representative of the majority shareholder is not present)**

**2. Presentation of the Annual Report of Administrators for the financial year 2020.**

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

**3. Presentation of the Report of the Independent Financial Auditor BDO Audit S.R.L.**

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

**4. Approval of the financial statements on and for the financial year ended at 31.12.2020 based on the accounting regulations according to IFRS approved by OMFP no. 2844/ 2016.**

For	Against	Abstention

**5. Approval of distribution of the net profit related to the financial year 2020 and of the deferred result, establishment of the gross dividend per share (from the amounts allocated from the profit for 2020 and from the amounts allocated from the deferred result) setting the date of registration and the date of payment of dividends to the shareholders, as follows:**

- a)** distribution of the net profit, reunited with the provision for employees' share of profit, at the date of December 31<sup>st</sup>, 2020 amounting to 67,503,152 RON, on the following lines:
- other reserves representing tax incentives provided by Law no. 227/2015 regarding the Fiscal Code
  - reinvested earnings: 1,531,818 RON (2.52 % from the net accounting profit for 2020)
  - employees share of profit: 6,656,393 RON (9.86 % from the net accounting profit reassembled with the provision for staff participation to profit)
  - dividends due to shareholders: 59,314,941 RON (97.48 % from the net accounting profit for 2020).

For	Against	Abstention

- b)** distribution of retained earnings representing surplus from revaluation reserves in the amount of 2,552,906 RON, assigned for:
- covering the retained earnings representing actuarial loss from discount of benefits granted upon retirement: 2,160,408 RON
  - dividends due to shareholders: 392,498 RON

For	Against	Abstention



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- c) determination of the amount of the gross dividend proposed to be granted to shareholders in amount of:  
 c1) 6.85125604 RON/share of the amounts allocated from the profit of 2020 - item a)

For	Against	Abstention

- c2) 0.04533604 RON/share of the amounts allocated from the retained earnings - item b).

For	Against	Abstention

- d) establishing the date of 08.06.2021 as the registration date serving for the identification of the shareholders who are to benefit from dividends or other rights and who fall under the rights of the OGMS Resolution, ex-date 07.06.2021.

For	Against	Abstention

- e). setting the date of 24.06.2021 as the date of payment of dividends to shareholders.

For	Against	Abstention

- f) 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

6. Approval of the discharge of administration of the company's administrators for the financial ended 31.12.2020.

For	Against	Abstention

7. Presentation of 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 2020 financial year.

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

8. Approval of the Board of Director's report on the administration activity in 2020 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

**9. Presentation of the Board of Director’s report 2020 of monitoring the framing of key performance indicators of the administrators for the year 2020 in the limits approved by the OGMS and:**

**a) Approval of the total degree of achievement (102.6%) of the financial and non-financial key performance indicators (KPIs) of the administrators for 2020.**

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

**b) Approval of granting the variable component due to administrators for the period of mandate carried out in 2020, according to the provisions of the contract of mandate.**

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

**10. Approval of the Investments Program for 2021.**

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

**11. Approval of the Revenues and Expenditure Budget of CONPET S.A. for the year 2021, together with the Substantiation annexes 2-5.**

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

**12. Approval of the Policy of the company CONPET S.A. for the remuneration of administrators and directors with a mandate contract.**

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

**13. The empowerment of the President of the Ordinary General Meeting of Shareholders to sign the OGMS Resolution and 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.**

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

**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 **27.04.2021, 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 Ordinary General Meeting of Shareholders to be held on 28.04.2021”; the second copy shall be



presented by the representative 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](mailto:actionariat@conpet.ro), under the sanctions stipulated in art. 125 par. (3) of Law no. 31/1990 on companies, subsequent amendments and completions.

**This special empowerment is only valid in relation to the Ordinary General Meeting of Shareholders convened on 28.04.2021 (in first call)/29.04.2021 (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:** <sup>1</sup>The content is compliant with ASF Regulation no. 5/2018, further amendments and completions.