

**SPECIAL EMPOWERMENT**  
**THE ORDINARY GENERAL MEETING OF SHAREHOLDERS<sup>1</sup> “CONPET” S.A.**  
**convened for the date 28.04.2022/29.04.2022**

**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)

(for the representatives legal 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 28.04.2022, 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 **18.04.2022**, 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 2021.**

*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 on 31.12.2021 prepared based on the accounting regulations according to IFRS approved by OMPF Order no. 2844/2016.**

For	Against	Abstention

**5. Approval of distribution of the net profit related to the financial year 2021 reinstated with the provision for the employees share of profit and the distribution of amounts of retained earnings and other reserves, the determination of the gross dividend per share (from the amounts allocated from the profit of 2021 and from the amounts allocated from retained earnings and other reserves), the establishment of the registration date and the establishment of the date of payment of dividends to shareholders, as follows:**

**a) distribution of the net profit for the year 2021 (51,928,770 RON), reinstated with the provision for the employees share of profit (5,518,383 RON), in total amount of 57,447,153 RON, as follows:**

- other distributions stipulated by law - payment of the reinvested profit tax (account 1068), art.22 of Law no. 227/2015 on the fiscal code: 1,484,680 RON
- dividends due to shareholders: 50,444,090 RON
- employees share of profit within the limit of 10% of net profit, reinstated with the provision for employees share of profit: 5,518,383 RON

For	Against	Abstention



b) distribution of the retained earnings in the amount of 7,130,819 RON in the form of dividends due to shareholders.

For	Against	Abstention

c) distribution of other reserves (prescribed dividends not collected within 3 years from the due date) in the amount of 5,482,940 RON in the form of dividends due to shareholders.

For	Against	Abstention

d) setting the amount of the gross dividend proposed to be granted to shareholders in the amount of 7.28358592 RON/share representing the total gross dividend/share.

For	Against	Abstention

e) setting the date of 25.05.2022 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 24.05.2022.

For	Against	Abstention

f) setting the date of 16.06.2022 as the date of payment of dividends to shareholders.

For	Against	Abstention

g) 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 31.12.2021.

For	Against	Abstention

7. Approval 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 2021 financial year (Remuneration Report).

For	Against	Abstention

\* The Remuneration report is being submitted to vote within the OGMS, according to the provisions of Art. 107 Para. (6) of Law no. 24/2017, republished in OGR no. 772/10.08.2021, the shareholders' opinion resulting from the vote having an advisory character.

**8.** Approval of the Board of Director's report on the administration activity in 2021 prepared in accordance with Art. 55 of GEO 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 2021 of monitoring the framing of key performance indicators of the administrators for the year 2021 in the limits approved by the OGMS and:

**a)** Approval of the total degree of achievement (102.3 %) of the financial and non-financial key performance indicators (KPIs) of the administrators for 2021.

For	Against	Abstention

**b)** Approval of granting the variable component due to administrators for the period of mandate carried out in 2021, according to the provisions of the contract of mandate.

For	Against	Abstention

**10.** Appointment of a provisional administrator with a term of office of 4 months from the date of the OGMS Resolution, namely 28.04.2022/29.04.2022 and up to the date of 21.08.2022 (inclusive of) - the date of expiry of the mandate of the current Board of Directors, or until the completion of the recruitment and selection procedure provided for in EGO no. 109/ 2011 on corporate governance of public enterprises, if this takes place earlier than 4 months after the appointment by the OGMS of the provisional administrator.

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

**11.** Approval of the mandate contract that will be concluded with the provisional administrator.

For	Against	Abstention

**12.** Approval of the designation of the representative of the Ministry of Energy in the Ordinary General Meeting of Shareholders for the signing of the contract of mandate of the provisional administrator.

For	Against	Abstention

**13.** Note no. 9452/15.03.2022 on the extension of the term related to the accomplishment of the measures in the Resolution no.28/2013 of Prahova Chamber of Accounts.

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

**14.** Note no. 9490/15.03.2022 regarding the transactions concluded by CONPET S.A. according to art. 52 Para. (3) Item b) of GEO no. 109/2011, subsequent completions and amendments.

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

**15.** 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 administrator and the OGMS Resolution at the Trade Registry Office of the Prahova Tribunal, public 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 **27.04.2022, 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 28.04.2022”, the second copy will be presented in the 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 date and time mentioned in the OGMS 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 Ordinary General Meeting of Shareholders convened on 28.04.2022 (in first call)/29.04.2022 (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)

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.



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