

SPECIAL EMPOWERMENT

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

convened for the date of 28.04.2022/29.04.2022

- 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/ 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)

Tax Registration Number



(for the representatives legal persons)

to represent me in the **Extraordinary General Meeting of Shareholders of “CONPET” S.A. convened on 28.04.2022, 11:00 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 **18.04.2022**, considering the supplemented EGMS Agenda, as follows:

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

For	Against	Abstention

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

2. a) Approves the initiation of the procedure regarding the augmentation of the share capital of CONPET S.A. by the value of the land plots related to the 48 land ownership certificates;

For	Against	Abstention

b) Approves to formulate a request to the Trade Office Register attached to Prahova Law Court for the appointment of an authorized appraiser for the appraisal of the lands in total surface of 554,337 Sq.m. related to the 48 land ownership certificates, aiming at the augmentation of the share capital of CONPET S.A.

For	Against	Abstention

3. Approves the registration date 20.05.2022 advanced by the Board of Directors, with ex-date 19.05.2022.

For	Against	Abstention

4. Empowers the President of the EGMS session to sign the EGMS Resolution and perform the necessary diligence in order to register this EGMS Resolution, publish it in the Official Gazette of Romania, Part IV, as well as to grant the right to delegate, to another person, the proxy to perform the above-mentioned diligence.

For	Against	Abstention

5. Approves the amendment of the Articles of Incorporation of “CONPET” S.A., as per the proposals in the Annex to the EGMS Convening Notice. (Draft amendment of the Articles of Incorporation), as follows:

- Art.7 Secondary lines of business, of the Articles of Incorporation is being supplemented with the following activities:

- NACE code 3511 - Production of Electricity

and shall bear the following contents: (...).

For	Against	Abstention

- Art. 8 Share capital para (3) of the Articles of Incorporation (...), shall be amended and bear the following contents:

(3) The shareholding structure, corresponding to the consolidated synthetic structure of the shareholders at 31.12.2021, is the following:

THE ROMANIAN STATE, represented by the Ministry of Energy (the line ministry or its successors, according to the law)

Number of shares: 5,083,372

Value of contribution to the share capital: 16,775,127.60 RON

Share on profit and loss 58.7162 %

SHAREHOLDERS LEGAL PERSONS

Number of shares: 2,292,221

Value of contribution to the share capital: 7,564,329.3 RON

Share on profit and loss 26.4766 %

SHAREHOLDERS NATURAL PERSONS

Number of shares: 1,281,935

Value of contribution to the share capital: 4,230,385.5 RON

Share on profit and loss 14.8072 %

For	Against	Abstention

- Art. 35 para 2 of the Articles of Incorporation shall be amended and bear the following contents:

(2) This Articles of Incorporation was updated on 28.04.2022 (29.04.2022) following the amendments approved by EGMS Resolution no.1/28.04.2022 (29.04.2022), having as grounds the Articles of Incorporation updated on 18.12.2018 and was drafted and signed in 3 (three) original copies.

For	Against	Abstention

6. Empowers:

a) the Chairman of the EGMS meeting to sign the updated version of the Articles of Incorporation, following the approved amendments.

For	Against	Abstention

b) the Director General to perform the necessary diligence in order to register the EGMS Resolution and the updated Articles of Incorporation at the Trade Register Office attached to Prahova Law Court, the publishing thereof in the Official Gazette of Romania, Part IV, as well as to grant 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, by at least 24 hours prior to the general meeting, respectively up to **27.04.2022, 11.00 AM** at “CONPET” S.A. headquarters 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 28.04.2022*”; 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 aforementioned date and time, to the email address: 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 Extraordinary 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 of 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 additions.