

**MANDATE****For representation at SOCEP S.A.'s Ordinary General Meeting of Shareholders (OGMS)  
convened for April 28<sup>th</sup>/29<sup>th</sup>, 2020**

A. Name/trade name of the principal shareholder:

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B. Identification of the principal shareholder:

Residence or registered office, as the case may be:

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Personal identification code or Fiscal Code, as the case may be:

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C. Number of shares owned by the principal shareholder according to SOCEP S.A. Shareholders Register at the reference date 16.04.2020, for April 28<sup>th</sup> /29<sup>th</sup>, 2020 convened OGMS:

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D. Percentage of the shares owned by the principal shareholder, related to SOCEP S.A.'s total number of shares and to the total number of voting rights in OGMS:

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E. Name/trade name of the proxy

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F. Identification of the proxy:

Residence or registered office, as the case may be:

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Personal identification code or Fiscal Code, as the case may be:

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G. Date, time and place of OGMS for which the Mandate is issued:

April 28<sup>th</sup> /29<sup>th</sup>, 2020, 10,00 a.m. at the company's head-office from Constanta Port, berth 34, 1<sup>st</sup> floor, conference room

H. Authorities conferred by the Mandate

To attend the meeting on behalf of the principal shareholder and to exert his vote, according to the percentage owned by the principal shareholder as recorded in the Consolidated Registry of SOCEP Shareholders on April 16<sup>th</sup>, 2020, reference date of OGMS to be held on April 28<sup>th</sup> /29<sup>th</sup>, 2020

**I. Voting form for the OGMS:**

**Item no.1 on the Agenda regarding “ Presentation, discussion and approval of the annual financial statements prepared for the year of 2019”, as follows:**

„in favor”	
„against”	
„abstention”	

*Note: The appropriate voting box shall be ticked with “X”. The other voting boxes shall be left unmarked.*

**Item no.2 on the Agenda regarding “Approval of the annual report of the financial year of 2019”, as follows:**

„in favor”	
„against”	
„abstention”	

*Note: The appropriate voting box shall be ticked with “X”. The other voting boxes shall be left unmarked.*

**Item no.3 on the Agenda regarding “Presentation of the external audit”,as follows:**

„in favor”	
„against”	
„abstention”	

*Note: The appropriate voting box shall be ticked with “X”. The other voting boxes shall be left unmarked*

**Item no.4 on the Agenda regarding “Presentation and approval of investments made during 2019 and how to finance them ”, as follows:**

„in favor”	
„against”	
„abstention”	

*Note: The appropriate voting box shall be ticked with “X”. The other voting boxes shall be left unmarked.*

**Item no.5 on the Agenda regarding “Presentation and approval of the Directors' report and grant discharge to the Executive Board for activities in fiscal year of 2019 ”, as follows:**

„in favor”	
„against”	
„abstention”	

*Note: The appropriate voting box shall be ticked with “X”. The other voting boxes shall be left unmarked.*

**Item no.6 on the Agenda regarding** “Presentation and approval of the Supervisory Board and grant discharge to the Supervisory Board for activities in fiscal year of 2019”, **as follows:**

„in favor”	
„against”	
„abstention”	

*Note: The appropriate voting box shall be ticked with “X”. The other voting boxes shall be left unmarked.*

**Item no.7 on the Agenda regarding** “Approval of the income and expenditure and investment program for 2020”, **as follows:**

„in favor”	
„against”	
„abstention”	

*Note: The appropriate voting box shall be ticked with “X”. The other voting boxes shall be left unmarked.*

**Item no.8 on the Agenda regarding** “Approval of the distribution of the net profit for the financial year 2019 in the amount of 19,986,602.32 lei, thus: legal reserve - 0 lei, reserves related to the reinvested profit - 81,347, lei, non-distributed profit - 19,905,255.32 lei, dividend - 0 lei”, **as follows:**

„in favor”	
„against”	
„abstention”	

*Note: The appropriate voting box shall be ticked with “X”. The other voting boxes shall be left unmarked.*

**Item no.9 on the Agenda regarding** “Approval of the distribution of the net profit for the financial year 2019 in the amount of 19,986,602.32 lei, as follows: legal reserve - 0 lei, non-distributed profit - 13,331,063.74 lei, dividend - 6,655,538.57 lei”, **as follows:**

„in favor”	
„against”	
„abstention”	

*Note: The appropriate voting box shall be ticked with “X”. The other voting boxes shall be left unmarked.*

**Item no.10 on the Agenda regarding** “Approval of the date of September 22<sup>th</sup> 2020 as the payment date”, **as follows:**

„in favor”	
„against”	
„abstention”	

*Note: The appropriate voting box shall be ticked with “X”. The other voting boxes shall be left unmarked.*

**Item no.11 on the Agenda regarding** “Appointment of the company's financial auditor for a period of one (one) year, respectively from April 29<sup>th</sup> 2020 to April 29<sup>th</sup> 2021”, **as follows:**

Secret ballot: the Bulletin form for secret ballot will be used.

**Item no.12 on the Agenda regarding** “Approval of May 15<sup>th</sup>, 2020 as registration date according to Art.86 of Law no. 24/2017 on issuers of financial instruments and market operations”, **as follows:**

„in favor”	
„against”	
„abstention”	

*Note: The appropriate voting box shall be ticked with “X”. The other voting boxes shall be left unmarked.*

**Item no.13 on the Agenda regarding** “Approval of September 15<sup>th</sup>, 2020 as registration date according to Art.86 of Law no. 24/2017 on issuers of financial instruments and market operations”, **as follows:**

„in favor”	
„against”	
„abstention”	

*Note: The appropriate voting box shall be ticked with “X”. The other voting boxes shall be left unmarked.*

**Item no.14 on the Agenda regarding** “Approval of May 14<sup>th</sup> 2020 as ex-date, according to art.2 of ASF Regulation no. 5/2018”, **as follows:**

„in favor”	
„against”	
„abstention”	

*Note: The appropriate voting box shall be ticked with “X”. The other voting boxes shall be left unmarked.*

**Item no.15 on the Agenda regarding** “Approval of September 14<sup>th</sup> 2020 as ex-date, according to art.2 of ASF Regulation no. 5/2018”, **as follows:**

„in favor”	
„against”	
„abstention”	

*Note: The appropriate voting box shall be ticked with “X”. The other voting boxes shall be left unmarked.*

**Item no.16 on the Agenda regarding** “Empowering Mrs.Ileana Graur, to submit to the Trade Register Constanta decision ordinary general meeting of shareholders and to make the necessary endorsements”, **as follows:**

„in favor”	
„against”	
„abstention”	

*Note: The appropriate voting box shall be ticked with “X”. The other voting boxes shall be left unmarked.*

J. Date of Mandate (*in day-month-year format*):

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K. Name (clearly written) and authorized signature of the principal Shareholder:

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### Specifications

1. Present Mandate contains information in accordance with ASF Regulation no. 5/2018.
2. This Mandate shall be signed and dated by its principal shareholder.
3. The Mandate bearing a subsequent date has the effect of revoking the mandate dated previously.
4. The Mandate will be filled in by its principal shareholder in all listed boxes.
5. The Mandate shall be drawn up and should be used only in the original, in 3 (three) copies, out of which:
  - one original remains with its principal;
  - one original shall be handed over to the authorized representative (which will present it in the meeting);
  - one original, either in Romanian or in English, shall be brought at SOCEP S.A. head office no later than **April 24<sup>th</sup> 2020, 16.00 hour**, as indicated in the Convening Notice and within present specifications.
  - The powers may be transmitted by electronic means by e-mail with the extended electronic signature incorporated according to Law no. 455/2001 regarding the electronic signature, until April 24<sup>th</sup> 2020, at 16.00, at the address [socep@socep.ro](mailto:socep@socep.ro), mentioning the subject "For the OGMS from April 28<sup>th</sup> / 29<sup>th</sup> 2020". To the extent possible, the shareholders will Avoid sending the Power of Attorneys in physical copy by mail, courier services and personally submitting them to the company register
6. All shareholders registered in the Shareholders Register at the end of **the reference date – April 16<sup>th</sup>, 2020**, are entitled to participate in the proceedings of the meeting.
7. Access of natural persons-shareholders entitled to attend the OGMS is permitted based on their identity card, simply to prove their identity.
8. The shareholders may participate and vote in the OGMS through representation on the basis of this mandate, granted only for the OGMS dated April 28<sup>th</sup> /29<sup>th</sup> 2020. Votes entered in the mandate are performed only in the manner intended by the shareholder.
9. Shareholders, who do not have legal capacity and the shareholders –legal entities as well, may be represented by their legal (guardians) representatives. These legal representatives may also authorize with a mandate other persons to attend to the OGMS dated **April 28<sup>th</sup> /29<sup>th</sup> 2020**. Romanian resident Shareholders-legal entities will enclose to this mandate their certificate of incorporation. The non-resident legal entities-shareholders will enclose entitlement to legal personality and registration form will be enclosed.
10. The person representing several shareholders with several mandates are to express the votes of the represented persons by totalizing the votes „in favor”, „against” and „abstention” without offset.
11. This mandate, either in Romanian or in English, shall be brought in at SOCEP S.A. Constanta Port, berth 34, at the latest on **April 24<sup>th</sup>, 2020, 16.00 hour**, under the penalty of losing the voting right.
12. This updated mandate was available to be picked up from SOCEP S.A.’s head office, inside Constanta Port, berth 34, Constanta from the Legal Department, or may be downloaded from the company website [www.socep.ro](http://www.socep.ro), as from April 13rd, 2020.