



## CONPET S.A.

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e-mail: conpet@conpet.ro; web: www.conpet.ro  
CIF: RO1350020 ; Cod CAEN 4950; înregistrată la  
Registrul Comerțului Prahova sub nr. J29/6/22.01.1991  
Capital social subscris și vărsat 28 569 842,40 lei



# CONPET

### DRAFT DECISION OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS) dated 14.09.2015 (15.09.2015)

*Considering the provisions of Law no. 31/1990 regarding the companies, republished, subsequent amendments and additions, of Law no. 297/2004 regarding the capital market, of the Articles of Incorporation of the company and the Protocol dated 15.09.2015 (in first call), the shareholders of CONPET S.A. Ploiesti - natural and legal persons, issue the following:*

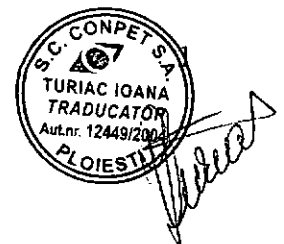
## DECISION

**Art. 1** Notes the Bi-annual report of the Board of Administration regarding the economic-financial activity of the company CONPET S.A. related to 2015 1<sup>st</sup> Half (ended 30.06.2015), accompanied by the Statement of the Persons in Charge, the bi-annual accounting reporting and the Simplified Interim Financial Statements at the date and for the six months period ended 30.06.2015, prepared in compliance with the International Standard of Financial Reporting 34 „Interim Financial Reporting”, adopted by the European Union.

**Art. 2** By .....number of cast votes, approve/disapprove the contracting of external services of legal assistance and representation in case no 5216/204/2008\*/ a1 pending before the Court of Appeal Ploiesti and mandate the Board of Administration members in order to establish the maximum limit to be considered in negotiating the fee to be paid and respectively, in view of empowering the company management to negotiate and sign the legal assistance and representation contract in question.

**Art. 3** By .....number of cast votes, approve/disapprove the settlement of the value of sub-component 2 of the variable component of the remuneration of the non-executive administrators, as per the proposal formulated in the Report no. 28623/ 10.08.2015 of the Nomination and Remuneration Committee constituted at the level of CONPET S.A. Board of Administration.

**Art. 4 a)** By .....number of cast votes, approve/disapprove the granting of sub-component 2 of the variable component of the non-executive administrators' remuneration, on pro-rata basis for the period of the year employed under the administration contract, in case the contract of a non-executive administrator ceases prior to the end of the calendar year due to one of the situations stipulated in Article 36, item 3, or Article 36, item 6, or Article 36 item 7, or Article 36 item 8 of the contract, as per the proposal formulated in the Report no. 28623/10.08.2015 of the Nomination and Remuneration Committee constituted at CONPET S.A. Board of Administration level.



**Art. 5** By .....number of cast votes, approve/disapprove the settlement of the value of sub-component 2 of the variable component of the remuneration of the General Director, as per the proposal formulated in Report no. 28623/ 10.08.2015 of the Nomination and Remuneration Committee constituted at the level of CONPET S.A. Board of Administration.

**Art. 6** By .....number of cast votes, approve/disapprove the conclusion of an Addendum to the administration contracts signed with CONPET S.A. administrators, in correlation with the proposals formulated in Report no. 28623/ 10.08.2015 of the Nomination and Remuneration Committee constituted at the level of CONPET S.A. Board of Administration., having as scope:

a) settlement of the value of sub-component 2 of the variable component of the remuneration thereof, with applicability for 2015.

b) Grant sub-component 2 of the variable component of the remuneration of the non-executive administrators, on pro-rata basis for the period of the year employed under the administration contract, in case the contract of a non-executive administrator ceases prior to the end of the calendar year due to one of the situations stipulated in Article 36, item 3, or Article 36, item 6, or Article 36 item 7, or Article 36 item 8 of the contract;

**Art. 7** By .....number of cast votes, approve/disapprove to grant mandate to..... for the execution of the Addendum to the administration contracts concluded with CONPET S.A. administrators.

**Art. 8** By .....number of cast votes, approve/disapprove the empowerment:

a) of the President of the Ordinary General Meeting of Shareholders to sign the OGMS Decision;

b) of the Chairman of the Board of Administration to enforce the OGMS decision, as per the legal provisions.

c) of the General Director to perform the necessary diligence in order to register the OGMS Decision to the Trade Register Office attached to Prahova Court of Law, the publishing thereof 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.

**Art. 9** By .....number of cast votes, approve/disapprove the settlement of:

a) the date of **06.10.2015**, as **Registration Date**, serving at the identification of the shareholders who will benefit from dividends or other rights and will be affected by the OGMS Decision.

b) the date of **05.10.2015** as **ex-date**, which represents the previous date of the recording date with the settlement cycle minus one working day from which the financial instrument, object of bodies corporate decisions are traded without rights derived from that resolution.

**Chairman of the Board of Administration**

**DAN WEILER**

S.s. Illegible

Stamp

