



CONPET S.A.

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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 RESOLUTION OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS) dated 17.12.2015 (18.12.2015)

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 17.12.2015 (in first call), the shareholders of CONPET S.A. Ploiesti - natural and legal persons, issue the following:

RESOLUTION

Art. 1 Bynumber of cast votes, approve/disapprove the election of the Secretary of the Extraordinary General Meeting of Shareholders , Mr

Art. 2 Bynumber of cast votes, approve/disapprove to sell the asset, buildings and related land, surfacing 1,144 sq.m., property of CONPET S.A., located in Ploiești, no.7, Independenței Bld., Prahova County.

Art. 3 Bynumber of cast votes, approve/disapprove to contract external legal assistance and representation services on the means to set the value by which is to be increased the share capital of CONPET S.A. by the value of the lands for which the company obtained, during 2001-2005 Land Ownership Certificates and grant mandate to the members of the Board of Administration in order to set the upper limit to be considered when negotiating the fee that is to be paid and, respectively, to empower the company management for the negotiation and conclusion of the legal assistance and representation contract.

Art. 4 Bynumber of cast votes, approve/disapprove the empowerment:

- of the President of the Extraordinary General Meeting of Shareholders to sign the EGMS Resolution;
- of the Chairman of the Board of Administration to enforce the EGMS resolution, as per the legal provisions;
- of the General Director to perform the necessary diligence in order to register the EGMS Resolution 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 be granted the right to delegate, to another person, the proxy to perform the above-mentioned diligence.

Art. 5 Bynumber of cast votes, approve/disapprove the settlement:



- a) of the date of **13.01.2016**, set by the Board of Administration, as registration date, serving at the identification of the shareholders who will be affected by the EGMS Resolution;
- b) of the date of **12.01.2016**, as ex-date, in compliance with the provisions of Law no. 297/2004 regarding the capital market, of Regulation no.1/2006 regarding the issuers and securities operations and the Regulation no. 6/2009 regarding the exercise of certain rights of the shareholders within the general meetings of the trade companies, further amendments and additions, and correlated with the Financial Supervisory Authority Resolution (Rom. A.S.F.) no. 1430/07.10.2014.

Chairman of the Board of Administration

DAN WEILER

S.s. Illegible

CONPET Stamp

