



CONPET S.A.

Str. Anul 1848 nr. 1-3, Ploiești, 100559, Prahova, România
Tel: +40 - 244 - 401360; fax: + 40 - 244 - 516451
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

No. 2 DECISION OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (O.G.M.S.) dated 28.04.2015 (29.04.2015)

Considering the provisions of no. 31/1990 Law regarding the companies, republished with subsequent amendments and additions, of no. 297/2004 Law regarding the capital market, of the Articles of Incorporation of the company and of the Protocol dated 28.04.2015 (the first call), the shareholders of CONPET S.A. Ploiesti - natural and legal persons, issue the following:

DECISION

Art. 1 By unanimous number of cast votes, approves the financial statements of Company "Conpet" S.A. related to the fiscal year ended 31.12.2014.

Art. 2 By unanimous number of cast votes, approves the allocation way of the net profit to be allocated of 56,381,586 lei, approves the establishment of the value of 5.9409792 lei of the gross dividend/ share, approves the term of 23.07.2015 for dividends payment due to shareholders- date of payment and approves payment of dividends due to the Romanian State through M.E.I.M.M.M.A., as a shareholder, which will be transferred to the account M.E.I.M.M.M.A. no. RO05 TREZ 7005 0320 2X00 9548 opened at A.T.C.P. Bucharest Municipality, CIF 33933936. In case of unpaid dividends due to the Romanian state through M.E.I.M.M.M.A. within the deadline set by the O.G.M.S., the company owes to the Romanian State the penalty interest calculated according to art. 67 para. (2) of the Companies Act no. 31/1990, republished, as subsequently amended and supplemented. Penalty interest is calculated from the date of the expiration of a term of 60 days from the date prescribed by law for submitting the annual financial statements.

Art. 3. Unanimously cast votes, approves the discharge of administration of the directors in position, during the financial year ended on 31.12.2014.

Art. 4 Acknowledges on the Annual Report of the Nomination and Remuneration Committee registered under no. 11332 / 25.03.2015.

Art. 5. With majority of the votes cast, approves the maintenance of the upper limit of the annual insurance premium of 18,000 euro per each year in the remaining period until the expiry of the validity period of the current management contracts with framing this amount within the annual income and expenditure budgets.

Art. 6 With majority of the votes cast, approves the mandating of the administrative and executive management for



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the procedure of acquisition progress of the insurance policy of the non-executive directors and general director - executive administrator, for each year throughout the whole period remained to be executed from the mandate of non-executive directors and of general manager - executive administrator.

The representative of M.E.I.M.M.M.A. abstained from voting because the subject is not responsible for G.M.S. Administrative and executive management of the company is responsible for the selecting way of the insurance company and for obeying the legal procedures for public procurement of the insurance services, falling within the spending limit on these destinations provided in the annual revenue and expense budgets.

Art. 7 With majority of the votes cast, approves no. 3/2015 Addendum conclusion of administration contracts, only having the following writing of Art. 1:

"Art. 20 of the Management Agreement shall be amended and shall have the following content:

Art. 20 The administrator will benefit of professional liability insurance, during the entire term. The annual insurance policy is concluded annually, its associated costs are borne by the company. The maximum limit of the insurance premium approved by the OGMS is in the amount of 18,000 Euro / year of insurance, corresponding to an insurance limit of 12 million Euro in aggregate, the policy should be concluded for every year of the period remaining to be executed from the administration contracts, starting with the expiry date of the current insurance policy. "

Art. 8. With majority of the votes cast, approves the appointment of Mrs Gabriela Sandu, to sign Addendum no. 3, in accordance with the vote expressed in Paragraph 7 of the agenda.

Art. 9 With unanimously expressed votes, approves the empowerment:

- a) Assembly President to sign the decision of OGMS;
- b) the President of the BoA for the implementation of OGMS decision, as required by law;
- c) of the General Director to conduct the necessary registration formalities of OGMS decision to the Trade Registry Office around Prahova Court, published in the Official Gazette of Romania, Part IV, and also, for granting the right to delegate to another person the mandate for execution of the above mentioned formalities.

Art. 10. Unanimously cast votes, approves the establishment of:

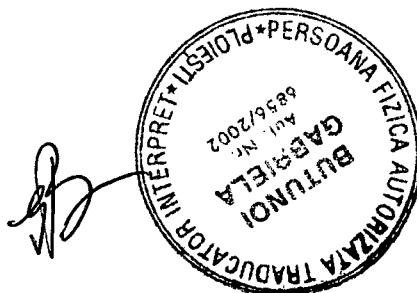
- a) the date of **03.07.2015**, as registration date, which serves to identify the shareholders who will benefit from dividends or other rights and who are affected by the decision OGMS;
- b) the date of **02.07.2015**, as ex-date, which date is prior to the date of registration with a discount cycle minus one working day since the financial instruments, object of corporate bodies decisions are traded without the rights deriving from that decision;
- c) the date of **23.07.2015 as date of payment**, namely the calendar date when the distribution of the revenues related to the holding of securities, consisting in cash or securities, becomes certain.

Chairman of the Board of Administration

Dan Weiler

S.s. Illegible

CONPET Stamp



Representative of the Ministry of Energy, SMEs and Business Environment

Gabriela Sandu *S.s. Illegible*

G.M.S. Technical secretariat

Adina – Doina Coțovanu *S.s. Illegible*

Gabriela Iulia Alexandrescu *S.s. Illegible*

Alina Petrescu *S.s. Illegible*

Note: the majority shareholder representative signs this decision under Art. 18 para. (18) of the Articles of Incorporation of "CONPET" S.A.

no. 2 / 28. 04.2015 Resolution of the Ordinary General Meeting of Shareholders of "CONPET" SA was issued in 3 (three) originals.

