



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 DECISION REGARDING 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 Bynumber of cast votes, approve/disapprove the annual financial statements for the financial year ended 31.12.2014, prepared in compliance with the applicable accounting regulations, based on the Annual Administrators' Report for 2014 financial year and the Report of the Financial Auditor KPMG Audit SRL on the annual financial statements of „CONPET” S.A..

Art. 2 Bynumber of cast votes, approve/disapprove the proposals regarding the allocation of net profit related to 2014 financial year achieved by the company „CONPET” S.A. and also the gross dividend/share, the term and method of payment of the dividends related to 2014 financial year.

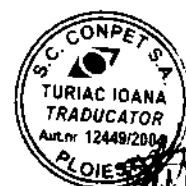
The net profit achieved at 31.12.2014 amounts 56,381,586 Lei. being distributed on the following destinations:

- | | |
|---|-----------------------|
| • Share of profit, total, of which: | 4,947,392 Lei |
| ○ Employees share of profit | 4,343,168 Lei |
| ○ Share of Profit due to the members of the Board of Administration | 604,224 Lei |
| • Dividends due to shareholders | 51,434,194 Lei |
| • Total distributed net profit | 56,381,586 Lei |

The value of the gross dividend/share proposed to be awarded is of **5.9409792 Lei/share**, of which the tax on dividends will be withheld at the source, within the limits provided by the legislation in force at the date of payment.

The dividends are distributed to the shareholders in proportion to the participation quota to the share capital. The share capital is 28,569,842.4 Lei, divided into 8,657,528 ordinary, nominative, indivisible shares, with a 3.3 Lei nominal value each. The expenses occasioned by the dividends payment are being borne by the shareholders.

The maturity date for the payment of the dividends due to the shareholders, respectively the dividend **date of payment** advanced for OGMS approval is **23.07.2015**. The dividends payment will be made in Lei, exclusively to the shareholders registered in the Shareholders Registry (held by „Depozitarul Central” SA) at the **registration date** set



by the General Meeting of Shareholders, the advanced date by the Board of Administration being **03.07.2015**.

The dividends payment method will be brought to the shareholders attention prior to the date of initiating the payment.

Art. 3 Bynumber of cast votes, approve/disapprove the discharge of administration for the administrators in position during 2014 financial year.

Art. 4 a) Take note of the Annual report of the Nomination and Remuneration Committee regarding the remuneration and other advantages granted to the administrators and to the General Director, during 2014 financial year, the way of fulfilment of objectives and performance criteria at 31.12.2014, of the Administration Contracts/ Contract of Mandate.

Art. 5 Bynumber of cast votes, approve/disapprove to maintain the maximum limit of the insurance premium corresponding to the professional liability insurance for the non-executive administrators of the company and the General Director - executive administrator, amounting 18.000 EURO per year of insurance, with liability/insurance limit amounting 12.000.000 Euro in aggregate: the policy is to be concluded on annual basis, for every year of the period left to be executed from the administration contracts, starting with the expiry date of the current insurance policy.

Art. 6 Bynumber of cast votes, approve/disapprove to grant mandate to the administrative and executive management to carry on the procedure for the procurement of the insurance policy of the non-executive administrators and the General Director - executive administrator, every year, all along the time left to be executed from the mandate of the non-executive administrators and of the General Director - executive administrator.

Art. 7 Bynumber of cast votes, approve/disapprove to conclude no. 3 Addendum to the administration contracts concluded by the administrators with the company, having as scope the amendment of Article 20 of these contracts, regarding the professional liability insurance of the administrators.

Art. 8 Bynumber of cast votes, approve/disapprove to grant mandate to a shareholders' representative to sign no. 3 Addendum to the administration contracts concluded by the company administrators.

Art. 9 Bynumber of cast votes, approve/disapprove the empowerment:

- a) of the President of the Ordinary General Meeting of Shareholders to sign the O.G.M.S. Decision;
- b) of the Chairman of the Board of Administration to enforce the O.G.M.S. decision, as per the legal provisions;
- c) of the General Director to perform the necessary formalities in order to register the O.G.M.S. Decision at the Trade Register Office around Prahova Law Court, and 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 formalities.

Art. 10 Bynumber of cast votes, approve/disapprove the settlement:

- a) of the date of **03.07.2015, as registration date**, serving at the identification of the shareholders who will benefit from dividends or other rights and will be affected by the O.G.M.S. Decision;
- b) of the date of **02.07.2015, as ex-date**, representing the previous date to the registration date with one settlement cycle minus one working day, since the financial instruments making the object of the corporate bodies' decisions are being traded without the rights deriving from such 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

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