

48282 / 18.12.2015

Current Report no. 33/2014 as per Law no. 297/2004 and CNVM Regulation no. 1/2006

Date of the Report

18.12.2014

Name of the Issuing Entity

S.C. CONPET S.A. Ploiești

Registered Offices

No. 1-3 , Anul 1848 Street, Ploiești

Phone/Faximile/e-mail

0244/ 401360/ 516451/ 402385/

actionariat@conpet.ro

Sole Registration Number

1350020

No. at the Trade Registry

J29/ 6/ 22.01.1991

Subscribed and Paid-Up Share Capital

28.569.842,40 Lei

Total no. of shares

8.657.528 nominative shares

The regulated market where the issued securities are being traded: B.V.B., Ist Tier

Reporting significant events:

I. The Decision of the Ordinary General Meeting of Shareholders (OGMS) of SC CONPET SA dated 18.12.2014 (in first call) regarding: the procurement internal procedural Norms applicable at SC CONPET SA level, the approval of the revision of 2014 Investment Program and of 2014 Capital Repairs Program, the determination of Subcomponent 2 of the variable component of the remuneration of the non-executive administrators and the General Director – executive administrator, the approval of the conclusion of an Addendum to the administration contracts concluded with S.C. CONPET S.A. administrators, having as scope the determination of subcomponent 2 of the variable component of the remuneration thereof with applicability to 2014, granting mandate to Mrs. Gabriela Sandu for the execution of the Addendum to the administration contracts related to the subcomponent 2 of the variable component of the administrators remuneration, the approval of the empowerment of the President of the meeting/Chairman of the Board of Administration/General Director for the execution/enforcement of the OGMS decision/to make the necessary diligence to register and publish the OGMS decision, as well as to be granted the right to delegate; the settlement of the date of **13.01.2015** as registration date and the settlement of the date of **12.01.2015** as ex-date.
II. The situation of the file no. 1269/105/2014 pending before Prahova Court of Law where parties are Mr. Dorin Tudora and CONPET S.A.

I. The OGMS of SC CONPET SA, convened for the date of 18.12.2014/19.12.2014 took place in first call, on 18.12.2014, starting 10th A.M., at the company's headquarters in Ploiești, No.1-3, Anul 1848 Street, following the fulfilment of the statutory – legal quorum conditions.

The General Meeting was organized in compliance with the provisions of the Articles of Incorporation of the company, of Companies' Act no. 31/1990, updated, further amendments and additions, as well as with the legislation in force regarding the capital market.

The OGMS Convening Notice, approved by the Board of Administration Decision no.15/5.11.2014, published in the Official Gazette of Romania no. 6859/07.11.2014, Part IV, and in „Romania Libera” daily newspaper, the edition of 07.11.2014, being submitted to Bucharest Stock Exchange and the Financial Supervisory Authority (Rom. ASF) as annex to the Current Report no. 28/05.11.2014, the report being published on www.bvb.ro website and www.conpet.ro website and in ASF Electronic Bulletin no. 44/2014, Part III.



As per the dispositions of art.17 paragraph (1) letter a) of the Articles of Incorporation, for the validity of the OGMS deliberations is necessary, in first call, the presence of the shareholders (including the votes by correspondence) representing at least a half (1/2) of the total number of voting rights and the OGMS decisions be made with majority of expressed votes.

To the OGMS sessions could take part the shareholders registered at the Shareholders Registry consolidated at the reference date 05.12.2014. Therefore, in the hall were present 3 shareholders legal persons, namely the representative of the Ministry of Economy by the Department for Energy – on behalf of the Romanian State acting as majority shareholder, holder of a number of 5,083,372 shares with nominal value of 3.30 Lei, representing 58.7162 % of the total number of shares/voting rights, respectively a share capital in amount of 16,775,127.6 Lei and the representative of the shareholder SC Fondul Proprietatea SA, holder of a number of 524,366 shares with nominal value of 3.30 Lei, representing 6.0567% of the total number of shares/voting rights, respectively a share capital in amount of 1,730,407.8 Lei, the representative of SIF Transilvania S.A, holder of a number of 92,234 shares with nominal value of 3.30 Lei, representing 1.0654 % of the total number of shares/voting rights, respectively a share capital in amount of 304,372.2 Lei, as well as 2 shareholders natural persons holding a number of 81 shares with nominal value of 3.30 Lei, representing 0,0009 % of the total number of shares/voting rights, respectively a share capital in amount of 267.3 Lei.

For the OGMS meeting, the shareholder legal person SIF Moldova SA, holder of a number of 110,260 shares with nominal value of 3.30 Lei, representing 1.2736 % of the total number of shares/voting rights, respectively a share capital in amount of 363,858.0 Lei, has submitted correspondence voting bulletin.

Consequently, the total number of voting rights within the OGMS meeting (where were also included the votes exercised by correspondence) was of 5,810,313 and corresponds to a number of 5,810,313 shares with nominal value of 3.30 Lei, representing 67.1128 % of the total number of shares/voting rights, namely a share capital in amount of 19,174,032.9 Lei.

Based on the materials related to the OGMS Agenda, considering the mandate of the representatives of the Ministry of Economy, SC Fondul Proprietatea SA and SIF Transilvania S.A., as well as the vote exercised by correspondence by SIF Moldova SA, following the debates and proposals expressed by the shareholders within the meeting, has been issued the Decision no.8/2014 of OGMS, with the following content:

DECISION NO. 8 OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS) of 18.12.2014

Considering the provisions of Law no. 31/1990 regarding the commercial companies, updated, with 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 18.12.2014 (in first call), the shareholders of S.C. CONPET S.A. Ploiești - natural and legal persons, issue the following:

DECISION

Art. 1 Due to the failure to meet the majority of expressed votes necessary to adopt the OGMS decision, disapprove the amendment of the Procurement Internal Procedural Norms applicable at S.C. CONPET S.A. level; these norms are to be approved pursuant to the decision of S.C. CONPET S.A. Board of Administration, in compliance with the principles and limits set as per the regulatory normative acts, namely EGO no. 34/2006 and GD no. 925/2006 for the approval of the norms for the implementation of EGO no. 34/2006, further amendments and additions.

Art. 2 By unanimity of cast votes, approve the revision of 2014 Investment Program and 2014 Capital Repairs Program, within the same values contained in 2014 Income and Expenditure Budget approved pursuant to GD no. 593/2014.

In case of the revision of the Investment Plan and Capital Repairs Plan, falling within the budgeted values, are to be applied the provisions of Article 20, letter f) of the updated Articles of Incorporation, according to which



the Board of Administration “approves the revision of the Investment and Capital Repairs Programs within the same values”.

Art. 3 By unanimity of cast votes, approve the determination of sub-component 2 of the variable component of the remuneration of the non-executive administrators of the company, based on the proposal formulated in the Report no. 6/10.11.2014 of the Nomination and Remuneration Committee set-up at the Board of Administration level, provided that they fall within Income and Expenditure Budget approved as per the legal provisions.

Art. 4 By unanimity of cast votes, approve the determination of sub-component 2 of the variable component of the remuneration of the General Director - executive administrator, based on the proposal formulated in the Report no. 6/10.11.2014 of the Nomination and Remuneration Committee set-up at the Board of Administration level, provided that they fall within the Income and Expenditure Budget approved as per the legal provisions and within the general limits set as per the OGMS Decision no. 2/25.03.2014, stipulating that “this cannot be bigger than a fix allowance corresponding to the whole financial year”.

Art. 5 By unanimity of cast votes approve the conclusion of an Addendum to the administration contracts concluded with S.C. CONPET S.A. administrators, having as scope the determination of subcomponent 2 of the variable component of the remuneration thereof, with applicability to 2014.

Art. 6 By unanimity of cast votes approve to grant mandate to Mrs. Gabriela Sandu to sign the Addendum to the administration contracts regarding the Subcomponent 2 of the variable component of the remuneration of the administrators.

Art. 7 By unanimity of cast votes, approve 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 and publish it 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. 8 By unanimity of cast votes, approve the settlement of the date of **13.01.2015**, advanced by the Board of Administration as Registration Date, serving at the identification of the shareholders who will be affected by the OGMS Decision and settlement of the date of **12.01.2015** 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 exercising of certain rights of the shareholders within the general meetings of the commercial companies, further amendments and additions and correlated with the Financial Supervisory Authority (Rom.A.S.F.) Decision no. 1430/07.10.2014.

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II. On 17.12.2014 took place the second hearing in the file no.1269/105/2014 pending before Prahova Court of Law where CONPET S.A. acted as defendant against the plaintiff Dorin Tudora. On this hearing were debated upon the exception of the fault in the composition of the court panel and the exception of the functional lack of jurisdiction of the instance, exceptions arisen by CONPET.

After the parties representatives have stated their position, the instance is yet to rule on the exceptions.

**Director General
Eng. Liviu Ilaș**

