

**SC CONPET SA**

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Cod unic de inregistrare: R 1350020, Cod CAEN 4950

Inregistrata la Registrul Comertului Prahova sub nr.J29/6/22.01.1991

Capital social subscris si varsat 28 569 842,40 lei

**Current Report no. 19/2014****As per Law no. 297/2004 and CNVM Regulation no. 1/2006**

Date of the report	2.09.2014
Name of the issuing entity	S.C. CONPET S.A. Ploiesti
Registered Offices	No. 1-3 , Anul 1848 Street, Ploiesti
Phone/Facsimile/e-mail	0244/ 401360/ 516451/ 402385/ <u>actionariat@conpet.ro</u>
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:

- **The Decision of S.C. CONPET S.A. Ordinary General Meeting of Shareholders (OGMS) dated 02.09.2014 (in first call) regarding:** the approval of the Investment Program and Capital Repairs Program corresponding to 2014, approval of the Income and Expenditure Budget corresponding to 2014; disapproval of the variable Sub-component 2 of the variable remuneration of the non-executive administrators and General Director of the company according to the stock market performance of the shares issued by the company (*stock options plan type or equivalent*).

Disapproval of the conclusion of an Addendum to the administration contracts, approval of the empowerment of the President of the meeting/Chairman of the Board of Administration/General Director to sign/enforce /perform the necessary diligence to register and publish the OGMS decision, as well as to be granted the right to delegate; settlement of 19.09.2014 as registration date.

- **The Decision of S.C. CONPET S.A. Extraordinary General Meeting of Shareholders (EGMS) dated 02.09.2014 (in first call) regarding:** the approval of the initiation of the legal proceedings to liquidate the PEO-PDC Project Development Company, approval to grant mandate to the General Director, Mr. Liviu Ilasi, acting as S.C. CONPET S.A. representative in the General Meeting of Shareholders of PEO-PDC Project Development Company, to make all necessary arrangements to liquidate this company, approval of the empowerment of the President of the meeting/Chairman of the Board of Administration/General Director to sign/enforce



/perform the necessary diligence to register and publish the EGMS decision, as well as to be granted the right to delegate; settlement of 19.09.2014 as registration date.

S.C. CONPET S.A. Ordinary General Meeting of Shareholders (OGMS) and Extraordinary General meeting of Shareholders (EGMS), convened on 2/3.09.2014, were held, in first call, on 2.09.2014, as of 10⁰⁰ A.M., respectively as of 11⁰⁰ A.M. at the company headquarters in Ploiesti, no. 1-3 Anul 1848 street, following the fulfilment of the statutory-legal quorum conditions.

The General Meetings were 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 and EGMS Convening Notices, approved by the Board of Administration in pursuance of Decision no. 12/24.07.2014, were published in the Official Gazette of Romania Part IV, no. 4248/28.07.2014 and in „Romania Libera” daily newspaper, the edition of 28.07.2014, being also submitted to Bucharest Stock Exchange and The Financial Supervisory Authority (Rom. ASF) as annexes to the Current Report no. 17/24.07.2014 which was published on www.bvb.ro website on 24.07.2014, on www.conpet.ro website on 25.07.2014, as well as in the ASF Bulletin no. 29/2014, Part III.

As per the provisions of Art. 17, paragraph (1) letter a) of the Articles of Incorporation, for the validity of the deliberations of the Ordinary General Meeting of Shareholders, is necessary, in first call, the presence of the shareholders (here included the votes by correspondence) representing at least half (1/2) of the total number of voting rights, and the OGMS decisions be made with the majority of the cast votes.

As per the provisions of Art. 17, paragraph (2) letter a) of the Articles of Incorporation, for the validity of the deliberations of the Extraordinary General Meeting of Shareholders, is necessary, in first call, the presence of the shareholders (here included the votes by correspondence) representing at least half (1/2) of the total number of voting rights, and the EGMS decisions be made with the majority of the cast votes.

At the OGMS and EGMS works took part the shareholders registered in the consolidated Shareholders' Registry at reference date 20.08.2014. Thus, were present in the hall 3 shareholders legal persons, namely the representative of the ministry of Economy – on behalf of the Romanian State acting as majority shareholder, owner 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, namely a share capital amounting 16,775,127.60 Lei, the representative of the significant shareholder S.C. Fondul Proprietatea S.A., owner of a number of 2,571,461 shares with nominal value of 3.30 Lei, representing 29.7020% of the total number of shares/voting rights, namely a share capital amounting 8,485,821.30 Lei and the representative of the minority shareholder KJK Fund II Sicar – SIF, owner of a number of 221,933 shares with nominal value of 3.30 Lei, representing 2.5635% of the total number of shares/voting rights, namely a share capital



amounting 732,378.9 Lei, as well as 1 shareholder natural person, owner of a number of 41 shares with nominal value of 3.30 Lei, representing 0.0004 % of the total number of shares/voting rights, namely a share capital amounting 135.3 Lei.

For the OGMS and EGMS sessions, the minority shareholder legal person SIF Moldova SA, owner 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, namely a share capital amounting 363,858.0 Lei, submitted correspondence voting bulletin.

Consequently, the total number of voting rights during the OGMS and EGMS sessions (number including the votes exercised by correspondence) was 7,987,067 and corresponds to a number of 7,987,067 shares with nominal value of 3.30 Lei, representing 92.2557 % of the total number of shares/voting rights, namely a share capital amounting 26,357,321.1 Lei.

Based on the informative documents corresponding to the OGMS and EGMS Agenda, considering the mandate of the Ministry of Economy representative, of S.C. Fondul Proprietatea S.A representative and KJK Fund II Sicar – SIF representative, as well as the vote exercised by correspondence by SIF Moldova SA, following the debates and proposals formulated by the shareholders during the meeting, have been issued OGMS Decision no. 5/2014, respectively EGMS Decision no. 2/2014, bearing the following content:

**DECISION NO. 5
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)
of 2.09.2014**

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 2.09.2014 (in first call), the shareholders of S.C. CONPET S.A. Ploesti - natural and legal persons, issue the following:

DECISION

Art. 1 By unanimity of expressed votes, approve the Investment Program and Capital Repairs Program corresponding to 2014, with the strict fall within the budgeted values.

Art 2 By majority of expressed votes, approve the Income and Expenditure Budget corresponding to 2014, with the indicators stipulated in the Annex to the GD no. 593/16.07.2014 published in the Official Gazette of Romania, Part I, no. 541/22.07.2014.

Art. 3 By majority of expressed votes, disapprove the settlement of the variable sub-component 2 of the variable remuneration of the non-executive administrators of the company according to the stock market performance of the shares issued by the company (*stock options plan type or equivalent*).



Art. 4 By majority of expressed votes, disapprove the settlement of the variable sub-component 2 of the variable remuneration of the General Director of the company according to the stock market performance of the shares issued by the company (*stock options plan type or equivalent*).

Art. 5 By majority of expressed votes, disapprove the conclusion of the Addendum to the administration contracts in the form submitted for approval.

Art. 6 By majority of expressed votes, considering the cast votes at Item 5 of the Agenda, disapprove to mandate a shareholders' representative to sign the Addendum to the administration contracts concluded with S.C. CONPET S.A. administrators.

Art. 7 By unanimity of expressed votes, approves 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. 8 Settlement of the date of 19.09.2014, advanced by the Board of Administration, as Registration Date, serving at the identification of the shareholders benefiting from dividends or other rights and who will be affected by OGMS Decision, in compliance with the provisions of Art. 238 paragraph. (1) of Law no. 297/ 2004 regarding the capital market and CNVM Regulation no. 1/2006.

**DECISION NO. 2
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS)
of 2.09.2014**

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 2.09.2014 (in first call), the shareholders of S.C. CONPET S.A. Ploiesti - natural and legal persons, issue the following:



DECISION

Art. 1 By unanimity of expressed votes, approve the initiation of the legal proceedings to liquidate the PEOP-PDC Project Development Company in compliance with the applicable legislation.

Art. 2. By unanimity of expressed votes, approve to grant the mandate to the General Director, Mr. Liviu Ilasi, acting as S.C. CONPET S.A. representative in the General Meeting of Shareholders of PEOP-PDC Project Development Company, to take the necessary measures stipulated by the applicable legislation to liquidate the PEOP-PDC Project Development company and recover the amount corresponding to the participation quota to the PEOP-PDC share capital constitution, as per the financial statements that will be concluded upon company liquidation.

3. The empowerment:

a) of the President of the Extraordinary General Meeting of Shareholders to sign the EGMS Decision;

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

c) of the General Director to perform the necessary diligence in order to register the EGMS Decision to 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.

4. Settlement of the date of 19.09.2014, advanced by the Board of Administration, as Registration Date, serving at the identification of the shareholders who will be affected by EGMS Decision, in compliance with the provisions of Art. 238 paragraph. (1) of Law no. 297/2004 regarding the capital market and CNVM Regulation no. 1/2006.

General Director
Eng. Liviu Ilași
S.s. Illegible
Stamp

Representative in relation to A.S.F. and B.V.B.
Econ. Bogdan Pinzariu
S.s. Illegible

