

**SC CONPET SA**

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Cod unic de înregistrare: R 1350020, Cod CAEN 4950  
Înregistrată la Registrul Comerțului Prahova sub nr.J29/6/22.01.1991  
Capital social subscris și varsat 28 569 842,40 lei



Reg. no. 10458/19.03.2015

**Current Report no. 4/2015**  
**as per Law no. 297/2004 and CNVM Regulation no. 1/2006**

<b>Date of the report</b>	<b>19.03.2015</b>
<b>Name of the Issuing Entity</b>	<b>the company CONPET S.A. Ploiesti</b>
<b>Registered Office</b>	<b>No. 1-3, Anul 1848 Street, Ploiesti</b>
<b>Phone/Facsimile/E-mail</b>	<b>0244/ 401360/ 516451/ 402385/ <u>actionariat@conpet.ro</u></b>
<b>Sole Registration Number</b>	<b>1350020</b>
<b>No. at the Trade Registry</b>	<b>J29/6/22.01.1991</b>
<b>Subscribed and paid-up share capital</b>	<b>28,569,842.40 Lei</b>
<b>Total No. of Shares</b>	<b>8,657,528 nominative shares</b>
<b>The regulated market where the issued securities are being traded: B.V.B., category Premium</b>	

**Reporting significant events:**

Decision of the Extraordinary General Meeting of Shareholders (EGMS) of the company "CONPET" S.A. dated 19.03.2015 (in first call) regarding: the approval of all amendments and additions to the Articles of Incorporation of the company "CONPET" S.A., as per the Annex to the Report no. 4871/05.02.2015, the approval of the empowerment of the President of the meeting/Chairman of the Board of Administration/General Director to sign the EGMS decision/sign the updated form of the Articles of Incorporation and enforce the EGMS decision/make all the necessary diligence to register the EGMS decision and the updated form of the Articles of Incorporation to the Trade Registry 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; settlement of the date of **08.04.2015** as registration date and settlement of the date of **07.04.2015** as ex-date.

.....

The Extraordinary General Meeting of Shareholders (EGMS) of the company "CONPET" S.A., convened on 19.03.2015/20.03.2015 took place, **in first call**, on **19.03.2015**, starting **10:00 AM**, at the company headquarters in Ploiesti, 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 EGMS Convening Notice (being attached Draft amendment of the Articles of Incorporation), approved pursuant to the BoA Decision no. 2/11.02.2015, has been published in



the Official Gazette of Romania Part IV, no. 825/13.02.2015 and respectively in „Jurnalul National” daily newspaper, the edition of 16.02.2015, being submitted to Bucharest Stock Exchange and The Financial Supervisory Authority (Rom. ASF) as annex to the Current Report no. 2/11.02.2015, the report being published on [www.bvb.ro](http://www.bvb.ro) website, on [www.conpet.ro](http://www.conpet.ro) website and the electronic ASF Bulletin - Financial Instruments and Investments Sector – Reports of the Issuers no. 6/2015 (week 09.02.2015 - 13.02.2015).

As per the provisions of Art. 17, paragraph (2) letters a) and c) 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 exercised by correspondence) representing at least half (1/2) of the total number of voting rights, and the decisions be taken by the majority of the votes held by the present or represented shareholders.

At the EGMS sessions could take part the shareholders registered in the consolidated Shareholders' Registry at reference date 06.03.2015. Thus, were present in the hall 1 shareholder legal person, namely the representative of the Ministry of Energy, Small and medium-sized Enterprises and Business Environment – 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, as well as 1 shareholder natural person, holder of a number of 41 shares with nominal value of 3.30 Lei, representing 0.00047% of the total number of shares/voting rights, namely a share capital amounting 135.3 Lei.

For the EGMS session, the followings submitted correspondence voting bulletins:

- The shareholder legal person Magna Umbrella Fund - Magna New Frontiers Fund, holder of a number of 17,075 shares/voting rights, representing 0.1972% of the total number of shares/voting rights, namely a share capital amounting 56,347.5 lei;
- The shareholder legal person Oaks Emerging Umbrella Fund Ltd., holder of a number of 18,978 shares/voting rights, representing 0.2192% of the total number of shares/voting rights, namely a share capital amounting 62,627.4 Lei.
- The shareholder legal person KJK FUND II SICAV – SIF, holder of a number of 611,933 shares/voting rights, representing 7.0682% of the total number of shares/voting rights, namely a share capital amounting 2,019,378.9 Lei.
- The shareholder legal person SIF MOLDOVA SA, holder of a number of 110,260 shares/voting rights, representing 1.2736% of the total number of shares/voting rights, namely a share capital amounting 363,858.0 Lei.



- The shareholder legal person Fondul Proprietatea SA, holder of a number of 524,366 shares/voting rights, representing 6.0567% of the total number of shares/voting rights, namely a share capital amounting 1,730,407.8 Lei.

Consequently, the total number of voting rights during the EGMS session (where have been also included the votes exercised by correspondence) was 6,366,025 and corresponds to a number of 6,366,025 shares with nominal value 3.30 Lei, representing 73.5316 % of the total number of shares/voting rights, namely a share capital amounting 21,007,882.5 Lei.

Based on the informative documents corresponding to the EGMS Agenda, considering the mandate of the representative of the Ministry of Energy, Small and Medium-Sized Enterprises and Business Environment, of S.C. Fondul Proprietatea S.A., as well as the vote exercised by Magna Umbrella Fund - Magna New Frontiers Fund, Oaks Emerging Umbrella Fund Ltd., KJK FUND II SICAV – SIF, SIF Moldova S.A. and Fondul Proprietatea S.A., following the debates and proposals formulated by the shareholders during the meeting, has been issued EGMS Decision no. 1/2015, bearing the following content:

**DECISION NO. 1  
OF THE EXTRAORDINARY GENERAL MEETING OF  
SHAREHOLDERS (EGMS)  
DATED 19.03.2015**

*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 19.03.2015 (in first call), the shareholders of “CONPET” S.A. Ploiesti - natural and legal persons, adopt the following:*

**DECISION**

**Art. 1** Approve all the amendments and completions of the Articles of Incorporation of “CONPET” S.A., as per the Annex to the Report no. 4871/05.02.2015, as follows:

*-By unanimity of the votes held by the shareholders present or represented, approve as follows:*

**Art. 1, paragr. (1) of the Articles of Incorporation shall be amended and bear the following content:**

- (1) The company name is „CONPET” S.A. (herein-after called in the Articles of Incorporation also the „company”).

*-By unanimity of the votes held by the shareholders present or represented, approve as follows:*

**(2) Art. 2, paragr. (1) - paragr. (4) of the Articles of Incorporation shall be amended and bear the following content:**

- (1) „CONPET” S.A. is Romanian legal person, incorporated as a joint-stock company.



- (2) „CONPET” S.A. is publicly held company.
- (3) The Company is operating in compliance with the provisions of this Articles of Incorporation, of Law no. 31/1990 regarding the companies, of EGO no. 109/2011 regarding the corporate governance of the public enterprises, of the Civil Code and of all other laws and regulations applicable to the companies.
- (4) The emblem (logo) of the company is made up by the joining of two elements: in the left side, the symbol and in the right side, the company name (logotype). The symbol represents a set made of two drops: a green one and a blue one; the green drop is pointing top right (1 o'clock), while the blue drop is pointing down left (7 o'clock). The company name - „CONPET” S.A. - is placed right of the symbol, has a proportional dimension in relation hereto, is written in block letters, Italic, and in the same colour with the blue drop.

*-By unanimity of the votes held by the shareholders present or represented, approve as follows:*

**Art. 3, paragr. (2) of the Articles of Incorporation shall be amended and bear the following content:**

- (2) The company may also incorporate and disincorporate other sub-units (secondary establishments, work sites, branches, agencies, representative agencies, or other types of sub-units with no legal personality), to be found in the same locality and/or in other localities, in the country or abroad, under the law and as per this Articles of Incorporation, by the approval of the Board of Administration. The secondary establishments (work sites) of the company are comprised in Annex 2 to the Articles of Incorporation.

*-By unanimity of the votes held by the shareholders present or represented, approve as follows:*

**Art. 5 of the Articles of Incorporation shall be amended and bear the following content:**

The company is the concessionaire of the National Crude Oil, Rich Gas and Liquid Ethane Pipeline Transport system, inclusive of the major pipelines and equipment, installation and facilities related to the System, quality acquired by the conclusion with NAMR, in 2002, of the Oil Concession Agreement approved pursuant to GD no. 793/2002.

*-By unanimity of the votes held by the shareholders present or represented, approve as follows:*

**At Art. 7 of the Articles of Incorporation, shall be introduced NACE Code 7739 - Renting and leasing of other machinery, equipment and tangible goods n.e.c., this article is to bear the following content:**

0150 Activities in mixed farming (crop and animal production),  
0910 Support activities for petroleum and natural gas extraction,  
1011 Processing and preserving of meat,  
1012 Processing and Preserving of poultry meat,  
1013 Production of meat, including poultry meat products,  
1020 Processing and preserving of fish, crustaceans and molluscs,  
1031 Processing and preserving of potatoes,  
1032 Manufacture of fruit and vegetable juice,  
1039 Processing and preserving of fruits and vegetables,  
2529 Manufacture of tanks, cisterns and containers of metal  
2593 Manufacture of wire products, chains and springs  
3313 Repair of electronic and optical equipment



3314 Repair of electrical equipment  
 3319 Repair of other equipment  
 3320 Installation of industrial machinery and equipment  
 3513 Distribution of electricity  
 3530 Steam and air conditioning supply  
 3600 Water collection, treatment and supply  
 3700 Sewerage  
 3811 Collection of non-hazardous waste  
 3821 Treatment and disposal of non-hazardous waste  
 3900 Remediation activities and other waste management services  
 4321 Electrical installation  
 4329 Other construction installation  
 4511 Sale of cars and light motor vehicles (< 3.5 tons)  
 4519 Sale of other motor vehicles  
 4520 Maintenance and repair of motor vehicles  
 4671 Wholesale of solid, liquid and gaseous fuels and related products  
 4676 Wholesale of other intermediate products  
 4677 Wholesale of waste and scrap  
 4690 Non-specialized wholesale trade  
 4711 Retail sale in non-specialized stores with predominant sale of food, beverages or tobacco,  
 4719 Retail sale in non-specialized stores with predominant sale of non-alimentary products,  
 4721 Retail sale of fresh fruits and vegetables in specialized stores,  
 4722 Retail sale of meat and meat products in specialized stores,  
 4723 Retail sale of fish, crustaceans and molluscs in specialized stores,  
 4724 Retail sale of bread, cakes, flour and sugar confectionery in specialized stores  
 4730 Retail sale of automotive fuel in specialized stores  
 4920 Freight rail transport  
 4939 Other passenger land transport  
 4941 Freight transport by road  
 5210 Warehousing and storage  
 5221 Service activities incidental to land transportation  
 5224 Cargo handling  
 5229 Other transportation support activities  
 5510 Hotels and similar accommodation  
 5610 Restaurants  
 5629 Other food service activities  
 5829 Other software publishing  
 6110 Wired telecommunications activities  
 6120 Wireless telecommunications activities  
 6203 Computer facilities management activities  
 6209 Other information technology and computer service activities  
 6311 Data processing, hosting and related activities  
 6810 Buying and selling of own real estate  
 6820 Renting and operating of own or leased real estate  
 7112 Engineering activities and related technical consultancy  
 7120 Technical testing and analysis  
 7219 Research & Development on natural sciences and engineering



7711 Renting and leasing of cars and light motor vehicles  
7712 Renting and leasing of trucks  
7721 Renting and leasing of recreational and sports goods  
7732 Renting and leasing of construction and civil engineering machinery and equipment  
7733 Renting and leasing of office machinery and equipment (including computers)  
7739 Renting and leasing of other machinery, equipment and tangible goods n.e.c.  
8299 Other business support service activities n.e.c.  
8559 Other education n.e.c.  
8610 Hospital assistance activities  
8690 Other human health activities  
9311 Operation of sports facilities

*-By unanimity of the votes held by the shareholders present or represented, approve as follows:*

**Art. 8, paragraph (1) and paragraph (3), of the Articles of Incorporation, shall be amended and bear the following content:**

(1) The total share capital of "CONPET" S.A. amounts 28,569,842.40 Lei and is subscribed and entirely paid-up.

(3) The shareholding structure, in compliance with the consolidated synthetic shareholding structure at reference date 22.01.2015, is the following:

The Romanian State, by the Ministry of Energy, Small and Medium-sized Enterprises and Business Environment (line ministry or successors thereof, as per the Law)

Number of shares: 5,083,372

Contribution value to the share capital: 16,775,127.60 Lei

Share on benefit and loss: 58.7162%

#### SHAREHOLDERS LEGAL PERSONS

Number of shares: 2,920,264

Contribution value to the share capital: 9,636,871.20 Lei

Share on benefit and loss: 33.7309%

#### SHAREHOLDERS NATURAL PERSONS

Number of shares: 653,892

Contribution value to the share capital: 2,157,843.60 Lei

Share on benefit and loss: 7.5529%

*-By unanimity of the votes held by the shareholders present or represented, approve as follows:*

**Art. 9 paragraph (3) letter d) of the Articles of Incorporation shall be amended and bear the following content:**

d) Compensation of certain liquid debts exigible to the company, by shares thereof;

*-By unanimity of the votes held by the shareholders present or represented, approve as follows:*



**Art. 10 paragraph (2) and paragraph (7) of the Articles of Incorporation shall be amended and bear the following content:**

- (2) The company shares are nominative and comprise all the elements stipulated by law. The nominal value of one share is 3.3 Lei. The shares are being issued in dematerialized form and are being registered in the Shareholders' Registry, the record thereof being held by Depozitarul Central S.A. Bucharest, "CONPET" S.A. has concluded a contract with.
- (7) "CONPET" S.A. employees have the right to purchase company shares from the State, up to the limit of the share capital set by the general meeting of shareholders and at the same selling price of the shares in case of privatization.

*-By unanimity of the votes held by the shareholders present or represented, approve as follows:*

**Art. 11 paragraph (8) of the Articles of Incorporation shall be amended and bear the following content:**

- (8) The company is authorized to issue bonds, under the law.

*-By unanimity of the votes held by the shareholders present or represented, approve as follows:*

**Art. 13 paragraph (2) and paragraph (4) of the Articles of Incorporation shall be amended and bear the following content:**

- (2) In any relationship with the company, this one acknowledges one or more owners for every share. Whenever a nominative share becomes property of more persons, the conveyance shall not be recorded unless these persons nominate one representative to exercise the rights resulting from the share.
- (4) The direct transactions will be operated by Depozitarul Central S.A. Bucharest.

*-By unanimity of the votes held by the shareholders present or represented, approve as follows:*

**Art. 14 paragraph (1) of the Articles of Incorporation shall be amended and bear the following content:**

- (1) The majority shareholders of "CONPET" S.A. is the Romanian State. The rights and duties of the Romanian State, acting as majority shareholder, shall be exercised, within the General Meetings of Shareholders, by the line ministry coordinating the company business, by way of specific normative acts, by specially designated representatives, as per the legal provisions.

*-By majority of the votes held by the shareholders present or represented, approve as follows:*

**Art. 14 paragraph (2) of the Articles of Incorporation shall be amended and bear the following content:**

- (2) The State representatives in the General Meeting of Shareholders are being nominated and revoked by order of the line ministry. The voting right of the State representative in the General Meeting of Shareholders "CONPET" S.A. will be exercised based on the special power of attorney submitted to the company in compliance with the legal provisions regarding the capital market and the other applicable regulations, the special power of attorney being accompanied by an Order of the Minister of Economy/instruction for the General Meeting.



*-By unanimity of the votes held by the shareholders present or represented, approve as follows:*

**Art. 15 paragraph (1) and paragraph (3) letter g) of the Articles of Incorporation, shall be amended and bear the following content:**

- (1) The General Meeting of Shareholders is "CONPET" S.A. management body who decides upon the company business and trade and economic policy, as per the option of the shareholders present or represented during the meeting;
- (3) .....
  - g) Approves the income and expenditure budget (Rom. BVC) and the investment program for the next financial year, as well as the BVC rectification;

*-By unanimity of the votes held by the shareholders present or represented, approve as follows:*

**Art. 15 paragraph (5) of the Articles of Incorporation shall be eliminated.**

*-By unanimity of the votes held by the shareholders present or represented, approve as follows:*

**Art. 16 paragraph (2) of the Articles of Incorporation, shall be amended and bear the following content:**

- (2) The call of the General Meeting of Shareholders shall comply with the legal provisions regarding the companies, as well as the regulations regarding the capital market and provisions of this Articles of Incorporation. The meeting deadline cannot be less than 30 days as of the publishing of the call in the Official Gazette of Romania, part IV.

*-By unanimity of the votes held by the shareholders present or represented, approve as follows:*

**Art. 19 paragraph (6), paragraph (8), paragraph (15), paragraph 18) and paragraph (26) of the Articles of Incorporation, shall be amended and bear the following content:**

- (6) Cannot be administrators the persons who, as per the law, are incapable or have been convicted for fraudulent management, breach of trust, forgery, use of forgery, fraud, speculation, false testimony, bribery, for the delinquencies provided by the Law no. 656/2002 for the prevention and penalization of money laundering, as well as for the settlement of several prevention and refutation measures related to the terrorist acts, subsequent amendments and completions, for the delinquencies provided at art. 143 - 145 of Law no. 85/2014 regarding the insolvency prevention and insolvency procedures.
- (8) The Board of Administration usually meets at the company headquarters, any other company work site or at any other place communicated by way of call. May be organized operational meetings of the Board of Administration by means of remote communication that meet the technical conditions necessary to identify the participants, the effective participation thereof to the Board of Administration meetings and forwarding of the deliberations on ongoing basis (via e-mail, telephone, video-call or any other communication equipment), whenever necessary, but at least every 3 months, at the Chairman's call or at the substantiated request of 2 of the members of the Board or of the General Director. The Board is being presided by the Chairman. In case the Chairman is temporarily incapable of exercising his duties, all along that period, the Board of Administration can charge another administrator with the fulfilment of the Chairman capacity. The Board is also convened, at the substantiated request of at least two





administrators or the General Director. In this case, the Agenda is being set by the authors of the request. The Chairman is bound to respond to such a request.

- (15) The Agenda is set by the Chairman. The call, the meeting Agenda and documentation shall be submitted to the administrators in due time prior to the meeting, the deadline is to be set by way of the own regulation of the Board of Administration. The minutes of the meeting shall be comprised in a Journal of the Meetings and BoA Deliberations, by courtesy of the Chairman of the Board. The Protocol shall comprise the name of the participants, the order of the deliberations, the decisions made, the number of votes cast and separate opinions. This will be signed by the Chairman of the Board of Administration and by the BoA Secretariate, and the one recorded in the Journal of the Meetings and BoA Deliberations shall be signed by the other administrators too. The BoA Secretariate is off the Board of Administration, the activity thereof being performed by the personnel within the BoA and GMS Secretariate Bureau.
- (18) The Board of Administration shall delegate the management of „CONPET” S.A. to the General Director. The General Director of „CONPET” S.A. is acting as company representative in third party relations.
- (26) The Board of Administration members shall conclude professional liability insurance, the exchange value thereof being borne by „CONPET” S.A., under the Law.

*-By unanimity of the votes held by the shareholders present or represented, approve as follows:*

**Art. 20, paragraphs (1), letter b), f), o), r) and letter u) of the Articles of Incorporation shall be amended, complemented and bear the following content:**

- (b) Prepares the annual report that is to be presented to the general meeting of shareholders, together with the annual financial statements and the report of the financial auditor, as well as other reports imposed by the applicable legislation, by way of observing the reporting requests set pursuant to CNVM/ASF regulations regarding the capital market and other incidental regulations;
- (f) Recommends for approval to the ordinary general meeting of shareholders the company's Income and Expenditure Budget (Rom. BVC) and the investment program for the following fiscal year, as well as the BVC rectification; approves the revision of the investment program within the same values; approves the current repairs program and revision thereof;
- (o) Approves the annual procurement program; approves/endorsees the protocols regarding the results of the goods inventory out of the company's Assets/the State's public property; approves/endorsees the proposals to decommission the fixed assets, end life of the materials such as inventory objects in use, downgrade and discard of certain material goods, other than the fixed assets to be found in the assets of the company/the State's public property, whose maintenance no longer justifies; approves /endorsees the means to capitalize these goods and upset prices for the goods proposed to be capitalized by auction; may delegate the General Director with signing the protocols to decommission the fixed assets/end life of the inventory objects in use, downgrade the material goods; approve the requests for sponsorship and include, in



the company expenses, certain amounts representing penalties, delay penalties, fines etc.;

(r) Files the request for the opening of the insolvency procedure as per Law no. 85/2014 regarding the insolvency prevention and insolvency procedures;

(u) Approves the proposals regarding the global strategy for development, revamping, modernization, economic-financial restructuring of the company;

*-By unanimity of the votes held by the shareholders present or represented, approve as follows:*

**Art. 21, paragraph (1) and paragraph (2) letter d), g) and t) of the Articles of Incorporation shall be amended and bear the following content:**

(1) The General Director of "CONPET" S.A. is appointed by the Board of Administration, from among the members of the Board or off the Board of Administration;

(2) .....

(d) Drafts the company development and marketing strategies and policies and submits them for approval to the Board of Administration; applies the strategy, the company development and marketing strategies and policies set by the Board of Administration;

(g) Organizes, coordinates and makes all necessary diligence to enforce the strategies and policies approved by the Board of Administration; approves the documents of normative nature and the Rules regulating the activities of the company;

(t) Concludes juristic acts, in the name and on behalf of "CONPET" S.A., under the law and in compliance with the provisions of the contract of mandate and of the empowerments granted based on the decision of the Board of Administration;

*-By unanimity of the votes held by the shareholders present or represented, approve as follows:*

**Art. 22 paragraph (1), of the Articles of Incorporation, shall be amended and bear the following content:**

(1) The executive directors are hired/nominated/dismissed/promoted/suspended/fired by the General Director. The Executive Directors are under the subordination of the General Director, are company employees, are exercising the attributions set by the General Director and, as the case may be, by the Board of Administration, as well as pursuant to the Organizational and Operational Rules and Regulations governing "CONPET" S.A. and the job description.

*-By majority of the votes held by the shareholders present or represented, approve as follows:*

**Art. 23 B paragraph (4), of the Articles of Incorporation, shall be amended and bear the following content:**

(4) The Internal Public Audit Service is distinctly constituted under the direct subordination of the General Director. The internal audit activity is being recurrently reported to the Board of Administration who analyses and sets the necessary measures for a good organization and functioning of the company. The head of the Internal Public Audit Service is appointed/dismissed by the General Director, only by the opinion of the ministry under whose authority is "CONPET" S.A.. The General Director approves the annual internal public audit plan and the annual report of the internal public audit activity.



*-By unanimity of the votes held by the shareholders present or represented, approve as follows:*

**Art. 26 of the Articles of Incorporation, shall be amended and bear the following content:**

The Board of Administration approves, under the Law, the method to depreciate the tangible and intangible assets of the company's Asset.

*-By unanimity of the votes held by the shareholders present or represented, approve as follows:*

**Art. 31, paragraph (2), of the Articles of Incorporation, shall be amended and bear the following content:**

(2) The decision to dissolve the company must be inscribed in the Trade Registry and published in the Official Gazette of Romania, part IV.

*-By unanimity of the votes held by the shareholders present or represented, approve as follows:*

**Art. 35, paragraph (2), of the Articles of Incorporation, shall be amended and bear the following content:**

2) This Articles of Incorporation was updated on 19.03.2015 following the amendments approved pursuant to the EGMS Decision no. 1/19.03.2015 grounded on the Articles of Incorporation updated on 05.11.2014 and was concluded and signed in 3 (three) original counterparts.

**Art. 2** By unanimity of the votes held by the shareholders present or represented, approve 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 sign the updated form of the Articles of Incorporation and 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 and the updated form of the Articles of Incorporation 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 3.** By unanimity of the votes held by the shareholders present or represented, approve the settlement:

a) of the date of **08.04.2015**, advanced by the Board of Administration, as Registration Date, serving at the identification of the shareholders who will be affected by the EGMS Decision.

b) of the date of **07.04.2015**, 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 trade companies, further amendments and additions, and correlated with the Financial Supervisory Authority Decision (Rom. A.S.F.) no. 1430/07.10.2014.



**GENERAL DIRECTOR**  
**Eng. Liviu Ilasi**  
**S.s. Illegible**  
**Stamp**

