

**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 versat 28 569 842,40 lei

**Reg. Nr. 11073 / 24. 03. 2015**

**Current Report no. 5/2015
as per Law no. 297/2004 and CNVM Regulation no. 1/2006**

Date of the report**24.03.2015****Name of the Issuing Entity****S.C. CONPET S.A. Ploiesti****Registered Office****No. 1-3, Anul 1848 Street, Ploiesti****Phone/Facsimile/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., category Premium**

Reporting significant events:

The decision of the Ordinary General Meeting of Shareholders (OGMS) of the company "CONPET" S.A. from 24.03.2014 (in first call) regarding: the disapproval of the advanced form of 2015 Income and Expenditure Budget of CONPET S.A.; the approval of the ongoing investments objectives and those to be completed in 2015; the approval of the amendment of the Organizational and Operational Rules and Regulations governing the Board of Administration of CONPET SA.; the approval to hire, under the law, a lawyer/law firm to provide legal assistance related to the approaches that are to be undergone in view of extending the company's business overseas and the empowerment of the members of the Board of Administration in view of establishing the maximum limit to be considered when negotiating the lawyer/law's fee and in view of empowering the company's executive management for the negotiation and conclusion of the legal assistance contract; the approval of the empowerment of the President of the Ordinary General Meeting of Shareholders/Chairman of the Board of Administration/ General Director for signing the OGMS decision/application of OGMS decision/ performance of 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; the approval of the date of 14.04.2015 as Registration Date, approval of the date of 13.04.2015, as ex-date.

The Ordinary General Meeting of Shareholders (OGMS) of the company "CONPET" S.A., convened for the dates of 24.03.2015/ 25.03.2015 was held in first call, on 24.03.2015, starting 10 A.M., at the company's headquarters in Ploiesti, No-1-3, Anul 1848 Street, following the fulfilment of the quorum legal - statutory conditions. The General Meeting was held in compliance with the provisions



of the Company's Articles of Incorporation, the Companies Law no.31/1990, updated, subsequent amendments and completions and the legislation in force regarding the capital market.

The OGMS Convening Notice, approved by BoA Decision no.2/11.02.2015, was published in the Official Gazette of Romania no.825/13.02.2015 Part IV, respectively in "Jurnalul National" daily newspaper from 16.02.2014 and submitted to the Bucharest Stock Exchange (Rom. BVB) and the Financial Supervisory Authority (Rom. ASF), as annex to Current Report no.2/11.02.2015, report published on www.bvb.ro, www.conpet.ro and in ASF Bulletin in Buletinul ASF – Financial Instruments and Investments Sector – Issuers Reports no. 6/2015 (week 09.02.2015-13.02.2015).

The OGMS Convening Notice, having rephrased Item 1 on the meeting Agenda, approved by Telephone Note no. 1 / 16.02.2015 was published in the Official Gazette of Romania no.825/13.02.2015 Part IV respectively in "Jurnalul National" daily newspaper from 16.02.2014 and submitted to the Bucharest Stock Exchange (Rom. BVB) and the Financial Supervisory Authority (Rom. ASF), as annex to Current Report no.2/11.02.2015, report published on www.bvb.ro, www.conpet.ro and in ASF Bulletin in Buletinul ASF – Financial Instruments and Investments Sector – Issuers Reports no.7/ 2015 (week 16.02.2015 – 20.02.2015).

Pursuant to the provisions of Art.17 paragraph (1) letter a) in the Articles of Incorporation, for the validity of the OGMS deliberations is necessary, in first call, the presence of the shareholders (including the correspondence votes) who represent at least half (1/2) of the total number of voting rights, and the OGMS decisions be made by the majority of cast votes.

At OGMS sessions could participate the shareholders registered in the consolidated Shareholders Registry at the reference date 10.03.2015. Therefore, in the meeting hall were present 3 shareholders legal persons, namely: the representative of the Ministry of Energy, Small and Medium Enterprises and Business Environment – on behalf of the Romanian State acting as major shareholder, holder of a number of 5,083,372 shares with nominal value of cu 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, the representative of Fondului 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, namely a share capital amounting 1,730,407,8 Lei and the representative of SIF Transilvania SA holder of a number of 92,234 shares with nominal value of de 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, holders 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 followings have submitted correspondence voting bulletins:

- 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 shareholders/voting rights, respectively a share capital in amount of 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, respectively a share capital in amount of 363.858,0 Lei;

Consequently, the total number of voting rights within the OGMS Decision (where have been also included the votes exercised by correspondence) was of 6,422,246, corresponding to a number of 6.422.246 shares with nominal value of 3.30 Lei, representing 74,1810 % of the total number of shares/voting rights, respectively a share capital in amount of 21,193,411,8 Lei.

Based on the documents related to the OGMS Agenda, considering the mandate of the representatives Ministry of Energy, Small and Medium Enterprises and Business Environment, Fondul Proprietatea SA and SIF Transilvania SA, as well as the vote exercised by correspondence KJK FUND II SICAV – SIF and SIF Moldova SA, following the debates and proposals formulated during the meeting by the shareholders, was issued the Decision no.1/2015 of OGMS, with the following contents:



DECISION NO. 1
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)
dated 24.03.2015

Considering the provisions of Law no. 31/1990 regarding the companies, updated, 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 24.03.2015 (in first call), the shareholders of CONPET S.A. Ploiesti - natural and legal persons, issue the following:

DECISION

Art. 1 By majority of cast votes, disapprove the advanced form of 2015 Income and Expenditure Budget of CONPET S.A., considering that at the issue date of the Order of the Ministry of Energy, SMEs and Business Environment no. 394/23.03.2015 to grant mandate to the representative of the majority shareholder in the GMS, the 2015 Income and Expenditure Budget was not approved by Government Decision, as per the provisions of GO no. 26/2013.

In case of amendment of certain elements in 2015 Income and Expenditure Budget by way of the normative act for the approval thereof, the Board of Administration shall implement them in the Income and Expenditure Budget and advance them for final approval in the OGMS.

Art. 2 By unanimity of cast votes, approve the ongoing investments objectives and those to be completed in 2015, provided they fall within the 2015 Income and Expenditure Budget provisions, approved as per the law.

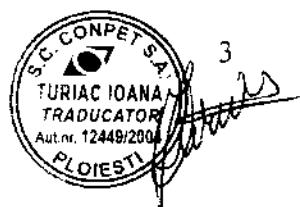
For the works starting 2015 and ongoing in 2016 and 2017, the executive management is bound to apply the prudential principles on accrued expenses in 2015, for the next two years, as to avoid the possibility to terminate or interrupt the works due to lack of financing sources that will be forecasted in the Income and Expenditure Budgets related to 2016 and 2017.

Art. 3 By unanimity of cast votes, approve the amendment of the Organizational and Operational Rules and Regulations governing the Board of Administration of CONPET SA as they have been set forth in the Annex to the Report no. 4870/05.02.2015.

Art. 4 a) By majority of cast votes, approve:

a) „CONPET” S.A. hiring, under the law, a lawyer/law firm with expertise in Private International Law, to provide legal assistance to the Board of Administration and Executive Management, related to the approaches that are to be undergone in view of extending the company’s business overseas.

b) The empowerment of the members of the Board of Administration in view of establishing the maximum limit to be considered when negotiating the lawyer/law’s fee and in view of empowering the company’s executive management for the negotiation and conclusion of the legal assistance contract.



The hiring, under the law, of a lawyer/law firm shall be made following a transparent and competitive selection procedure, by the compliance of the request for proved expertise in international law and the maximum limit of the lawyer/law firm's fee, set by the Board of Administration, is binding for the negotiation and conclusion of the legal assistance contract.

Art. 5 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, 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. 6 By unanimity of cast votes, approve the settlement:

- a) of the date of **14.04.2015**, as Registration Date, serving at the identification of the shareholders who will be affected by the OGMS Decision;
- b) of the date of **13.04.2015** as ex-date.

**General Director,
Eng. Liviu Ilăși**

S.s. Illegible

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