

ADDENDUM NO. 5/2015

to THE ADMINISTRATION CONTRACT

no.....

Whereas:

- the provisions of the Government Emergency Ordinance no.109/2014 regarding the corporate governance of public enterprises, subsequent amendments and completions, hereinafter called „GEO. no.109/2011”,
- the provisions of Law no.31/1990 regarding the companies, republished, subsequent amendments and completions, hereinafter called „Law no.31/1990”;
- the provisions provided in the Articles of Incorporation of CONPET S.A. Ploiesti;
- the provisions provided in the Rules of Organization and Functioning of the Board of Administration, approved by Decision no.1/16.01.2014 of the General Meeting of Shareholders, updated by the Board of Administration Decision no.1/21.01.2014;
- the provisions of Art.1913 and subsequent, as well as Art.2009 and subsequent from Law no.287/2009 regarding the Civil Code, subsequent amendments and completions;
- decision no.6/28.11.2013 of the Ordinary General Meeting of Shareholders, of election/appointment of the administrators of the company, for a 4 years mandate;
- decision no.2/25.03.2014 of the Ordinary General Meeting of Shareholders for the approval of the remuneration of the Board of Administration members (monthly fixed gross indemnity of Sub-component 1 of the variable component, as well as for the approval of the general limits related to the General Director's remuneration)
- The Decision of the Ordinary General Meeting of Shareholders no. 4/09.2015

Pursuant to art. 34 of the Administration Contract no.

The contracting Parties:

A. The company S.C. CONPET S.A. , headquartered in Ploiesti, No.1-3 Anul 1848 Street, Prahova County, registered at the Trade Regsiter Office attached to Prahova Court of Law under no. J/29/6/22.01.1991, sole registration number RO 1350020, IBAN CODE RO38RNCB0205044865700001 opened at BCR Ploiesti, represented by Mr./Mrs., citizen....., domiciled in.....

holding the ID card.....issued at....., by....., with PIN....., designated by the Ordinary General Meeting of Shareholders , by Decision no...../....., acting as **Principal („The company”)**

and



B. Mr/Mrs.....citizen.....,domiciled
in.....,
holding the ID card.....issued at.....,by....., with
PIN.....,
acting as **administrator or mandate („Administrator/Mandate”)**

hereby agree on the amendment and completion of the Administration Contract no..... as follows:

Art.1 Following the 7th Thesis of art.18 from the Administration Contract.....regarding the settlement of the second subcomponent of the variable component will be introduced a new thesis bearing the following contents:

„For the year 2015, Sub-component of the variable component of the remuneration granted to the non-executive administrator is being determined based on the achievement of the objectives and the fulfillment of the performance indicators and is being established at the level of 0.415% of the amount representing the difference between the net profit achieved and the net profit estimated for the fiscal year 2015, but not more than the value of the fix allowance related to the entire fiscal year, determined based on the provisions of Art.16 from the administration contract. The payment will be made following the approval of the financial annual statements. Sub-component 2 of the variable component of the non-executive administrators remuneration will be granted pro-rata for the period of the year employed under the administration contract, in case the non-executive administrator contract terminates before the end of the calendar year, by one of the situations described in Art. 36 item 3 or Art. 36 item 7, or Art. 36 item 8 of the contract.”

Art. 2 The Remaining Clauses of the Administration Contract no. rest unamended.

In witness thereof, today we hereby concluded,in 2(two) original counterparts, this Addendum to the Administration Contract no. .../..., the parties acknowledging to have received, each, upon the execution thereof, an original copy.

S.C. CONPET S.A.

By: Mr./Mrs. _____

Administrator

Mr/Mrs _____

