

ADDENDUM NO. 10/2017

to THE ADMINISTRATION CONTRACT no...../.....

Whereas:

- the provisions of the Government Emergency Ordinance no.109/2011 regarding the corporate governance of public enterprises, subsequent amendments and completions, hereinafter called „GEO. no.109/2011”;
- the provisions of the Companies’ Act no. 31/1990, republished, subsequent amendments and completions, hereinafter called „Law no.31/1990”;
- the provisions provided in the Articles of Incorporation of CONPET S.A. Ploiesti, updated on 29.11.2011, following the amendments approved pursuant to the OGMS Resolution no. 3/29.11.2016, grounded on the Articles of incorporation updated at 17.12.2015;
- the Rules of Organization and Functioning of the Board of Administration approved pursuant to the updated Board of Administration Decision no. 15/17.12.2015, grounded on the OGMS Resolution no. 5/17.12.2015;
- the provisions of Art. 1913 and subsequent, as well as Art. 2009 and subsequent, of Law no.287/2009 regarding the Civil Code, further amendments and completions;
- Resolution no. 6/28.11.2013 of the Ordinary General Meeting of Shareholders, on the election/appointment of the administrators of the company, for a 4 years mandate;
- Resolution no. 3/27.03.2014 of the Ordinary General Meeting of Shareholders on the approval of the administration contracts of CONPET S.A. administrators;
- Resolution no. 8/18.12.2014 of the Ordinary General Meeting of Shareholders on subcomponent 2 of the variable component of the remuneration of the non-executive administrators related to 2014;



- Resolution no. 4/14.09.2015 of the Ordinary General Meeting of Shareholders on subcomponent 2 of the variable component of the remuneration of the non-executive administrators related to 2015;
- Resolution no. 5/17.12.2015 of the Ordinary General Meeting of Shareholders on subcomponent 2 of the variable component of the remuneration of the non-executive administrators related to 2015 (complementation of the provision);
- Resolution no. 2/28.04.2016 of the Ordinary General Meeting of Shareholders on subcomponent 2 of the variable component of the remuneration of the non-executive administrators related to 2016;
- Resolution no. 2/26.04.2017 of the Ordinary General Meeting of Shareholders on subcomponent 2 of the variable component of the remuneration of the non-executive administrators related to 2017;

Pursuant to art. 34 of the Administration Contract no.

The contracting Parties:

A. The company CONPET S.A., headquartered in Ploiesti, No.1-3 Anul 1848 Street, Prahova County, registered at the Trade Register 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....., citizen, domiciled in....., no....., street,county, holding the ID card series.....number....., issued at the date....., by....., with PIN....., designated by the Ordinary General Meeting of Shareholders, by Resolution no.../....., acting as **Principal („The company”)**

and

B. Mr......, citizen, born on....., in....., county, domiciled in.....



.....,district.....holding the ID card,
series.....no.....,issued at the
date.....,by....., with PIN.....,acting as
Mandate („Administrator”)

hereby agree on the amendment and complementation of the Administration Contract no./....., as follows:

Art.1 Following the 7th Thesis of art.18 from the Administration Contract no..../.....regarding the settlement of the second sub-component of the variable component, will be introduced a new thesis bearing the following contents:

„For the year 2017, Sub-component 2 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 effectively achieved and the net profit estimated for the financial year 2017, but not more than the value of the fix allowance related to the entire financial year, falling within the provisions of the revenues and expenditure budget approved as per the legal provisions. The payment will be made following the approval of the annual financial 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, where the non-executive administrator contract terminates before the end of the financial year, due to one of the following clauses contained by the administration contract:

- Article 36.3 - revocation of the administrator from the GMS, provided that the revocation thereof not be due to his fault;
- Death of the administrator;
- Article 36.6 - the agreement of the Signatories;
- Article 36.7 - withdrawal of the administrator from the mandate, due to reasons not chargeable to him;
- Article 36.8 - interference of certain legal impediments (...) that exclude the administrator from exercising this capacity.

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

In witness thereof, we hereby concluded today,.....in 2(two) original counterparts, this Addendum to the Administration Contract no./....., the



parties acknowledging to having received, each, upon the execution thereof, an original copy.

The company CONPET S.A.

By: Ms./Mr.

Administrator

Ms./Mr.

