



CONPET S.A.

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CIF: RO1350020 ; Cod CAEN 4950; Înregistrată la
Registrul Comerțului Prahova sub nr. J29/6/22.01.1991
Capital social subscris și vărsat 28 569 842,40 lei



CONPET

RESOLUTION NO. 3 OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS) DATED 17.12.2015

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 17.12.2015 (in first call), the shareholders of the company "CONPET" S.A. Ploiesti - natural and legal persons, issue the following:

RESOLUTION

Art. 1 By unanimity of votes held by the present or represented shareholders, approve the nomination of Mrs. Mihaela PREDA in the capacity of Secretary of the Extraordinary General Meeting of Shareholders.

Art. 2 By majority of votes held by the present or represented shareholders, approve to sell the asset, buildings and related land, surfacing 1,144 sq.m., located in Ploiești, no.7, Independenței Bld., Prahova County, under the following conditions set by the Board of Administration of the company CONPET S.A. pursuant to Resolution no.14/11.11.2015:

- the open-outcry auction upset price, based on the competitive bidding rules, respectively at an ascending price, considering the bid increment, of the asset "buildings and land surfacing 1,144 sq.m., located in Ploiești, no.7, Independenței Bld., Prahova County", is in compliance with BoA Resolution no. 14/11.11.2015, amounting to 3,170,616 RON, VAT excluded, the equivalent of 718,000 EURO, VAT excluded (at the NBR exchange rate dated 14.09.2015);

- the bid increment: 5% of the auction upset price, respectively 158,531 RON, VAT excluded;

- the minimum selling price shall be equal to the upset price, namely 3,170,616 RON, VAT excluded;

- the quantum related to the tender guarantee: 10% of the upset price. The guarantee shall be established under one of the following forms:

- letter of bank guarantee, issued in favor of CONPET S.A. by a Romanian bank, which will be submitted in original copy, under the form revealed in the Presentation File. The letter of bank guarantee shall remain valid and enforceable along a 3 (three) months period;
- Transfer by payment order by the bidders Romanian natural/legal persons, in the account of CONPET S.A.;

- the quantum related to the tender participation fee: 1,000 RON;

- the procurement price of the presentation file: 250 RON;

- the means to perform the advertising: advertisement;

- tender venue – company headquarters: no. 1-3, Anul 1848 street, Ploiesti, Prahova county;



- Tender Committee – as per the proposal of the company CONPET SA, the Tender Committee will be made of 7 members, as follows: 5 members from the company CONPET S.A., respectively 2 members representing the Ministry of Energy;
- the payment method: the integral payment based on the bid protocol and the invoice submitted by CONPET S.A.;

The responsibility on the opportunity and necessity to sell the asset in question, as well as on the compliance of the legal conditions regarding the running of the sale procedure lies with the executive management under the corporate control of the Board of Administration.

Art. 3 By majority of votes held by the present or represented shareholders, disapprove the contracting of external legal assistance and representation services on the means to set the value by which is to be increased the share capital of CONPET S.A. by the value of the lands for which the company obtained, during 2001-2005 Land Ownership Certificates.

Art. 4 By unanimity of votes held by the present or represented shareholders, approve the empowerment:

- a) of the President of the Extraordinary General Meeting of Shareholders to sign the EGMS Resolution;
- b) of the Chairman of the Board of Administration to enforce the EGMS resolution, as per the legal provisions;
- c) of the General Director to perform the necessary diligence in order to register the EGMS Resolution at 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.

Art. 5 By unanimity of votes held by the present or represented shareholders, approve the settlement:

- a) of the date of **13.01.2016**, as registration date;
- b) of the date of **12.01.2016**, as ex-date.

**CHAIRMAN OF THE BOARD OF ADMINISTRATION
DAN WEILER**

Representative of the Ministry of Energy
Mihaela PREDA

Technical Secretariate
Adina Modoran
Alina Petrescu
Andreea Rusu

Note: The representative of the majority shareholder executes this Resolution based on the Art.18, paragraph (19) of the Articles of Incorporation of "CONPET" S.A..

Resolution no.3/17.12.2015 of the Extraordinary General Meeting of Shareholders of "CONPET" S.A. has been issued in 3 (three) original copies.

