



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

DRAFT RESOLUTION OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS) dated 17.03.2016 (18.03.2016)

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 17.03.2016 (in first call), the shareholders of CONPET S.A. Ploiesti - natural and legal persons, issue the following:

RESOLUTION

Art. 1 Bynumber of cast votes, approve/disapprove the election of a Secretary of the Ordinary General Meeting of Shareholders.

Art. 2 Bynumber of cast votes, approve/disapprove 2016 Revenues and Expenditure Budget, in the form and contents proposed by the Substantiation Note 3684/03.02.2016, drafted by the Economic Direction.

Art. 3 Bynumber of cast votes, approve/disapprove 2016 Investment Program, considering the Substantiation Note no.1437/13.01.2016 drafted by the Economic Direction.

Art. 4 a) Bynumber of cast votes, approve/disapprove Annexes no. 1 and 1.1. to the administration contracts of the non-executive administrators, comprising the performance objectives and indicators resulted from correlation with 2016 Income and Expenditure Budget.

Art. 5 Bynumber of cast votes, approve/disapprove the conclusion of an Addendum to the administration contracts of the non-executive administrators, having as scope Annexes no.1 and 1.1. to the administration contracts.

Art. 6 By.....number of cast votes, approve/disapprove to grant mandate to Mr./Mrs....., as a shareholders' representative for the execution of Annexes 1 and 1.1 and the Addendum to the administration contracts concluded with the non-executive administrators of „CONPET” S.A..

Art. 7 Bynumber of cast votes, approve/disapprove:

a) to contract external services of legal assistance and representation in File no. 5216/204/2008*/a1 pending before the Court of Appeal Ploiesti, in case the Decision no.3318/10.12.2015 of Prahova Law Court is subject to appeal;

b) to mandate the Board of Administration members in view of settling the maximum limit that should be considered when negotiating the fee that is to be paid and, respectively, in view of empowering the



company's management for the negotiation and conclusion of the legal assistance and representation contract in question.

Art. 8 Bynumber of cast votes, approve/disapprove the empowerment:

- a) of the President of the meeting to sign the OGMS Resolution;
- b) of the Chairman of the Board of Administration to enforce the OGMS Resolution, as per the legal provisions;
- c) of the General Director to perform the necessary diligence in order to register the OGMS 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 from the company, the proxy to perform the above-mentioned diligence.

Art. 9 Bynumber of cast votes, approve/disapprove:

- a) of the date of **06.04.2016**, as **registration date**, serving at the identification of the shareholders who will be affected by the OGMS Resolution;
- b) of the date of **05.04.2016**, as **ex-date**, representing the foregoing date to the registration date, with a settlement cycle minus one working day, as of which the financial instruments subject to the corporate bodies' resolutions are traded without the rights deriving from such resolution.

Chairman of the Board of Administration

DAN WEILER

S.s. Illegible

CONPET Stamp

