

Recommended for endorsement during the BoA meeting held on 24.03.2016 and for approval in the OGMS to be held on 28.04.2016

Registration no. 7839/16.03.2016

**Endorsed,
General Director
ILAȘI Liviu, Eng.
S.s. Illegible**

REPORT

on the discharge of administration of the administrators of the company CONPET S.A. acting during the FY2015

In compliance with the provisions of art. 111 paragraph 2 letter d) of Law no. 31/ 1990 – Companies Act and of art. 15 paragraph 3 letter i) of the Articles of Incorporation of the company CONPET S.A., one of the duties of the Ordinary General Meeting of Shareholders is the discharge of the administrators.

Consequently, based on the Administrators' Annual Report for the financial year ended on December 31, 2015, accompanied by the opinion of the financial auditor S.C. KPMG Audit S.R.L. in the audit report on the financial statements drawn up on December 31, 2015, the Ordinary General Meeting of Shareholders must **adopt a decision on the discharge of administration of the administrators of the company acting during the financial year 2015.**

Over this period, the Board of Administration had the following structure:

- **Weiler Dan**, member of the Board of Administration as of November 28, 2013, elected through the Resolution of the Ordinary General Meeting of Shareholders no. 6/ November 28, 2013 (cumulative vote), following the enforcement of the provisions of the Government Emergency Ordinance no. 109/ 2011 *on the corporate governance of public enterprises*; temporary Chairman of the Board of Administration over the period November 28, 2013 - January 21, 2014, appointed through the Decision of the Board of Administration no. 16/ November 28, 2013; **Chairman of the Board of Administration as of January 21, 2014**, appointed through the Decision of the Board of Administration no. 1/January 21,2014.

- **Chiriac Cristiana**, member of the Board of Administration as of March 25, 2013; temporary administrator over the period March 25, 2013 - April 29, 2013, appointed through the Decision of the Board of Administration no. 4/ March 25,2013, on the vacant position following the non-election of Mrs. Hristu Mădălina Carmen in the Ordinary General Meeting of Shareholders of March 14, 2014, as administrator; member of the Board of Administration elected through the Resolution of the Ordinary General Meeting of Shareholders no. 2/ 29.04.2013; temporary chairperson of the Board of Administration over the period July 5, 2013 - August 13, 2013, appointed through the Decision of the Board of Administration no. 10/July 5, 2013, on the vacant position following the resignation of Mr. Călin Georgel from the position of chairperson of the Board of Administration; chairperson of the Board of Administration over the period August 13, 2013 - November 28, 2013, appointed through the Resolution of the Ordinary General Meeting of Shareholders no. 4/ August 13, 2013; member of the Board of Administration elected through the Resolution of the Ordinary General Meeting of Shareholders no. 6/ November 28, 2013 (cumulative vote), following the enforcement of the provisions of the Government Emergency Ordinance no. 109/ 2011 *on the corporate governance of public enterprises*.
- **Ilași Liviu**, member of the Board of Administration as of December 17, 2012; temporary administrator over the period December 17, 2012 - 14.03.2013, appointed through the Decision of the Board of Administration no. 13/ December 14, 2012, on the vacant position following the resignation of Mr. Nicolae Alexandri; member of the Board of Administration elected through the Resolution of the Ordinary General Meeting of Shareholders no. 1/ March 14, 2013 ; member of the Board of Administration elected through the Resolution of the Ordinary General Meeting of Shareholders no. 6/ November 28, 2013 (cumulative vote), following the enforcement of the provisions of the Government Emergency Ordinance no. 109/ 2011 *on the corporate governance of public enterprises*; General Director as of December 6, 2013.
- **Meșca Darius - Dumitru**, member of the Board of Administration as of March 25, 2013; temporary administrator over the period March 25, 2013 - April 29, 2013, appointed through the Decision of the Board of Administration no. 4/ March 25, 2013, on the vacant position following the resignation of Mr. Ignat Ioan; member of the Board of Administration elected through the Resolution of the Ordinary General Meeting of Shareholders no. 2/April 29, 2013; member of the Board of Administration elected through the Resolution of the Ordinary General Meeting of Shareholders no. 6/ November 28, 2013, following the enforcement of the provisions of the Government

Emergency Ordinance no. 109/ 2011 *on the corporate governance of public enterprises.*

- **Bugică Radu**, member of the Board of Administration as of October 4, 2013; temporary administrator over the period October 4, 2013 - October 16, 2013, appointed through the Decision of the Board of Administration no. 14/ October 4, 2013, on the vacant position following the resignation of Mr. Naftali Daniel - Adrian; member of the Board of Administration elected through the Resolution of the Ordinary General Meeting of Shareholders no. 5/ October 16, 2013; member of the Board of Administration elected through the Resolution of the Ordinary General Meeting of Shareholders no. 6/ November 28, 2013, following the enforcement of the provisions of the Government Emergency Ordinance no. 109/ 2011 *on the corporate governance of public enterprises.*
- **Gheorghe Roxana - Elena**, member of the Board of Administration as of November 28, 2013, elected through the Resolution of the Ordinary General Meeting of Shareholders no. 6/ November 28, 2013, following the enforcement of the provisions of the Government Emergency Ordinance no. 109/ 2011 *on the corporate governance of public enterprises.*
- **Dinu Dragoș - Lucian**, member of the Board of Administration as of November 28, 2013, elected through the Resolution of the Ordinary General Meeting of Shareholders no. 6/ November 28, 2013, following the enforcement of the provisions of the Government Emergency Ordinance no. 109/ 2011 *on the corporate governance of public enterprises*, until September 29, 2015, date on which, through the Decision of the Board of Administration no. 12/ September 29, 2015, note has been taken of the withdrawal of Mr. Dinu Dragoș - Lucian from the position of member of the Board of Administration.
- **Lefter Răzvan Ștefan**, member of the Board of Administration as of October 1, 2015; temporary administrator over the period October 1, 2015 - December 17, 2015, appointed through the Decision of the Board of Administration no. 12/ September 29, 2015; administrator elected through the Resolution of the Ordinary General Meeting of Shareholders no. 5/ December 17, 2015.

Consequently, we propose to the Ordinary General Meeting of Shareholders to approve the discharge of the aforementioned administrators, acting over the year 2015.

Economic Director

**Economist TOADER Sanda
S.s. Illegible**

Principal to the General Director's Cabinet

**Associate professor, PhD. Engineer PhD. Economist NIȚĂ Aurel Mircea
S.s. Illegible**

BoA Secretariate

**MODORAN Adina, Engineer, S.s. Illegible
PETRESCU Alina, Engineer, S.s. Illegible
RUSU Andreea, Economist, S.s. Illegible**