



## CONPET S.A.

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CUI: 1350020; Cod CAEN 4950; Înregistrată la Registrul  
Comerțului Prahova sub numărul J29/6/22.01.1991  
Capital social subscris și vărsat 28 569 842,40 lei



**Registration no: 8754/24.03.2016**

### **NOTE to the OGMS dated 28<sup>th</sup> of April 2016**

regarding the distribution, as special dividend, to the company shareholders, of the amount existing in the Retained Earnings Account at 31<sup>st</sup> December 2015

Given:

- Accounting Law no. 82/1991 republished;
- Law no. 297/2004 on capital market as amended and supplemented subsequently;
- Regulation no. 1/2006 of the National Commission of Transferable Securities on issuers and securities operations, as subsequently amended and supplemented;
- Law no. 227/2015 on the Fiscal Code;
- Companies' Act no. 31/1990 republished;

On the strength of financial statements indicators, the Board of Administration submits for approval to the O.G.M.S. the distribution, as special dividend, of the amount of **72,314,486 Lei (gross dividend)** out of the total amount of 74,208,372 Lei, existing in the Retained Earnings Account at 31<sup>st</sup> December 2015. The difference of 1,893,886 Lei represents income tax calculated according to the provisions of the Fiscal Code at the moment of using the amounts existing in the Retained Earnings, if these weren't previously falling under the taxation.

#### The dividend per share

Whereas:

- the amount existing in the retained Earnings account at 31.12.2015, proposed for distribution as special dividend 72,314,486 Lei;
- the dividends are distributed to the shareholders pro rata with the contribution share thereof to the share capital and
- on 31.12.2015 the company's share capital amounts to 28,569,842 Lei, divided into 8,657,528 ordinary, registered, indivisible shares with a par value of 3.3 Lei,

*it results a value of the gross dividend of 8.3527868463 Lei / share*

The dividends are due to the shareholders who hold shares on the registration date approved by the Ordinary General Meeting of Shareholders convened for April 28/29, 2016.

The provisions of art.238 (1) of Law 297/2004 on the capital market show that "by way of



derogation from the provisions of Law no.31/1990 on companies, republished, as further amended and supplemented, the identification date of the shareholders who will benefit from dividends or from other rights and who will be bound by the resolutions of the general meeting of shareholders will be established by the latter. This date will be **at least 10 business days after the date of the general meeting of shareholders.**”

We advance for approval the date of 06.07.2016 as registration date, respectively identification date of the shareholders bound by the resolutions of the general meeting of shareholders.

Dividends Payment Deadline

The dividend payment date will be the date permitted by the law, no more than 15 business days after the registration date established by the General Meeting of Shareholders (art. 129<sup>3</sup> of the National Securities Commission Regulation no.1/2006).

Thus, we propose for settlement by the OGMS the date **21<sup>st</sup> of July 2016** as date of dividends payment.

The Net Value of the Dividends will be calculated as follows:

- the gross value of the dividends related to each shareholder will be calculated by multiplying the number of shares held on the registration date by the value of the gross dividend per share, the resulting amount being rounded upwards or downwards to two decimals;
- the dividend tax will be calculated and withheld according to the provisions of the Fiscal Code;
- the net value of the dividends to be paid will consist of the difference between the gross value and the related tax.

Dividends Payment Method

The dividends will be paid in RON, exclusively to the shareholders registered in the Shareholders' Register (kept by "Depozitarul Central" S.A.) on the registration date established by the General Meeting of Shareholders and the payment method will be notified to the shareholders prior to the starting date of such payment.

The expenses related to the payment of dividends are borne by the shareholders.

Chairman of the Board of Administration  
Dan Weiler

