

**CONPET S.A.**

str. Anul 1848 nr. 1-3, Ploiești, 100559, Prahova, România
Tel: +40-244-401360; fax: + 40 – 244 – 516451
e-mail: conpet@conpet.ro; web: www.conpet.ro
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



Reg. no: 12268/28.04.2016

Current Report no. 9/2016
as per Law no. 297/2004 and CNVM Regulation no. 1/2006

| | |
|--|---|
| Date of the report | 28.04.2016 |
| Name of the Issuing Entity | CONPET S.A. Ploiesti |
| Registered Office | No. 1-3, Anul 1848 Street, Ploiesti |
| Phone/Facsimile/E-mail | 0244/ 401360/ 516451/ 402385/ <u>actionariat@conpet.ro</u> |
| Sole Registration Number | 1350020 |
| No. at the Trade Registry | J29/6/22.01.1991 |
| Subscribed and paid-up share capital | 28,569,842.40 RON |
| Total No. of Shares | 8,657,528 nominative shares |
| The regulated market where the issued securities are being traded: B.V.B., PREMIUM Category | |

Reporting significant events:

The Resolution of the Ordinary General Meeting of Shareholders dated 28.04.2016 (in first call) regarding: the approval of the appointment of Ms. Mihaela PREDA in the capacity of Secretary of the Ordinary General Meeting of Shareholders; approval of the annual financial statements for the financial year ended 31.12.2015, based on the annual administrators Report for 2015 financial year and the Report of the financial auditor, KPMG Audit SRL; approval of the allocation of the net profit related to 2015 financial year, achieved by CONPET S.A., of the gross dividend per share amounting to 7.2998881436 RON/share and the date of 21.07.2016, as payment date; approval of the discharge of administration of the administrators employed along 2015 financial year; the disapproval to distribute, as special dividend, to the company shareholders, the amount of 72,314,486 RON, of the gross dividend per share amounting to 8,3527868463 RON/share and of the date of 21.07.2016 as date of payment; the annual Report of the Nomination and Remuneration Committee as regards the remunerations and other advantages granted to the non-executive administrators and the General Director - executive administrator, along 2015 financial year, the fulfilment rate, at 31.12.2015, of the performance criteria and objectives settled in the administration Contracts/mandate Contract; approval to conclude an Addendum to the administration contracts concluded between the non-executive administrators and the company, having as scope subcomponent 2 of the variable component of the administrators' remuneration for 2016; the empowerment of Ms. Mihaela PREDA, acting as shareholders' representative, for the execution of the Addendum to the administration contracts concluded by the non-executive administrators of the company; Report no. 8084/17.03.2016 drafted by the Economic Direction with regards to state of achievement of the measures disposed by Decision no. 28/2013 of Prahova Court of Accounts; Notification no. 8400/21.03.2016, drafted by the Economic



Direction with regards to the state of physical and per valorem fulfilment of 2015 Investments Program; the approval of empowerment of the President of the Ordinary General Meeting of Shareholders/ Chairman of the Board of Administration/ General Director to sign the O.G.M.S. Resolution/enforce the O.G.M.S. Resolution/perform the necessary formalities in order to register and publish the OGMS Resolution and grant the right to delegate; the approval of the registration date 06.07.2016 (serving for the identification of the shareholders who will benefit from dividends or other rights falling under the OGMS Resolution) / approval of the date of 05.07.2016 as ex-date.

The Ordinary General Meeting of Shareholders (OGMS) of CONPET S.A., convened for the date of 28/29.04.2016 met in first call, on 28.04.2016, starting 9 A.M., at the company's headquarters in Ploiesti, no.1-3, Anul 1848 Street, following the fulfilment of the statutory-legal quorum conditions.

The general meeting was organized according to the provisions of the company's Articles of Incorporation, Companies Law no.31/1990, updated, subsequent amendments and additions, as well as the legislation in force regarding the capital market.

The OGMS Convening Notice, approved by BoA Decision no.3/24.03.2016, was published in the Official Gazette of Romania, Part IV. No. 1249/28.03.2016 and in „Evenimentul Zilei” newspaper from 28.03.2016, being submitted to the Bucharest Stock Exchange and the Financial Supervisory Authority as annexes to the Current Report no. 5/24.03.2016, report published on www.bvb.ro and www.conpet.ro.

As per the provisions of Art. 17, para. (1), letter a) of the Articles of Incorporation, for the validity of OGMS deliberations, is necessary, in first call, the presence of the shareholders (including the correspondance votes) to represent at least half (1/2) of the total number of voting rights and the OGMS resolutions be made by majority of cast votes.

At the OGMS session could participate the shareholders registered in the Shareholders Register consolidated at the reference date 18.04.2016. Therefore, in the hall were present one shareholder legal person, namely the representative of the Ministry of Energy – on behalf of the Romanian State acting as majority shareholder, holder of a number of 5,083,372 shareholdings with nominal value of 3.30 RON, representing 58.7162% of the total number of shares/voting rights, respectively a share capital in amount of 16,775,127.6 RON, as well as 3 shareholders natural persons, holders of a number of 201 shares with nominal value of 3.30 Lei, representing 0,0023 % of the total number of shares/voting rights, namely a share capital amounting to 663.3 RON.

For the OGMS meeting, 10 shareholders legal persons have sent the correspondence voting bulletins:

- KJK Fund II SICAV – SIF, holder of a number of 611,933 shares/voting rights, representing 7,0682% of the total number of shares/voting rights, namely a share capital amounting to 2,019,378.9 RON;
- OAKS EURASIAN FRONTIERS FUND, holder of a number of 15,211 shares/voting rights, representing 0,1757% of the total number of shares/voting rights, namely a share capital amounting for 50,196.3 RON;
- OAKS EMERGING UMBRELLA FUND PLC, holder of a number of 13,785 shares/voting rights, representing 0,1592% of the total number of shares/voting rights, namely a share capital amounting for 45,490.5 RON;
- UTILICO EMERGING MARKETS LIMITED, holder of a number of 655.388 shares/voting rights, representing 7.5702 % of the total number of shares/voting rights, namely a share capital amounting to 2,162,780.4 RON;

- SEI GLOBAL INVESTMENTS FUND PLC-SEI GLOBAL UNCONSTRAINED ALPHA EQUITY FUND, holder of a number of 58,430 shares/voting rights, representing 0.6749% of the total number of shares/voting rights, namely a share capital amounting to 192,819.0 RON;
- PENSION RESERVES INVESTMENTS TRUST FUND, holder of a number of 959 shares/voting rights, representing 0.0111% of the total number of shares/voting rights, namely a share capital amounting to 3,164.7 RON;
- FONDUL PROPRIETATEA S.A., holder of a number of 524,366 shares/voting rights, representing 6.0568% of the total number of shares/voting rights, namely a share capital amounting to 1,730,407.8 RON;
- SIF MOLDOVA, holder of a number of 110,260 shares/voting rights, representing 1.2736 % of the total number of shares/voting rights, namely a share capital amounting to 363,858.0 RON;
- FDI RAIFFEISEN ROMANIA ACTIUNI, holder of a number of 9,739 shares/voting rights, representing 0.1125 % of the total number of shares/voting rights, namely a share capital amounting to 32,138.7 RON;
- FONDUL DE PENSII FACULTATIVE RAIFFEISEN ACUMULARE/SAI RAIFFEISEN, holder of a number of 2,000 shares/voting rights, representing 0.0231 % of the total number of shares/voting rights, namely a share capital amounting to 6,600.0 RON.

Consequently, the total number of voting rights within the OGMS meeting (where have been also included the votes by correspondance) was of 7,085,644 and corresponds to a number of 7,085,644 shares with nominal value of 3.30 Lei, representing 81,8437% of the total number of shares/voting rights, respectively a share capital in amount of 23,382,625.2 RON.

Based on the materials related to the OGMS Agenda, considering the mandate of the representatives of the Ministry of Energy, as well as the vote cast by correspondence by KJK Fund II SICAV, OAKS EURASIAN FRONTIERS FUND, OAKS EMERGING UMBRELLA FUND PLC, UTILICO EMERGING MARKETS LIMITED, SEI GLOBAL INVESTMENTS FUND PLC-SEI GLOBAL UNCONSTRAINED ALPHA EQUITY FUND, PENSION RESERVES INVESTMENTS TRUST FUND, FONDUL PROPRIETATEA SA, SIF MOLDOVA, FDI RAIFFEISEN ROMANIA ACTIUNI and FONDUL DE PENSII FACULTATIVE RAIFFEISEN ACUMULARE/SAI RAIFFEISEN, following the debates and proposals formulated by the shareholders during the meeting, was issued the OGMS Resolution no.2/2016, with the following contents:

RESOLUTION NO. 2
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)
dated 28.04.2016

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 28.04.2016 (in first call), the shareholders of CONPET S.A. Ploiesti - natural and legal persons, issue the following:

RESOLUTION

Art. 1 By unanimity of cast votes, approve the election of Ms. Mihaela PREDA in the capacity of Secretary of the Ordinary General Meeting of Shareholders.

Art. 2 By unanimity of cast votes, approve the annual financial statements for the financial year ended 31.12.2015, prepared according to the applicable accounting regulations, based on the annual administrators Report for 2015 financial year and the Report of the financial auditor, KPMG Audit SRL, on the annual financial statements of CONPET S.A..

Art. 3 By unanimity of cast votes, approve the allocation of the net profit related to 2015 financial year, achieved by CONPET S.A., of the gross dividend per share amounting to 7.2998881436 RON/share and the date of 21.07.2016, as payment date.

Art. 4 By unanimity of cast votes, approve the discharge of administration of the administrators employed along 2015 financial year.

Art. 5 By majority of cast votes, does not approve the distribution, as special dividend, to the company shareholders, of the amount of 72,314,486 RON, existing at 31.12.2015 in the Retained Earnings Account, of the gross dividend per share amounting to 8,3527868463 RON/share and of the date of 21.07.2016 as date of payment.

Art. 6 Take note of the annual Report of the Nomination and Remuneration Committee as regards the remunerations and other advantages granted to the non-executive administrators and the General Director – executive administrator, along 2015 financial year, the fulfilment rate, at 31.12.2015, of the performance criteria and objectives settled in the administration Contracts/mandate Contract.

Art. 7 By majority of cast votes, approve the conclusion of an Addendum to the administration contracts concluded between the non-executive administrators and the company, having as scope subcomponent 2 of the variable component of the administrators' remuneration for 2016.

Art. 8 By majority of cast votes, empower Ms. Mihaela PREDA, acting as shareholders' representative, for the execution of the Addendum (subject to item 7 on the Agenda) to the administration contracts concluded by the non-executive administrators of the company.

Art. 9 Take note of the Report no. 8084/17.03.2016 drafted by the Economic Direction with regards to state of achievement of the measures disposed by Decision no. 28/2013 of Prahova Court of Accounts.

Art. 10 Take note of the Notification no. 8400/21.03.2016, drafted by the Economic Direction with regards to the state of physical and per valorem fulfilment of 2015 Investments Program.

Art. 11 By unanimity of cast votes, approve 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, the proxy to perform the above-mentioned diligence.

Art. 12 By unanimity of cast votes, approve the registration date proposed by the Board of Administration, 06.07.2016 (serving for the identification of the shareholders who will benefit from dividends or other rights falling under the OGMS Resolution), respectively ex-date, 05.07.2016.

General Director
Eng. ILAȘI Liviu
S.s. Illegible
Stamp

Director of the Corporate Management, Human Resources and Communication Direction
Associate Professor, Ph.D. Eng, Ph.D. in Economics NIȚĂ Mircea Aurel
S.s. Illegible

Head of the Investor Relations and Capital Market
Econ. PÎNZARIU Bogdan
S.s. Illegible

