



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



DRAFT RESOLUTION
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)
dated 19.05.2016 (20.05.2016)

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 19.05.2016 (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 Mrs./Mr.....as secretary of the Extraordinary General Meeting of Shareholders.

Art. 2 Bynumber of cast votes, approve/disapprove the augmentation of the share capital by the maximum value of 92,188,158 Lei representing contribution in kind (the lands), in amount of 54,129,383 Lei and in cash, in amount of 38,058,775 Lei, from the current value of 28,569,842.40 Lei to a maximum value of 120,758,000.40 Lei, by issuing a maximum number of 27,935,805 new shares, nominative, dematerialized, with a price of 3.3 Lei/share, equal to the nominal value (without the first issuance), of which:

- (i) 16,402,823 new shares in amount of 54,129,383 Lei representing the contribution in kind of the Romanian State by representative the Ministry of Energy, with a total area of 554,537.61 Sq.m, subject to the 47 land ownership certificates for which CONPET has obtained, during 2001-2005 land ownership certificates
- (ii) Maximum 11,532,962 new shares, in amount of 38,058,775 Lei that will be offered, under the pre-emption right, for subscription, in exchange of the contribution in kind of the Romanian State, by representative the Ministry of Energy, to the other shareholders of CONPET, namely the persons acting as shareholders on the Registration Date, in view of maintaining the interest rates held within CONPET on the Registration Date.

Art. 3 Bynumber of cast votes, approve/disapprove to transfer the amount of 1.10 Lei to the company's reserves, representing the difference of the contribution in kind of the Romanian State, by representative the Ministry of Energy, for which cannot be issued 1 whole share.

Art. 4 Bynumber of cast votes, approve/disapprove the empowerment of the Company's Board of Administration, as per the provisions of Art.114., paragraph (1) of Law 31/1990 republished and amended and the dispositions of Art. 236 of Law 297/2004 to perform all due diligence for the

fulfillment of the Resolution of the Extraordinary General Meeting of Shareholders, including (but not limited to) the initiation (selection of the intermediary for the preparation of the statement of offer, the approval of the statement and the offer notice related to the augmentation of the share capital and coordination of the process of submission of all documents related to the approval of the Statement of offer by the Financial Supervisory Authority), the performance (here including the settlement and approval of the subscription procedure, payment methods, payment date, the place where the operations are being performed, the ascertainment and validation of the performed subscriptions, the cancelation of the non-subscribed shares, the settlement of the exact value by which is augmented the share capital), the closure (approval of the augmentation of the share capital following subscription and payment of the price/release of new shares), registration and operation of the augmentation of the share capital, the proper amendment of the Company's Articles of Incorporation, the preparation and execution of all the documents and the fulfillment of all formalities for application and the registration of the share capital augmentation to the competent authorities.

Art. 5 Bynumber of cast votes, approve/disapprove 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 diligence.

6. Bynumber of cast votes, approve/disapprove the date of **14.06.2016**, proposed by the Board of Administration, as registration date, serving at the identification of the shareholders who will be affected by the EGMS Resolution, respectively **13.06.2016** as ex-date.

Chairman of the Board of Administration

DAN WEILER

S.s. Illegible

CONPET Stamp

