



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



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.

Chairman of the Board of Administration

DAN WEILER

S.s. Illegible

CONPET Stamp

Representative of the Ministry of Energy

Mihaela PREDA

Technical Secretariate

Adina Modoran

Alina Petrescu

Andreea Rusu

Note: The representative of the majority shareholder executes this Resolution based on the Art. 18, paragraph (18) of the Articles of Incorporation of "CONPET" S.A..

Resolution no.2/28.04.2015 of the Ordinary General Meeting of Shareholders of "CONPET" S.A. has been issued in 3 (three) original copies.

