

**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. Ho: 22042/05.07.2016

Current Report no. 14/2016
as per Law no. 297/2004 and CNVM Regulation no. 1/2006

Date of the report	05.07.2016
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 CONPET S.A. Extraordinary General Meeting of Shareholders (EGMS) dated 05.07.2016 (in first call) regarding: approval of the election of Mr. Popa Claudiu – Aurelian as secretary of the Extraordinary General Meeting of Shareholders; ascertainment of the fact that the augmentation of the company's share capital cannot be approved, not having been met the majority needed to make such a resolution; ascertainment of the fact that Items 3 and 4 on the Agenda of the EGMS have no longer grounds; approval of empowerment of the President of the Extraordinary General Meeting of Shareholders/of the Chairman of the Board of Administration/ of the General Director/to sign the E.G.M.S. Resolution/to enforce the O.G.M.S. Resolution/ to perform the necessary formalities in order to register and publish the EGMS and granting the right to delegate; the approval of the registration date 26.07.2016 (serving at the identification of the shareholders who will be affected by the EGMS Resolution)/approval of the date of 25.07.2016 as ex-date.

The Extraordinary General Meeting of Shareholders (EGMS) of CONPET S.A. called on 05/06.07.2016 was held in first call, on 05.07.2016, starting 10 A.M., at the company's headquarters in Ploiesti, no.1-3, Anul 1848 Street.

The EGMS Convening Notice, approved by BoA Resolution no.7/30.05.2016, was published in the Official Gazette of Romania, Part IV. No. 2123/02.06.2016 and in „Evenimentul ZiRON” newspaper, the edition of 01.06.2016, “Bursa” newspaper the edition of 03.06.2016, “Ziarul Financiar”, the edition of 06.06.2016, being submitted to the Bucharest Stock Exchange and the Financial Supervisory Authority as annexes to the Current Report no. 12/30.05.2016, report published on www.bvb.ro and www.conpet.ro.

At the EGMS session could participate the shareholders registered in the Shareholders Register consolidated at the reference date 24.06.2016. Therefore, in the hall were present two shareholders legal persons, 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 shareholders 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, the representative of 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, as well as 4 shareholders natural persons, holders of a number of 202 shares with nominal value of 3.30 RON, representing 0,0023% of the total number of shares/voting rights, respectively a share capital amounting to 666.6 RON.



For the EGMS meeting, 6 shareholders natural and legal persons have submitted correspondence voting bulletins:

- ADAM IOAN, holder of a number of 10,605 shares/voting rights, representing 0.1225 % of the total number of shares/voting rights, namely a share capital amounting to 34,996.5 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 for 1,730,407.8 RON.
- UTILICO EMERGING MARKETS LIMITED, holder of a number of 685,388 shares/voting rights, representing 7.9167 % of the total number of shares/voting rights, namely a share capital amounting to 2,261,780.4 RON;
- SEI GLOBAL INVESTMENTS FUND PLC-SEI GLOBAL UNCONSTRAINED ALPHA EQUITY FUND, holder of a number of 73,430 shares/voting rights, representing 0.8482% of the total number of shares/voting rights, namely a share capital amounting to 242,319.0 RON;
- FDI ERSTE BALANCED RON/SAI ERSTE AM, holder of a number of 16,700 shares/voting rights, representing 0.1929 % of the total number of shares/voting rights, namely a share capital amounting to 55,110.0 RON;
- FDI ERSTE EQUITY ROMANIA/SAI ERSTE AM, holder of a number of 32,140 shares/voting rights, representing 0.3712 % of the total number of shares/voting rights, namely a share capital amounting to 106,062.0 RON;

Consequently, the total number of voting rights in the EGMS (where have been also included the votes exercised by correspondence) was 7,038,136 RON and corresponds to a number of 7,038,136 shares with nominal value 3.3 RON each, representing 81.2950% of the total number of shares/voting rights, namely a share capital amounting to 23,225,848.8 RON.

Based on the materials related to the EGMS Agenda, considering the mandate of the representatives of the Ministry of Energy, as well as the vote cast by correspondence by ADAM IOAN, FONDUL PROPRIETATEA, UTILICO EMERGING MARKETS LIMITED, SEI GLOBAL INVESTMENTS FUND PLC-SEI GLOBAL UNCONSTRAINED ALPHA EQUITY FUND, FDI ERSTE BALANCED RON/SAI ERSTE AM, FDI ERSTE EQUITY ROMANIA/SAI ERSTE AM, following the debates and proposals formulated by the shareholders during the meeting, was issued the EGMS Resolution no.3/2016, with the following contents:

RESOLUTION NO.3
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS)
dated 05.07.2016

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 05.07.2016 (in first call), the shareholders of CONPET S.A. Ploiesti - natural and legal persons, issue the following:

RESOLUTION

Art. 1 By majority of votes, approve the election of Mr. Popa Claudiu – Aurelian as Secretary of the Extraordinary General Meeting of Shareholders.

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



- (i) 16,402,823 new shares in amount of 54,129,383 RON 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 RON 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 at the Registration Date.

were present (also by the correspondence voting bulletins) a number of 12 shareholders, holders of a number of 7,038,136 shares/voting rights representing 81.295% of the share capital, considering the provisions of Art.17, paragraph (3) of the Articles of Incorporation where is being mentioned that the resolutions regarding the augmentations of the share capital by contribution in kind shall be made by the vote of the shareholders representing at least ($\frac{3}{4}$) of the share capital, taking into consideration the vote exercised by the shareholders respectively: 5,779,365 "For" votes (66.7554% in the share capital), 1,258,690 "Against" votes (14.5387 % in the share capital) and 81 "Abstentions" (0.0009% in the share capital),

is being ascertained that the augmentation of the company's share capital cannot be approved, not having been met the majority needed to make such a resolution.

Art. 3 Regarding the approval to transfer the amount of 1.10 RON 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, given the provisions of Art.2 of this EGMS Resolution, is being ascertained that Item 3 on the Agenda of the EGMS has no longer grounds.

Art. 4 Regarding 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 included 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 being 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, given the provisions of Art.2 of this EGMS Resolution, is being ascertained that Item 4 on the Agenda of the EGMS has no longer grounds. .

Art. 5 By majority of votes, approve the 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 Director General 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. By majority of votes, approve the date of 26.07.2016, 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 25.07.2016 as ex-date.

GENERAL DIRECTOR

Eng. ILAȘI Liviu
S.s. Illegible, Stamp

**Director of the Corporate Governance, Human Resources
and Communication Direction**

Associate Prof. PhD Eng., PhD in Economics Mircea Aurel NIȚĂ
S.s. Illegible

Head of the Corporate Governance

Econ. Bogdan PÎNZARIU
S.s. Illegible

