



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



Recommended for analysis and endorsement during the BOA meeting dated _____ and
for the OGMS approval dated _____ .

ECONOMIC DIRECTION

The Accounting Department

ENDORSED,
Chairman of CONPET S.A.
Board of Administration
Dan Weiler

NOTE

**regarding the proposal to appoint the financial auditor, advanced by CONPET S.A.
General Meeting of Shareholders**

In compliance with the provisions of Article 6 of the Order of the Minister of Public Finances no. 1286/2012, for the approval of the accounting regulations as per the International Standards of Financial Reporting, applicable to the commercial companies where the securities are admitted for trading on a regulated market, CONPET S.A. is bound to audit the individual annual financial statements.

The Companies' Act no. 31/1990, republished, further amendments and completions provides, at Article 111 paragraph (2), letter. b) *that the general meeting of shareholders is bound, „in case of the companies where the financial statements are audited, to appoint or dismiss the financial auditor and set the minimum duration of the financial audit contract”* and at Article 160, para (1) *”the financial statements of the commercial companies that are subject to the legal auditing obligations shall be audited by the financial auditors - natural or legal persons, under the law”*.

As per the provisions of Article 47, para (11) of EGO no. 109/2011, subsequent amendments and completions, *„The statutory auditors are appointed by the General Meeting of Shareholders prior to the end of the financial year, and in case of „regies autonomes”, by the Board of Administration, for 3 years at minimum.”*

Also, in compliance with Article 259 of Law no. 297/2004 regarding the capital market, para. 1, letter b) and Article 113 of CNVM Regulation no. 1/2006: *“the financial auditor is bound to prepare, within 30 days, based on the information exposed by the administrators, additional reports, in compliance with the financial auditing standards and the reporting frameworks defined under the international accounting standards and by CNVM regulations regarding the operations challenged by the shareholders representing at least 5% of the total voting rights”*.

On the date of this note, the financial auditor is KPMG Audit S.R.L., appointed by the OGMS pursuant to Resolution no. 7 dated 23.10.2014, based on the services supply contract no. S-CA 395/03.11.2014, in force up to 02.11.2016, the services being already finalized and accepted.

Based on the Procurement Procedural Internal Norms was initiated the „open outcry auction” procurement procedure for the procurement of **financial audit services and similar for 2016, 2017 and 2018**. The Evaluation Committee analyzed the qualifying documents and submitted bids and declared winner the audit company „BDO AUDIT SRL” Bucuresti, with a fee in total amount of 49,700 Euro, VAT excluded, for all the services covered by the contract, for a 3 year period.

In consideration of the above, pursuant to Article 111 para. (2), letter. b) of the Companies’ Act no. 31/1990, republished, subsequent amendments and completions and of Article 15, para. (3), letter d) of the Articles of Incorporation of CONPET S.A. and given the result of the procurement procedure, we hereby request the Board of Administration to recommend for approval to the Ordinary General Meeting of Shareholders, the appointment of the company BDO AUDIT S.R.L. Bucuresti in the capacity of **financial auditor of the company CONPET S.A. for a 3 year period**.

**Director General,
Eng. Liviu ILAȘI**

**Economic Director,
Econ. Sanda TOADER**

**Prepared,
Head of the Accounting Department
Econ. Roxana DĂUȘ**