

**DRAFT RESOLUTION  
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)  
dated 07.03.2017 (08.03.2017)**

*Given 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 07.03.2017 (in first call) the shareholders of CONPET S.A. Ploiesti - natural and legal persons, issue the following:*

**RESOLUTION**

1. By .....number of cast votes, approve/disapprove the election of Mrs./Mr.....as Secretary of the Ordinary General Meeting of Shareholders.
2. By ..... number of cast votes, approve/disapprove the Income and Expenditure Budget for 2017 (also comprising the estimates for the years 2018 and 2019).
3. a) By ..... number of cast votes, approve/disapprove the investment Program for the year 2017(also comprising the estimates for the years 2018 and 2019).  
b) By ..... number of cast votes, approve/disapprove the delegation of the Board of Administration to proceed to amendments (revisions) of the amounts comprised in the investment Program for the year 2017, without exceeding the total value of the investment expenditure.
4. By ..... number of cast votes, approve/disapprove the update of the performance objectives and indicators in Annexes no.1 and 1.1. to the administration contracts of the non-executive administrators, calculated in correlation with the provisions of the Income and Expenditure Budget for the year 2017, as per the data attached to the Substantiation no. 2707/20.01.2017.
5. By ..... number of cast votes, approve/disapprove the conclusion of an Addendum to the administration contracts of the non-executive administrators to amend the Annexes no.1 and 1.1. to the administration contracts, namely the performance objectives and indicators calculated based on the data in the Income and Expenses budget for the year 2017.
6. By ..... number of cast votes, approve/disapprove the proxy of Mrs/ ....., as shareholders representative, namely for the execution of Annexes no.1 and 1.1. as they have been

approved at Item 4 of the Agenda and Addendum no.9/2017 to the administration contracts of the non-executive administrators of the company "CONPET" S.A.

7. By .....number of cast votes, approve/disapprove the empowerment:

- a) of the President of the Meeting to sign the OGMS Resolution;
- b) of the Chairman of the Board of Administration for the application of the resolution of the Ordinary General Meeting of Shareholders, as per the legal provisions.
- c) of the Director General to perform the necessary diligence in order to register the OGMS Resolution to the Trade Register Office attached to Prahova Law Court and publishing thereof in the Official Gazette of Romania, Part IV, as well as to be granted the right to delegate, to another person within the company, the proxy to perform the above-mentioned diligence.

8. By .....number of cast votes, approve/disapprove the date of **28.03.2017**, advanced by the Board of Administration, as **registration date**, serving for the identification of the shareholders who will be affected by the OGMS Resolution, respectively ex-date, **27.03.2017 ex-date**.

**CHAIRMAN OF THE BOARD OF ADMINISTRATION**

**Dan WEILER**

**S.S. Illegible, Stamp**

