

DRAFT RESOLUTION
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)
dated 26.04.2017 (27.04.2017)

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 CONPET S.A. (with registered offices in Ploiești, no. 1-3, Anul 1848 Street, registered at Trade Registry attached to Prahova Law Court under no. J29/6/1991, TIN RO1350020) and the Protocol dated 26.04.2017 (in first call), the shareholders of CONPET S.A. Ploiesti - natural and legal persons, present, represented or having exercised their vote by correspondence, following the debates, issue the following:

RESOLUTION

1. Bynumber of cast votes, approve/disapprove the election of Ms./Mr..... as Secretary of the Ordinary General Meeting of Shareholders;

2. Bynumber of cast votes, approve/disapprove the financial statements for the financial year ended on December 31,2016, prepared according to the applicable accounting regulations, based on the Annual Report of the administrators for the financial year 2016 and on the Report of the financial auditor BDO Audit S.R.L. on the annual financial statements of CONPET S.A. Company.

3. Bynumber of cast votes, approve/disapprove the allocation of the net profit associated with the financial year 2016 and of certain amounts of the retained earnings, settling the gross dividend per share and the date of payment of the dividends to the shareholders, as follows:

a) Distribution, according to legal destinations, of the accounting profit remaining after the deduction of the income tax at December 31st, 2016 (reunified with the employees' share of profit provision), amounting to 76,302,914 RON, as follows:

- Employees' share of profit: 4,756,310 RON (6.23%);
- Other allocations stipulated by law - exemption from the payment of the reinvested profit tax: 1,710,000 RON (2.24%);
- Dividends due to shareholders: 69,836,604 RON (91.53%), results a value of the gross dividend proposed to be distributed to the shareholders of 8.06657559 RON / share.

b) Bynumber of cast votes, approve/disapprove the distribution, as dividends, of the amount of 17,118,920 RON representing retained earnings from correction of some elements having affected the prior years' profit, resulting a value of the gross dividend of



1.97734501 RON / share.

c) Bynumber of cast votes, approve/disapprove the distribution, as dividends, of the amount of 56,606,750 RON, representing surplus achieved from revaluation reserves, recognized in the retained earnings, resulting a value of the gross dividend proposed to be distributed to the shareholders, by 6.53844261 RON/share.

Consequently, the value of the gross dividend proposed to be distributed to the shareholders in 2016 isRON/share (is being calculated according to the result of the voting at sub-items a), b) and c).

d) Bynumber of cast votes, approve/disapprove the date of payment of dividends due to shareholders 20.07.2017.

e) Bynumber of cast votes, approve/disapprove the dividends to be paid in RON, the shareholders who are to benefit of dividends being the ones registered in the Shareholders' Registry (kept by "Depozitarul Central" S.A.) on the registration date established by the General Meeting of Shareholders. The dividends' payment method will be notified to the shareholders prior to the starting date of such payment. The expenses related to the payment of dividends are borne by the shareholders.

4. Bynumber of cast votes, approve/disapprove the discharge from the administration of CONPET S.A., of the company administrators for the financial year ended on December 31, 2016.

5. Take note of the Annual Report of the Nomination and Remuneration Committee regarding the remunerations and other benefits granted to the non – executive administrators and to the Director General – executive administrator, during the financial year 2016, the achievement, on 31.12.2016, of the performance criteria and objectives established in the Administration Contracts / Mandate Contract.

6. Bynumber of cast votes, approve/disapprove the conclusion of an Addendum to the administration contracts concluded by the non – executive administrators with the company, having as object the subcomponent 2 of the variable component of administrators' remuneration for 2017.

7. Bynumber of cast votes, approve/disapprove the empowerment of Ms/Mr....., acting as shareholders' representative, to sign the Addendum no. 10 (having as object the subcomponent 2 of the variable component of the administrators' remuneration for 2017) to the administration contracts concluded by the non – executive administrators with the company, as approved at Item 6 of the Agenda.

8. Bynumber of cast votes, approve/disapprove the empowerment of the:

a) President of the meeting to sign the O.G.M.S. Resolution;



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b) Chairman of the Board of Administration to apply the O.G.M.S. resolution according to the legal provisions;

c) 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, the proxy to perform the above-mentioned diligence.

9. Bynumber of cast votes, approve/disapprove the registration date advanced by the Board of Administration, namely July 30, 2017 (serving for the identification of the shareholders who are to be benefit of dividends or other rights and who will be affected by the OGMS Resolution), namely ex-date June 29, 2017.

Chairman of the Board of Administration
DAN WEILER

