

RESOLUTION NO.2
OF THE GENERAL MEETING OF SHAREHOLDERS (O.G.M.S.)
dated 26.04.2017

Considering the provisions of Law no. 31/1990 regarding the companies, republished, subsequent amendments and additions, of Law no.24/2017, of the Articles of Incorporation of the company and the Protocol dated 26.04.2017 (in first call), the shareholders of CONPET S.A. Ploiesti - natural and legal persons, issue the following:

RESOLUTION

Art. 1 By unanimity of expressed votes, approves the election of Mr. Claudiu-Aurelian POPA as Secretary of the Ordinary General Meeting Of Shareholders.

Art 2. By unanimity of expressed votes, approves the annual financial statements for the financial year ended 31.12.2016 prepared according to the applicable accounting rules, based on the administrators annual Report for 2016 financial year and the Report of the financial auditor BDO Audit S.R.L. on the annual financial statements of the company CONPET S.A.

Art. 3 As regards the distribution of the net profit related to 2016 financial year and of certain amounts out of the retained earnings, the settlement of the fix dividend per share and the date of payment of dividends to the shareholders, the OGMS decides as follows:

- a)** By majority of expressed votes approves the distribution on the legal destinations of the accounting profit remained after the deduction of the corporate tax on 31.12.2016, in amount of 76,302,914 RON (reunified with the provisions for the employees share of profit), as follows:
- the employees share of profit: 4,756,310 RON (6.23%)
 - other distributions provided by the law (corporate tax payment exemption on reinvested profit): 1,710,000 RON (2.24%)
 - dividends due to shareholders: 69,836,604 RON (91.53%) – distribution as per the provisions of para (2) of Art. 67 of the Companies Law no.31/1990, republished, ulterior amendments and completions, resulting a gross dividend value/share in amount of 8.06657559 RON/share.

- b) By majority of expressed votes , approves the distribution as dividends of the amount of 17,118,920 RON representing the retained earnings out of the correction of such items that have affected the profit of the previous years, resulting a gross dividend pe share in amount of 1.97734501 RON/share.
- c) By majority of expressed votes approves the distribution, as dividends, of the amount of 56,606,750 RON representing the surplus achieved out of revaluation reserves recognized in the retained earnings, resulting a value of the gross dividend per share in amount of 6.53844261 RON /share.
- d) By majority of expressed votes approves the settlement of the date of 20.07.2017 as date of dividends payment to the shareholders.
- e) By majority of expressed votes approves that the payment of dividends be performed in RON, the shareholders that are to benefit from dividends being the ones registered at Shareholders Register (held by “Depozitarul Central” S.A.) at the registration date set out 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 expenditure incurred by the payment of dividends are being borne by the shareholders.

Art. 4. By majority of expressed votes, does not approve the distribution as dividends of the amount of 80,000,000 RON, as dividends, to the company’s shareholders, proportionally with the participation thereof to the share capital, out of the distributable reserves of the company representing other reserves – own financing source.

Art.5 By majority of expressed votes approves the discharge of administration of CONPET S.A. administrators for the financial year ended on December 31.12.2016.

Art.6. Takes note of the annual Report of the Nomination and Remuneration Committee regarding the remunerations and other benefits granted to the non – executive administrators and the Director General – executive administrator, during the financial year 2016, the achievement manner, on 31.12.2016, of the performance criteria and objectives established in the Administration Contracts / Mandate Contract.

Art. 7 By majority of expressed votes approves the conclusion of an Addendum to the administration contracts concluded by the non – executive administrators with the company, having as scope the settlement of subcomponent 2 of the variable component of administrators’ remuneration for 2017.