

## NOTE

### prepared in compliance with CNVM Regulation no. 6/ 2009 regarding the voting result during the OGMS held on 26.04.2017 - in first call

As per the provisions of Art.19 of the National Securities Commission Regulation no.6/2009 regarding the exercising of certain rights of the shareholders during the general meetings of shareholders, CONPET S.A., set-up and functioning according to the Romanian legislation, registered at the Trade Register Office attached to Prahova Law Court, under no.J29/6/22.01.1991, tax identification number RO 1350020, headquartered in Ploiesti, No.1-3 Anul 1848 Street, Prahova County, with subscribed and paid-up share capital in amount of 28,569,842.40 RON divided into 8,657,528 nominative shares with a nominal value of 3.3 RON, announces, hereunder, the result of the vote at the Ordinary General Meeting of Shareholders (hereafter called OGMS), which took place in first call, under the legal and statutory quorum conditions, dated 26.04.2017, at CONPET S.A. headquarters, located in Ploiesti, No.1-3 Anul 1848 Street, as follows:

- Total number of shareholders (including the votes by correspondence): 15, holders of a number of 7,136,507 shares/voting rights, representing 82.4312% of the total number of shares/voting rights, namely a share capital in amount of 23,550,473.1 RON, of which:
  - 3 shareholders present in the meeting hall, holders of a number of 5,083,533 shares/voting rights, representing 58.7181% of the total number of shares/voting rights, a share capital in amount of 16,775,658.9 RON, namely the representative of the Ministry of Energy, holder of a number of 5,083,372 shares/voting rights, representing 58.7162% of the total number of shares/voting rights, respectively a share capital in amount of 16,775,127.6 RON and 2 shareholders natural persons holding a number of 161 shares/voting rights, representing 0.0018% of the total number of shares/voting rights, namely a share capital in amount of 531.3 RON;
  - 12 shareholders who have sent the correspondence voting bulletins, holders of a number of 2,052,974 shares/voting rights, representing 23.7132% of the total number of shares/voting rights, namely a share capital in amount of 6,774,814.2 RON.
- **The statement of shares and voting rights at OGMS date:**  
Total number of shares: 7,136,507, of which shares with voting rights: 7,136,507  
Total number of voting rights: 7,136,507.
- **The result of the vote during OGMS dates April 26, 2017:**

#### ITEM 1

As a result of voting on the approval of the election of Mr. Claudiu - Aurelian POPA as Secretary of the Ordinary General Meeting of Shareholders, it was registered the following result:

<i>For</i>	<i>Against</i>	<i>Abstention</i>
7,136,507 (100.00%)	-	-

*Number of shares for which valid votes were expressed: 7,136,507 (representing 82.4312 % of the share capital). Total number of expressed votes (here-included the correspondence votes: 7,136,507. Total number of validly expressed votes: 7,136,507. By unanimity of expressed votes, respectively by a number of 7,136,507 "For" votes, representing 100.00% of the total votes cast, Item 1 is approved.*

## ITEM 2

As a result of voting on the approval of 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, it was registered the following result:

<i>For</i>	<i>Against</i>	<i>Abstention</i>
7,136,387 (100.00%)	-	-

*Number of shares for which valid votes were expressed: 7,136,507 (representing 82.4312 % of the share capital). Total number of expressed votes (here-included the correspondence votes: 7,136,507. Total number of validly expressed votes: 7,136,507. By unanimity of expressed votes, respectively by a number of 7,136,507 "For" votes, representing 100.00% of the total votes cast, Item 2 is approved.*

## ITEM 3

As a result of voting on the approval of 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 31<sup>st</sup>, 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,

was registered the following result:

<i>For</i>	<i>Against</i>	<i>Abstention</i>
7,134,207 (99.97%)	2,180 (0.030%)	-

*Number of shares for which valid votes were expressed: 7,136,387 (representing 82.4298 % of the share capital). Total number of expressed votes (here-included the correspondence votes: 7,136,387. Total number of validly expressed votes: 7,136,387. Number of unexpressed votes: 120. By majority of expressed votes, respectively by a number of 7,134,207 "For" votes, representing 99.97% of the total votes cast, Item 3 a) is approved.*

**b)** 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, it was registered the following result:

<i>For</i>	<i>Against</i>	<i>Abstention</i>
7,134,207 (99.97%)	2,180 (0.030%)	-

*Number of shares for which valid votes were expressed: 7,136,387 (representing 82.4298 % of the share capital). Total number of expressed votes (here-included the correspondence votes: 7,136,387. Total number of validly expressed votes: 7,136,387. Number of unexpressed votes: 120. By majority of expressed votes, respectively by a number of 7,134,207 "For" votes, representing 99.97% of the total votes cast, Item 3 b) is approved.*

**c)** 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, it was registered the following result:

<b>For</b>	<b>Against</b>	<b>Abstention</b>
7,134,207 (99.97%)	2,180 (0.030%)	-

Number of shares for which valid votes were expressed: 7,136,387 (representing 82.4298 % of the share capital). Total number of expressed votes (here-included the correspondence votes: 7,136,387. Total number of validly expressed votes: 7,136,387. Number of unexpressed votes: 120. By majority of expressed votes, respectively by a number of 7,134,207 “For” votes, representing 99.97% of the total votes cast, Item 3 c) is approved.

- d) The date of payment of dividends due to shareholders, respectively the date of payment of the dividends is 20.07.2017, it was registered the following result:

<b>For</b>	<b>Against</b>	<b>Abstention</b>
7,134,207 (99.97%)	2,180 (0.030%)	-

Number of shares for which valid votes were expressed: 7,136,387 (representing 82.4298 % of the share capital). Total number of expressed votes (here-included the correspondence votes: 7,136,387. Total number of validly expressed votes: 7,136,387. Number of unexpressed votes: 120. By majority of expressed votes, respectively by a number of 7,134,207 “For” votes, representing 99.97% of the total votes cast, Item 3 d) is approved.

- e) The dividends will be paid in RON, the shareholders who are to benefit of dividends being the ones registered in the Shareholders’ Register (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, it was registered the following result:

<b>For</b>	<b>Against</b>	<b>Abstention</b>
7,134,207 (99.97%)	2,180 (0.030%)	-

Number of shares for which valid votes were expressed: 7,136,387 (representing 82.4298 % of the share capital). Total number of expressed votes (here-included the correspondence votes: 7,136,387. Total number of validly expressed votes: 7,136,387. Number of unexpressed votes: 120. By majority of expressed votes, respectively by a number of 7,134,207 “For” votes, representing 99.97% of the total votes cast, Item 3 e) is approved.

#### ITEM 4

As a result of voting on the approval of 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. The proposed gross dividend amounts to 9.24051299 RON/share.

The date of payment of the dividends due to shareholders, respectively the dividends’ payment date is 20.07.2017.

The payment of dividends shall be made in RON, the shareholders who are to benefit from dividends being the ones registered in the Shareholders’ Registry (held by “Depozitarul Central” S.A.) at the registration date set by the General meeting of Shareholders. The means of payment of dividends shall be made available to the shareholders before making the payment. The expenses incurred by the payment of dividends are borne by the shareholders:

<b>For</b>	<b>Against</b>	<b>Abstention</b>
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2,005,329 (28.1000%)	5,131,058 (71.9000%)	-
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Number of shares for which valid votes were expressed: 7,136,387 (representing 82.4298 % of the share capital). Total number of expressed votes (here-included the correspondence votes: 7,136,387. Total number of validly expressed votes: 7,136,387. Number of unexpressed votes: 120. By majority of expressed votes, respectively by a number of 5,131,058 "Against" votes, representing 71.9000% of the total votes cast, Item 4) is not approved.

#### ITEM 5

As a result of voting on the settlement of the approval the discharge of administration of CONPET S.A. administrators for the financial year ended on December 31.12.2016, was registered the following result:

<b>For</b>	<b>Against</b>	<b>Abstention</b>
7,136,387 (100.00%)	-	-

Number of shares for which valid votes were expressed: 7,136,387 (representing 82.4298% of the share capital). Total number of expressed votes (here-included the correspondence votes: 7,136,387. Total number of validly expressed votes: 7,136,387. Number of unexpressed votes: 120. By unanimity of expressed votes, respectively by a number of 7,136,387 "For" votes, representing 100.00% of the total votes cast, Item 5 is approved.

#### ITEM 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.

#### ITEM 7

As a result of voting on the approval of 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, it was registered the following result:

<b>For</b>	<b>Against</b>	<b>Abstention</b>
7,088,862 (99.3324 %)	47,645 (0.6676 %)	-

Number of shares for which valid votes were expressed: 7,136,507 (representing 82.4312 % of the share capital). Total number of expressed votes (here-included the correspondence votes: 7,136,507. Total number of validly expressed votes: 7,136,507. By majority of expressed votes, respectively by a number of 7,088,862 "For" votes, representing 99.3324 % of the total votes cast, Item 7 is approved.

#### ITEM 8

As a result of voting on the approval of the empowerment of Mr.Claudiu – Aurelian Popa, as representative of the shareholders for the execution of the Addendum (no.10) to the administration contracts (having as scope the subcomponent 2 of the variable component of the remuneration of non-executive administrators for the year 2017) concluded by the non-executive administrators with the company, it was registered the following result:

<b>For</b>	<b>Against</b>	<b>Abstention</b>
7,088,862 (99.3324 %)	47,645 (0.6676 %)	-

Number of shares for which valid votes were expressed: 7,136,507 (representing 82.4312 % of the share capital). Total number of expressed votes (here-included the correspondence votes: 7,136,507. Total

number of validly expressed votes: 7,136,507. By majority of expressed votes, respectively by a number of 7,088,862 “For” votes, representing 99.3324 % of the total votes cast, Item 8 is approved.

### ITEM 9

As a result of voting, was registered the following result regarding the empowerment of the:

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

<b>For</b>	<b>Against</b>	<b>Abstention</b>
7,136,507 (100.00%)	-	-

Number of shares for which valid votes were expressed: 7,136,507 (representing 82.4312 % of the share capital). Total number of expressed votes (here-included the correspondence votes: 7,136,507. Total number of validly expressed votes: 7,136,507. By unanimity of expressed votes, respectively by a number of 7,136,507 “For” votes, representing 100.00% of the total votes cast, Item 9 a) is approved.

b) Chairman of the Board of Administration to apply the OGMS resolution according to the legal provisions;

<b>For</b>	<b>Against</b>	<b>Abstention</b>
7,136,507 (100.00%)	-	-

Number of shares for which valid votes were expressed: 7,136,507 (representing 82.4312 % of the share capital). Total number of expressed votes (here-included the correspondence votes: 7,136,507. Total number of validly expressed votes: 7,136,507. By unanimity of expressed votes, respectively by a number of 7,136,507 “For” votes, representing 100.00% of the total votes cast, Item 9 b) is approved.

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.

<b>For</b>	<b>Against</b>	<b>Abstention</b>
7,136,507 (100.00%)	-	-

Number of shares for which valid votes were expressed: 7,136,507 (representing 82.4312 % of the share capital). Total number of expressed votes (here-included the correspondence votes: 7,136,507. Total number of validly expressed votes: 7,136,507. By unanimity of expressed votes, respectively by a number of 7,136,507 “For” votes, representing 100.00% of the total votes cast, Item 9 c) is approved.

### ITEM 10

As a result of voting on the approval of the registration date advanced by the Board of Administration, respectively 30.06.2017 (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 29.06.2017, it was registered the following result:

<b>For</b>	<b>Against</b>	<b>Abstention</b>
7,136,507 (100.00%)	-	-



*Number of shares for which valid votes were expressed: 7,136,507 (representing 82.4312 % of the share capital). Total number of expressed votes (here-included the correspondence votes: 7,136,507. Total number of validly expressed votes: 7,136,507. By unanimity of expressed votes, respectively by a number of 7,136,507 “For” votes, representing 100.00% of the total votes cast, Item 10 is approved.*

OGMS Secretary  
Claudiu-Aurelian Popa, Ss. Illegible

Internal Auditor  
Manuela Stoica, S.s. Illegible

Technical Secretariate  
Adina Modoran, S.s. Illegible  
Alina Petrescu, S.s. Illegible  
Andreea Rusu, S.s. Illegible