

## DRAFT RESOLUTION

**RESOLUTION NO. 3**  
**OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)**  
**of “CONPET” S.A.**  
**dated 19.09.2017**

The Ordinary General Meeting of Shareholders of the Company CONPET S.A. headquartered in Ploiești, no. 1-3, Anul 1848 Street, registered at Trade Registry attached to Prahova Law Court under no. J29/6/1991, TIN RO1350020, with a subscribed and paid-up share capital amounting to 28,569,842.40 RON, convened pursuant to Art. 117 of Law no. 31/1990 regarding the companies, republished, subsequent amendments and additions and of the provisions of Article 16 of the updated Articles of Association of the company, following the debates of the shareholders, adopt today, during the meeting dated 19.09.2017 (in first call), the following

## RESOLUTION

1. By .....number of cast votes, approve/disapprove the election of a Secretary of the Ordinary General Meeting of Shareholders;
2. Takes note of the Biannual Report of the Board of Administration regarding the economic-financial activity of the company “CONPET” S.A. for the period January-June 2017, prepared in compliance with Art. 55 of EGO no. 109/ 2011 *regarding the Corporate Governance of the Public Enterprises*, accompanied by the Statement of the persons in charge and the Simplified interim financial statements at the date and for the six months period ended June 30<sup>th</sup> 2017, prepared according to International Accounting Standard 34 “Interim Financial Reporting”, as well as of the Report on the revision of the biannual interim financial statements addressed to the shareholders of the company “CONPET” S.A., prepared by BDO Audit S.R.L...
3. By .....number of cast votes, ascertains the limitation of the shareholders’ right to request for the payment of dividends related to 2009 – 2013, which have not been required up to



31.07.2017 and approve/disapprove the registration of value thereof in the revenues account of the Company.

4. By .....number of cast votes, approve/disapprove the date of **13.10.2017**, 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 **12.10.2017** ex- date.

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

- a) President of the meeting to sign the O.G.M.S. Resolution;
- b) Chairman of the Board of Administration to enforce 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.

Chairman of the general meeting

DAN WEILER

Representative of the Ministry of Energy

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Technical Secretariate

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***Note:** The representative of the majority shareholder executes this Resolution based on the Art.18, paragraph (18) of the Articles of Incorporation of "CONPET" S.A..*

*Resolution no.3/19.09.2017 of the Ordinary General Meeting of Shareholders of "CONPET" S.A. has been issued in 3 (three) original counterparts.*