

**THE DRAFT PROJECT**

**RESOLUTION NO.4**  
**OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)**  
**of the Company "CONPET" S.A. Ploiești**  
**dated 25.10.2017**

The Ordinary General Meeting of Shareholders of the Company "CONPET" S.A., company with registered offices in Ploiești, No. 1-3, Anul 1848 Street, registered at the Trade Registry Office attached to Prahova Law Court under no.J29/6/1991, Tax Identification Number RO1350020, with a subscribed and paid-up capital amounting to 28,569,842.40 RON convened under Art. 117 and Art. 119 of Law 31/1990 regarding companies, republished, subsequent amendments and completions, corroborated with the provisions of Art.16 of the updated Articles of Incorporation, adopts today, at the meeting dated 25.10.2017 (in first call), following the shareholders debates, the following

**RESOLUTION**

**Art. 1.** With ..... of cast votes, approves/ doesn't approve the election of Mrs./Mr.. .....as secretary of the Ordinary General Meeting of Shareholders.

**Art. 2.** With ..... of cast votes, approves/ doesn't approve the allocation of the amount of 85,000,000 RON as dividends, based on the provisions of Art. II and Art. III of EGO no. 29/ 2017, to the Company's shareholders, proportionally with the participation thereof to the share capital. The value of the gross dividend is of 9,81804506 RON/ share.

**Art. 3.** With ..... of cast votes, approves/ doesn't approve the settlement of the date of **28.11.2017** as **payment date** of the dividends due to the shareholders.

**4.** With .....of cast votes, approves/ doesn't approve that the dividends payment be performed in RON, the shareholders that are to benefit from the dividends being the ones registered in the Shareholders Registry (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 borne by the shareholders.

**Art. 5.** With ..... of cast votes, approves/ doesn't approve the mandates renewal of the members of CONPET S.A. Board of Administration, starting 29.11.2017, as follows:

1. Mr/Mrs....., non-executive administrator, citizen ....., domiciled in .....
2. Mr/Mrs....., non-executive administrator, citizen ....., domiciled in .....
3. Mr/Mrs....., non-executive administrator, citizen ....., domiciled in .....
4. Mr/Mrs....., non-executive administrator, citizen ....., domiciled in .....
5. Mr/Mrs....., non-executive administrator, citizen ....., domiciled in .....
6. Mr/Mrs....., non-executive administrator, citizen ....., domiciled in .....
7. Mr/Mrs....., executive administrator, citizen ....., domiciled in .....

**Art. 6.** With ..... of cast votes, approves/ doesn't approve stabilirea indemnizației fixe lunare brute a administratorilor neexecutivi, în cuantum de 10.210 lei/ lună, reprezentând de două ori media pe ultimele 12 luni a câștigului salarial mediu brut lunar pentru activitatea desfășurată conform obiectului principal de activitate înregistrat de Societate, la nivel de clasa conform clasificăției activităților din economia națională, comunicat de Institutul Național de Statistică anterior numirii.

**Art. 7.** With ..... of cast votes, approves/ doesn't approve The settlement of the fix gross monthly allowance of the non-executive administrators, in amount of 10,210 RON/ month, representing the average on the last 12 months of the gross monthly average earnings for the activity performed according to the core business registered by the Company, at the level of class as per the classification of the activities in the national economy, communicated by the National Statistics Institute prior to the appointment.



**Art. 8.** With ..... of cast votes, approves/ doesn't approve the form of the mandate contract that is to be concluded with CONPET S.A. administrators.

**Art. 9.** With ..... of cast votes, approves/ doesn't approve the form of the mandate contract that is to be concluded with CONPET S.A. administrators.

**Art. 10.** With ..... of cast votes, approves/ doesn't approve the registration date **10.11.2017** (serving at the identification of the shareholders who are to benefit from dividends or other rights and who fall under the effects of OGMS resolution), namely ex-date **09.11.2017**.

**Art. 11.** With ..... of cast votes, approves/ doesn't approve the empowerment:

- a) of the President of the general meeting for the execution of 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 and the update of Annex 1 to the Articles of Incorporation concerning the Company's administrators, as well as the execution and registration of the updated Articles of Incorporation.
- c) 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, the proxy to perform the above-mentioned diligence.

*President of the General Meeting*

DAN WEILER

S.s. illegible

The Representative of the Ministry of Energy

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S.s. Illegible

Technical Secretariat

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S.s. Illegible