



CONPET S.A., Romania

1-3 Anul 1848 Street, Ploiești 100559, Prahova
Tel: +40-244-401360; fax: +40-244-516451
TIN: RO 1350020; NACE Code 4950; CRN J29/6/22.01.1991
Subscribed and paid-up share capital 28 569 842.40 RON

No. 93 198 / 25.10.2017

**Current Report no. 16/2017
as per Law no. 24/2017 and CNVM Regulation no. 1/2006**

Date of the report

25.10.2017

Name of the Issuing Entity

CONPET S.A. Ploiești

Registered Office

No. 1-3, Anul 1848 Street, Ploiești

Phone/Facsimile/E-mail

0244/ 401360/ 516451/ 402385/

actionariat@conpet.ro

Sole Registration Number

1350020

No. at the Trade Registry

J29/6/22.01.1991

Subscribed and paid-up share capital

28,569,842.40 RON

Total No. of Shares

8,657,528 nominative shares

The regulated market where the issued securities are being traded: B.V.B., PREMIUM Category

Reporting significant events:

The Resolution of CONPET S.A. Ordinary General Meeting of Shareholders (OGMS) dated 25.10.2017 (in first call) regarding: approval of the election of Mr. Popa Claudiu - Aurelian as secretary of the Ordinary General Meeting of Shareholders; approval of the allocation of the amount of 85,000,000 RON, representing reserves from own financing sources and from retained earnings, as dividends, the value of the gross dividend being 9.81804506 RON/share; approval of the date of 28.11.2017 as payment date of the dividends due to the shareholders; approves 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 at 10.11.2017; decision not to approve the renewal of the mandates of the members of CONPET S.A. Board of Administration, starting 29.11.2017; decision not to approve the settlement of the monthly fixed gross allowance of the non-executive administrators, in amount of 10,210 RON/month; decision not to approve the settlement of the monthly fix gross allowance of the executive administrator, respectively six times 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; decision not to approve the form of the mandate contract that is to be concluded with CONPET S.A. administrators; decision not to approve to grant mandate to a shareholders' representative, in order to sign, on behalf of the Ordinary General Meeting of Shareholders of CONPET S.A., the mandate contract with the Company's administrators;



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approval of the date of 10.11.2017 as registration date 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/approval of ex-date 09.11.2017; approval of the empowerment of the President of the meeting/Chairman of the Board of Administration/Director General to sign the OGMS Resolution/enforce the OGMS Resolution / perform the necessary diligence in order to register and publish the OGMS Resolution, and to be granted the right to delegate.

The Ordinary General Meeting of Shareholders (OGMS) of CONPET S.A. called on 25.10.2017/26.10.2017 was held in first call, on 25.10.2017, starting 9 A.M., at the company's headquarters in Ploiești, no.1-3, Anul 1848 Street, following the fulfilment of the statutory –legal quorum conditions.

The general meeting was organized in compliance with the provisions of the Articles of incorporation of the Company, Companies'Law no. 31/1990, updated, further amendments and completions, as well as the legislation in force regarding the capital market.

The OGMS Convening Notice, approved by BoA Resolution no.13/19.09.2017, was published in the Official Gazette of Romania, Part IV. No. 3457/19.09.2017 and in „Romania Libera” newspaper, the edition of 19.09.2017, being submitted to the Bucharest Stock Exchange and the Financial Supervisory Authority as annexes to the Current Report no. 14/19.09.2017, report published on www.bvb.ro and www.conpet.ro.

As per the provisions of Article 17 para. (1) letter a) of the Articles of Incorporation, for the validity of the OGMS deliberations is necessary, in first call, the presence of the shareholders (here included the votes by correspondence) which represent at least half (1/2) of the total number of voting rights, and the OGMS decisions be taken with majority of the expressed votes.

At the OGMS session could participate the shareholders registered in the Shareholders Registry consolidated at the reference date 13.10.2017. Therefore, in the hall were present three shareholders legal persons, namely the representative of the Ministry of Energy - on behalf of the Romanian State acting as majority shareholder, holder of a number of 5,083,372 shares with nominal value of 3.30 RON, representing 58.7162% of the total number of shares/voting rights, respectively a share capital in amount of 16,775,127.6 RON, the representative of KJK Fund II SICAV - SIF, holder of a number of 611,933 shares with nominal value of 3.30 RON, representing 7.0682% of the total number of shares/voting rights, namely a share capital amounting to 2,019,378.9 RON, the representative of Fondul Proprietatea S.A., holder of a number of 524,366 shares with nominal value of 3.30 RON, representing 6.0568 % of the total number of shares/voting rights, namely a share capital amounting to 1,730,407.8 RON, as well as 3 shareholders natural persons, holders of a number of 201 shares with nominal value of 3.30 RON, representing 0.0023% of the total number of shares/voting rights, respectively a share capital amounting to 663.3 RON.

For the OGMS meeting, 5 shareholders submitted correspondence voting bulletin, holders of a number of 745,579 shares/voting right, representing 8.6119% of the total number of shares/voting right, respectively a share capital in amount of 2,460,410.7 RON.

Consequently, the total number of voting rights in the OGMS (where have been also included the votes exercised by correspondence) was 6,965,451 and corresponds to a number of 6,965,451 shares with nominal value 3.3 RON each, representing 80.4554% of the total number of shares/voting rights, namely a share capital amounting to 22,985,988.3 RON.

Based on the materials related to the OGMS Agenda, considering the mandate of the representatives of the Ministry of Energy, the mandate of the representative of KJK Fund II SICAV – SIF, the mandate of the representative of FONDUL PROPRIETATEA S.A., as well as the vote



exercised by correspondence, following the debates and proposals formulated by the shareholders during the meeting, was issued the OGMS Resolution no.4/2017, with the following contents:

**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. Approves the election of Mr. Popa Claudiu-Aurelian (representative of the Ministry of Energy) as Secretary of the Ordinary General Meeting of Shareholders.

Art. 2. Approves the allocation of the amount of 85,000,000 RON, representing reserves from own financing sources and from retained earnings, respectively:

- 81,468,378.81 RON recorded in the account "Other reserves representing own financing sources";
- 3,531,621.19 RON as retained earnings coming from the transition to IFRS (less IAS 29)"

as dividends, the value of the gross dividend being **9.81804506 RON/ share**.

Art. 3. Approves the settlement of the date of **28.11.2017** as **payment date** of the dividends due to the shareholders.

Art. 4. Approves 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 date of **10.11.2017**, as 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 and the expenditure incurred by the payment of dividends shall be borne by the shareholders.

Art. 5. Does not approve the renewal of the mandates of the members of CONPET S.A. Board of Administration, starting 29.11.2017.

Art. 6. Does not approve the settlement of the monthly fixed gross allowance of the non-executive administrators, in amount of 10,210 RON/ month, representing twice 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. 7. Does not approve the settlement of the monthly fixed gross allowance of the executive administrator, respectively six times 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. Does not approve the form of the mandate contract that is to be concluded with CONPET S.A. administrators.



Art. 9. Does not approve granting mandate to a shareholders' representative, in order to sign, on behalf of the Ordinary General Meeting of Shareholders of CONPET S.A., the mandate contract with the Company's administrators.

Art. 10. Approves the settlement of the date of **10.11.2017** as registration date (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. Approves 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 in order to enforce the resolution of the Ordinary General Meeting of Shareholders, as per the legal provisions.
- 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 within the company, the proxy to perform the above-mentioned diligence.

DIRECTOR GENERAL

Eng. ILAŞI Liviu

S.s. Illegible, Stamp

Head of the Corporate Governance, Strategy and Management Systems

Eng. MARUSSI Mădălina

S.s. Illegible

Head of the Corporate Governance

Econ. Bogdan PÎNZARIU

S.s. Illegible

