

DRAFT RESOLUTION

RESOLUTION NO. 5
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)
of the company “CONPET” S.A. Ploiești
dated 28.11.2017

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, Taxpayer Identification Number RO1350020, with a subscribed and paid-up share capital amounting to 28,569,842.40 RON, convened pursuant to Art. 117 and Art. 119 of Law no. 31/1990 regarding the companies, republished, subsequent amendments and additions, corroborated with the provisions of Art. 16 of the updated Articles of Association of the company, following the debates of the shareholders, adopt today, during the meeting dated 28.11.2017 (in first call), the following

RESOLUTION

Art. 1. Approves the election of Ms./Mr.acting as Secretary of the Ordinary General Meeting of Shareholders.

Art. 2. Appoints, following the application of the cumulative vote, the following provisional administrators:

- i)** [●], citizen [●], born in [●], at the date [●], domiciled in [●], identified by [●] series [●] no. [●], issued by [●] at the date [●], with PIN [●], [●] cumulated votes
- ii)** [●], citizen [●], born in [●], at the date [●], domiciled in [●], identified by [●] series [●] no. [●], issued by [●] at the date [●], with PIN [●], [●] cumulated votes
- iii)** [●], citizen [●], born in [●], at the date [●], domiciled in [●], identified by [●] series [●] no. [●], issued by [●] at the date [●], with PIN [●], [●] cumulated votes

- iv) [●], citizen [●], born in [●], at the date [●], domiciled in [●], identified by [●] series [●] no. [●], issued by [●] at the date [●], with PIN [●], [●]cumulated votes
- v) [●], citizen [●], born in [●], at the date [●], domiciled in [●], identified by [●] series [●] no. [●], issued by [●] at the date [●], with PIN [●], [●]cumulated votes
- vi) [●], citizen [●], born in [●], at the date [●], domiciled in [●], identified by [●] series [●] no. [●], issued by [●] at the date [●], with PIN [●], [●]cumulated votes
- vii) [●], citizen [●], born in [●], at the date [●], domiciled in [●], identified by [●] series [●] no. [●], issued by [●] at the date [●], with PIN [●], [●]cumulated votes

Are deemed revoked the following Board of Administration members: [●].

They have not been reconfirmed due to the application of the cumulative vote, their mandate ceasing as a consequence at the date of this OGMS, as per the provisions of art. 124 para.(5) of CNVM Regulation no. 1/2006.

(The list of the candidates proposed for the shareholder Ministry of Energy will be submitted up to the date mentioned in the Convening Notice.)

Art. 3. Is being set the duration of the provisional administrators' duration nominated at item 2 of the Agenda, namely 4 months or until the termination of the selection procedure stipulated by EGO no. 109/2011 regarding the corporate governance of the public enterprises, approved with amendments and additions by Law no. 111/2016, in case this takes place earlier than 4 months as of the appointment of the provisional administrators;

Art. 4. Is being approved the contract of mandate for the provisional administrators in the annexed form;

Art. 5. Is being set the monthly fixed gross allowance of the provisional administrators appointed based on the cumulative vote method, equivalent with 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. 6. Is being appointed Ms./Mr.....representative of the Ministry of Energy in order to sign the mandate contracts for the provisional administrators appointed at item 2 of the Agenda;

Art. 7. Is being set the date of 19.12.2017 as registration date of the shareholders who will be affected by the effects of the Resolution of the Ordinary General Meeting of Shareholders and of the date of 18.12.2017- as ex-date.

Art. 8. Approves the empowerment:

a) of the President of the Ordinary General Meeting of Shareholders for the execution of OGMS resolution

b) of the Director General to perform the necessary diligence in order to register the OGMS Resolution and the updated Articles of Incorporation 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.

Art. 9. Is being approved the empowerment of the Chairman of the Board of Administration to enforce the OGMS Resolution, as per the legal provisions and update Annex 1 to the Articles of Incorporation regarding the Company's administrators, as well as to execute and register the updated Articles of Incorporation.

Art. 10. Approves to extend, by addendum, the insurance period contained in the professional liability insurance policy of the administrator and Director General concluded with Generali Reasigurare Asigurare S.A., respectively up to the end of the selection procedure provided by EGO no. 109/2011 regarding the corporate governance of the public enterprises, approved with amendments and completions by Law no. 111/2016, but no later than 30.04.2018.

Chairman of the General Meeting

DAN WEILER

Representative of the Ministry of Energy

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Technical Secretariat

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