

No. 48559 / 28.11.2017

**Current Report no. 19/ 2017**  
**As per Law no. 24/ 2017 and CNVM Regulation no. 1/2006**

**Date of the report:**

**28.11.2017**

**Name of the issuing entity:**

**CONPET S.A. Ploiești**

**Registered offices:**

**No. 1-3, Anul 1848 Street, Ploiești**

**Telephone/facsimile/email:**

**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 number of shares:**

**8,657,528 nominative shares**

**The regulated market where the issued securities are being traded:**

**B.S.E., PREMIUM Category**

**Reporting significant events:**

**I. Resolution of CONPET S.A. Ordinary General Meeting of Shareholders (O.G.M.S.) dated 28.11.2017**

**II. Election of Constantin Văduva in the capacity of Chairman of CONPET S.A. Board of Administration**

**The Resolution of the Ordinary General Meeting of Shareholders (O.G.M.S.) of CONPET S.A. dated 28.11.2017 (in first call) regarding:** the approval of the election of Alexandru Prepelită (representative of the Ministry of Energy) as Secretary of the Ordinary General Meeting of Shareholders; appointment, following the application of the cumulative vote, of the provisional administrators; settlement of the duration of the mandate of the provisional administrators; approval of the mandate contract for the provisional administrators in the form proposed by the address of the Ministry of Energy no. 104319/TPF/24.10.2017, form published on the company's site; settlement of the monthly fixed gross allowance for the provisional administrators; appointment of Mr. Alexandru Prepelită for the execution of the mandate contracts for the provisional administrators; settlement of the date of 19.12.2017 as registration date and the date of 18.12.2017 as ex-date; approval of the empowerment of the Chairman of the meeting / Director General to sign the OGMS Resolution/ to perform the necessary diligence in order to register the OGMS resolution and the updated Articles of Incorporation and the publishing of the OGMS Resolution, as well as to be granted the right to delegate; approval of the empowerment of the Chairman of the Board of Administration to enforce the OGMS Resolution, update Annex 1 to the



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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

Articles of Incorporation with regards to the Company's administrators, as well as to sign and register the updated Articles of Incorporation; approval to extend, by addendum, the period of professional liability insurance of the administrators and the Director General concluded with Generali Reasigurare Asigurare S.A., namely up to the completion of the selection procedure provided in 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.

The Ordinary General Meeting of Shareholders (OGMS) of CONPET S.A. called on 28.11.2017/29.11.2017 was held in first call, on 28.11.2017, 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.15/25.10.2017, was published in the Official Gazette of Romania, Part IV. No. 4101/27.10.2017 and in „Romania Libera” newspaper, the edition of 27.10.2017, being submitted to the Bucharest Stock Exchange and the Financial Supervisory Authority as annexes to the Current Report no. 17/25.10.2017, report published on [www.bvb.ro](http://www.bvb.ro) and [www.conpet.ro](http://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 17.11.2017. Therefore, in the hall were present one shareholder legal person, 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, as well as 4 shareholders natural persons, holders of a number of 321 shares with nominal value of 3.30 RON, representing 0.00370% of the total number of shares/voting rights, respectively a share capital amounting to 1059.3 RON.

For the OGMS meeting, 5 shareholders submitted correspondence voting bulletin, holders of a number of 1,837,021 shares/voting right, representing 21.2187% of the total number of shares/voting right, respectively a share capital in amount of 6,062,169.3 RON.

Consequently, the total number of voting rights in the OGMS (where have been also included the votes exercised by correspondence) was 6,920,714 and corresponds to a number of 6,920,714 shares with nominal value 3.3 RON each, representing 79.93868% of the total number of shares/voting rights, namely a share capital amounting to 22,838,356.2 RON.

Based on the materials related to the OGMS Agenda, considering the mandate of the representatives of the Ministry of Energy, 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.5/2017, with the following contents:



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**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., 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 28.11.2017 (in first call), following the shareholders debates, the following:

**RESOLUTION**

**Art. 1.** Approves the election of Mr. Alexandru Prepelită (representative of the Ministry of Energy) as Secretary of the Ordinary General Meeting of Shareholders.

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

- i) Văduva Constantin, Romanian citizen, domiciled in Bucharest, economist, 5,950,890 cumulated votes;
- ii) Stan - Olteanu Manuela - Petronela, Romanian citizen, domiciled in Ilfov County, Voluntary City, jurist, 5,949,900 cumulated votes;
- iii) Iacob Constantin - Ciprian, Romanian citizen, domiciled in Dâmbovița, 5,950,000 cumulated votes;
- iv) Spînu Antonio-Adrian, Romanian citizen, domiciled in Prahova County, City of Ploiești, jurist, 5,949,950 cumulated votes;
- v) Popa Claudiu - Aurelian, Romanian citizen, domiciled in Ilfov County, Roșu Village, jurist, no. 5,949,850 cumulated votes;
- vi) Bugică Radu, Romanian citizen, domiciled in Ilfov County, Voluntary City, economist, 6,546,695 cumulated votes;
- vii) Lefter Răzvan Ștefan, Romanian citizen, domiciled in Bucharest, economist, 6,286,162 cumulated votes.



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Are deemed revoked the following Board of Administration members: Mr. Liviu Ilași, Mr. Weiler Dan, Mr. Meșca Darius - Dumitru, Ms. Chiriac Cristiana, Ms. Gheorghe Roxana - Elena. They have not been reconfirmed following the application of the cumulative vote, the mandate thereof ending, by way of consequence at the date of this OGMS, as per the provisions of Article 124, para. (5) of CNVM Regulation no. 1/2006.

**Art. 3** Sets the duration of the mandate of the provisional administrators appointed at item 2 of the Agenda, of 4 months, or until the conclusion of the selection procedure stipulated in the EGO no.109/2011 regarding the corporate governance of the public enterprises, approved with amendments and completions pursuant to Law no. 111/2016, unless it takes place earlier than 4 months as of the appointment of the provisional administrators.

**Art. 4.** Approves the mandate contract for the provisional administrators in the form proposed by the address of the Ministry of Energy no.104319/TPF/24.10.2017 by which was requested the call of the Ordinary General Meeting of Shareholders, form published on the company's site.

**Art. 5.** Settles the monthly fixed gross allowance for the provisional administrators elected by cumulative vote, equal with two times the average on the last 12 months of the monthly gross average earnings for the activity performed according to 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.** Appoints Mr. Alexandru Prepelită, representative of the Ministry of Energy for the execution of the mandate contracts for the provisional administrators appointed at item 2 of the Agenda.

**Art. 7.** Settles the date of 19.12.2017 as registration date proposed by the Board of Administration, serving at the identification of the shareholders falling under the effects of the resolution of the Ordinary General Meeting of Shareholders and 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 the OGMS resolution.

b) of the Director General to perform the necessary diligence in order to register the resolution of the Ordinary General Meeting of Shareholders and the updated Articles of Incorporation, at the Trade Register Office attached to Prahova Law Court, 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.** Approves the empowerment of the Chairman of the Board of Administration to enforce the resolution of the Ordinary General Meeting of Shareholders, as per the legal provisions and update the Annex 1 to the Articles of Incorporation with regards to the Company's administrators, as well as to register the updated Articles of Incorporation.



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**Art. 10.** Approves the extension, by addendum, of the period of professional liability insurance of the administrators and the director general concluded with Generali Reasigurare Asigurare S.A., namely up to the completion of the selection procedure provided in 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.

**II. Election of Mr. Constantin Văduva in the capacity of Chairman of CONPET S.A. Board of Administration**

The provisional members of the Board of Administration of CONPET S.A. appointed by the OGMS Resolution dated 28.11.2017, have approved the appointment of Mr. Constantin Văduva in the capacity of Chairman of the Board of Administration starting 28.11.2017. The mandate duration of the Chairman of the Board of Administration is 4 months, namely up to 28.03.2018, or until the completion of the administrators' selection procedure provided in the EGO no. 109/2011 regarding the corporate governance of the public enterprises, approved with amendments and completions by Law no. 111/2016, if this takes place earlier than 4 months as of the appointment of the provisional administrators.

**DIRECTOR GENERAL**

Eng. ILAȘI 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



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