

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 Prepelică (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:

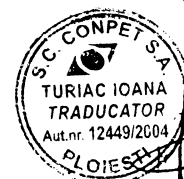
i) Văduva Constantin, Romanian citizen, domiciled in Bucharest, economist, 5,950,890 cumulated votes;

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.

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.

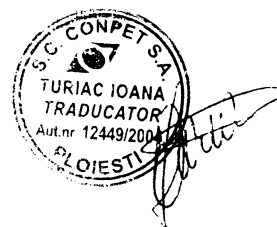
Art. 3 Sets the duration of the mandate of the provisional administrators appointed at item 2 of the Agenda, of 4 months, or until the conclusion of the selection procedure stipulated in the EGO no.109/2011 regarding the corporate governance of the public enterprises, approved with amendments and completions 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 Prepelică, 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.

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.

Chairman of the General Meeting

DAN WEILER

S.s. illegible

The Representative of the Ministry of Energy

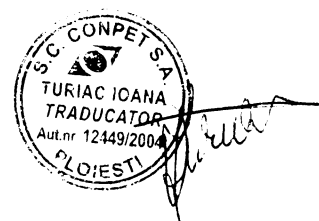
Alexandru Prepelîță

S.s. illegible

Technical Secretariat

Adina Modoran S.s. illegible

Andreea Rusu S.s. illegible



Note: The representative of the majority shareholder signs this resolution based on Art.18, Para (18) of the Article of Incorporation of “CONPET S.A.” Resolution no.5/28.11.2017 of the Ordinary General Meeting of Shareholders of “CONPET” S.A. was issued in 3 (three) original copies.



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