
DRAFT RESOLUTION**RESOLUTION NO. 1**
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)
of “CONPET” S.A.
dated 05.03.2018

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, TIN RO1350020, with a subscribed and paid-up share capital amounting to 28,569,842.40 RON, convened pursuant to the provisions of Law no. 31/1990 regarding the companies, republished, subsequent amendments and additions, as well as the applicable legislation regarding the capital market and issuers of financial instruments and market operations, corroborated with the provisions of Article (16) of the updated Articles of Association of the company, following the debates of the shareholders, adopt today, during the meeting dated 05.03.2018 (in first call), the following

RESOLUTION

Art. 1. Approve the election of mrs/mr.....as Secretary of the Ordinary General Meeting of Shareholders;

Art.2. Appoint Mrs/Mr., romanian citizen, domiciled in.....,(profession) as provisional administrator of the Company CONPET S.A., in the place of Mr. Matei Ion Cristian, provisional administrator appointed by the Board of Administration, in compliance with the provisions of the Art. 1372 of Law no. 31/1990 regarding the companies, republished, subsequent amendments and additions, whose mandate terminates upon the OGMS meeting.

Art. 3. Sets the mandate duration for the provisional administrator appointed at item 2 of the Agenda, respectively up to 28.03.2018 or until the completion of the selection procedure stipulated 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 prior to the date of expiry of the mandate of the provisional administrator.

Art.4. Establishes the monthly fixed gross allowances of the provisional administrators stipulated in the administration contracts concluded with the company CONPET S.A., recalculated pursuant to the provisions of article 18 of the EGO no. 90/2017, as to provide the maintenance of the level of the monthly fixed net allowance valid at the appointment date, for harmonizing with the new binding social contributions due as per the Law no. 227/2015, further amendments and completions, as amended pursuant to EGO no.79/2017 for the amendment and completion of Law no. 227/2015 regarding the Fiscal Code, which is to augment by 20.61%, namely from 10,210 RON to 12,314 RON.

Art. 5. Establishes the monthly fixed gross allowance of the provisional administrator appointed at item 2 of the Agenda, within the quantum that is to be approved by OGMS at item 4 of the Agenda for the provisional administrators in capacity as it is being recalculated based on the provisions of Art. 18 of the EGO no. 90/2017 (calculated based on the 12 months average of the gross medium earnings for the activity carried out as per the core business registered by the Company, at the level of class pursuant to the classification of the activities in the national economy, communicated by the National Institute of Statistics, prior to the appointment, namely the address of the National Institute of Statistics registered under no.34977/14.09.2017), for the compliance with the new binding social contributions due as per Law no.227/2015, subsequent amendments and completions, as it was amended by EGO no.79/2017 for the amendment and completion of Law no.227/2015 with regards to the Fiscal Code.

Art. 6. Approves the form and content of the Addendum to the administration contracts of the provisional administrators in capacity, according to item 4 of the Agenda regarding the settlement of the monthly fixed gross allowance recalculated as per the law.

Art. 7. Grants mandate to Mrs/Mras representative of the Ministry of Energy to sign the Addendum to the administration contracts concluded with the provisional administrators in capacity of the company “CONPET” S.A..

Art. 8. Approves the administration contract for the provisional administrator appointed at item 2 of the Agenda, in the form approved pursuant to the OGMS Resolution no. 5/28.11.2017 for the other provisional administrators of the Company; the monthly fixed gross allowance is to be the one stipulated in the OGMS at item 5 of the Agenda.

Art. 9. Appoints Mrs/Mr..... as representative of the Ministry of Energy to sign the contract of administration for the provisional administrator appointed at item 2 of the Agenda.

Art. 10. Establishes the general limits of the monthly fixed gross allowance of the Director General, recalculated based on the provisions of Art. 18 of EGO no. 90/2017, as to provide the maintenance of the level of the monthly fixed net allowance valid at the appointment date, for

harmonizing with the new binding social contributions due as per the Law no.227/2015, further amendments and completions, as amended pursuant to EGO no. 79/2017 for the amendment and completion of Law no.227/2015 regarding the Fiscal Code, namely:

a) Establishes the minimum amount which is 5 times the average within the 12 months of the gross average earnings for the activity performed as per 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; this is to increase by 19.9%, from 25,635 RON to 30,736 RON.

b) Establishes the maximum amount which is 6 times the average within the 12 months of the gross average earnings for the activity performed as per 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; this is to augment by 19.9%, from 30,762 RON to 36,884 RON.

Art. 11. Approves the Investments Program for 2018 (annexes 1, 2 and 3).

Art. 12. Approves the Revenues and Expenditure Budget related to 2018, Annex no. 1, accompanied by the Substantiation annexes no. 2-5.

Art. 13. Establishes the date of 22.03.2018 as registration date advanced by the Board of Administration, respectively ex-date 21.03.2018.

Art. 14. Approves the Empowerment:

a) of the President of the meeting of the Ordinary General Meeting of Shareholders to sign the OGMS Resolution;

b) 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 Annex 1 to the Articles of Incorporation regarding the Company's Administrators, as well as to sign and register the updated Articles of Incorporation.

c) 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, publish it 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. 15. * Takes act of the Report no. 2639/19.01.2018 to the GMS, requested by the Ministry of Energy pursuant to letter no. 263117/08.11.2017 regarding the preventive measures adopted within the last 12 months by the company CONPET S.A. in compliance with the norms regarding work safety and security.

** (Note: The report is posted in OGMS documents 05.03.2018 in order to be brought to the knowledge of the shareholders and to be debated in the OGMS, not being included on the published Agenda).*

Chairman of the General Meeting

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Representative of the Ministry of Energy

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Technical Secretariate

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