



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. 8688 / 05.03.2018

**Current Report no. 8/2018**

As per Law no. 24/2017 and CNVM Regulation no. 1/2006

<b>Date of the report:</b>	<b>05.03.2018</b>
<b>Name of the issuing entity:</b>	<b>CONPET S.A. Ploiești</b>
<b>Registered offices:</b>	<b>No. 1-3, Anul 1848 Street, Ploiesti</b>
<b>Telephone/facsimile/email:</b>	<b>0244/ 401360/ 516451/ 402385/ <u>actionariat@conpet.ro</u></b>
<b>Tax Identification Number:</b>	<b>1350020</b>
<b>No. at the Trade Registry:</b>	<b>J29/6/22.01.1991</b>
<b>Subscribed and paid-up share capital:</b>	<b>28,569,842.40 RON</b>
<b>Total number of shares:</b>	<b>8,657,528 nominative shares</b>
<b>The regulated market where the issued securities are being traded:</b>	<b>B.S.E., PREMIUM Category</b>

**Reporting significant events:**

**The Resolution of the Ordinary General Meeting of Shareholders (OGMS) of CONPET S.A. dated 05.03.2018 (in first call) regarding:** approval of the election of Mr. Prepeliță Alexandru (representative of the Ministry of Energy) as Secretary of the Ordinary General Meeting of Shareholders; appointment of Mr. Matei Ion-Cristian as provisional administrator of the Company CONPET S.A.; settlement of the mandate duration for Mr. Matei Ion-Cristian; establishment that the monthly fixed gross allowances of the administrators be the ones approved upon their taking office, recalculated pursuant to the provisions of Article 18 of the EGO no. 90/2017, as to be provided the maintenance of the level of the monthly net fixed allowance valid at the date of appointment; establishment that the monthly fixed gross allowance of Mr. Matei Ion - Cristian, provisional administrator, be within the quantum approved pursuant to the OGMS Resolution no. 5/28.11.2017, calculated based on the provisions of Art. 18 of the EGO no. 90/2017; approval of the conclusion of an Addendum to the administration contracts of the provisional administrators in capacity, in the form and bearing the content provided on the company's website, having as scope the settlement of the monthly fixed gross allowance recalculated as per the law; granting mandate to Mr. Prepeliță Alexandru, 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.; approval of the administration contract for Mr. Matei Ion-Cristian, provisional administrator, 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 by Art. 5 of this OGMS Resolution; granting mandate to Mr. Prepeliță Alexandru, representative of the Ministry of Energy, to sign the contract of administration for Mr. Matei Ion-Cristian, provisional administrator; non-approval of the settlement of the general limits of the monthly fixed gross allowance of the Director General, the attribute in respect of a decision to amend/recalculate the Director General's allowance, within the general limits previously set by the OGMS, being a matter of the Board of Administration; approval of the Investments Program for 2018 (annexes 1, 2 and 3); approval of the Revenues and Expenditure Budget related to 2018, Annex no. 1, accompanied by the Substantiation annexes no. 2-5; approval of the extension of the mandate of the administrators in capacity at 28.03.2018, by a two months' period, respectively, until 28.05.2018; approval of the conclusion of the Addenda to the administration contracts approved pursuant to the OGMS Resolution no. 5/28.11.2017 for the



e-mail: [conpet@conpet.ro](mailto:conpet@conpet.ro)  
[www.conpet.ro](http://www.conpet.ro)





extension, by a two months' period, of the mandates' duration of the provisional administrators in capacity at 28.03.2018; Granting mandate to Mr. Prepeliță Alexandru, representative of the Ministry of Energy, to sign the Addenda to the administration contracts regarding the extension, by two months' period, of the duration of the mandates of the provisional administrators in capacity at 28.03.2018; approval of the initiation of the procedure for the selection of the administrators of the company CONPET S.A. and granting mandate to the Board of Administration of the Company CONPET S.A. to initiate and carry out the selection procedure of the Company's administrators; establishment of the date of 22.03.2018 as registration date, respectively 21.03.2018 as ex-date; approval of the empowerment of the President of the OGMS meeting/ Chairman of the Board of Administration/ Director General to sign the OGMS resolution/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 sign and register the updated Articles of Incorporation/ perform the necessary diligence in order to register the OGMS Resolution and the updated Articles of Incorporation and publishing of the OGMS Resolution, as well as to grant the right to delegate; 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, report discussed during the OGMS meeting.

The Ordinary General Meeting of Shareholders (OGMS) of CONPET S.A. called on 05.03.2018/06.03.2018 was held in first call, on 05.03.2018, starting 9 A.M., at the company's headquarters in Ploiesti, 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.02/30.01.2018, was published in the Official Gazette of Romania, Part IV, no. 419/31.01.2018 and in „Romania Libera” newspaper, the edition of 02.02.2018, being submitted to the Bucharest Stock Exchange and the Financial Supervisory Authority as annex to the Current Report no. 3/30.01.2018, report published on [www.bvb.ro](http://www.bvb.ro) and [www.conpet.ro](http://www.conpet.ro).

The OGMS Convening Notice comprising the supplemented Agenda, approved by Telephone Note no. 1/15.01.2018, following the request of the shareholder Ministry of Energy to introduce four new additional items, was published in the Official Gazette of Romania no. 695/19.02.2018, part IV and respectively in “Romania Liberă” newspaper, the edition of 19.02.2018 and submitted to the Bucharest Stock Exchange and the Financial Supervisory Authority as annex to the Current Report no. 6/16.02.2018, 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 resolutions 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 22.02.2018. Therefore, in the hall were present one two 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 and the representative of Fondul Proprietatea S.A., a shareholder holding a number of 524,366 shares with nominal value of 3.30 RON, representing 6.0568% of the total number of shares/voting rights, respectively a share capital in amount of 1,730,407.8 RON, as well as 2 shareholders natural persons, holders of a number of 161 shares with nominal value of 3.30 RON, representing 0.0018% of the total number of shares/voting rights, respectively a share capital amounting to 531.3 RON.

For the OGMS meeting, 2 shareholders submitted correspondence voting bulletin, holders of a number of 698,216 shares/voting rights, representing 8.0648% of the total number of shares/voting rights, respectively a share capital in amount of 2,304,112.8 RON.



Consequently, the total number of voting rights in the OGMS (where have been also included the votes exercised by correspondence) was 6,306,115 and corresponds to a number of 6,306,115 shares with nominal value 3.3 RON each, representing 72.8396% of the total number of shares/voting rights, namely a share capital amounting to 20,810,179.5 RON.

Based on the materials related to the OGMS Agenda, considering the mandate of the representative of the Ministry of Energy, 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.1/2018, with the following contents:

**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 Register Office 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 shareholders' debates, adopts today, during the meeting dated 05.03.2018 (in first call), the following**

**RESOLUTION**

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

**Art.2.** Appoint Mr. Matei Ion-Cristian, Romanian citizen, domiciled in Ploiestiori Village, Blejoi Commune, Prahova County, Engineer, as provisional administrator of the Company CONPET S.A..

**Art. 3.** Sets the mandate duration for Mr. Matei Ion-Cristian, 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 that the monthly fixed gross allowances of the provisional administrators shall be the ones approved upon their taking office, recalculated pursuant to the provisions of Article 18 of the EGO no. 90/2017, 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, as to be provided the maintenance of the level of the monthly net fixed allowance valid at the date of appointment.

**Art. 5.** Establishes that the monthly fixed gross allowance of the provisional administrator appointed at item 2 of the Agenda shall be within the quantum approved pursuant to the OGMS Resolution no. 5/28.11.2017, calculated based on the provisions of Art. 18 of the EGO no. 90/2017, for harmonizing 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 conclusion of an Addendum to the administration contracts of the provisional administrators in capacity, in the form and bearing the content provided on the company's website, having as scope item 4 of the Agenda regarding the settlement of the monthly fixed gross allowance recalculated as per the law.



**Art. 7.** Grants mandate to Mr. Prepeliță Alexandru, 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., approved at item 6 on the Agenda.

**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 by the OGMS at item 5 of the Agenda.

**Art. 9.** Grants mandate to Mr. Prepeliță Alexandru, 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.** Does not approve the settlement of the general limits of the monthly fixed gross allowance of the Director General, the attribute in respect of a decision to amend/recalculate the Director General's allowance, within the general limits previously set by the OGMS, being a matter of the Board of Administration.

**Art. 11.** Approves the Investments Program for 2018 (annexes 1, 2 and 3), structured as follows:

- Total value 76,625 thousand RON, out of which:
  - o Objectives in progress 65,101 thousand RON
  - o New objectives 11,524 thousand RON.

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

- Total revenues, out of which: 417,692 thousand RON
  - o Operating revenues 416,134 thousand RON
- Total expenses, out of which: 345,513 thousand RON
  - o Operating Expenses 345,413 thousand RON
- Gross result, out of which: 72,179 thousand RON (profit)
  - o Profit after taxation 60,668 thousand RON.

**Art. 13.** Approves the extension of the mandate of the administrators in capacity at 28.03.2018, by a two months' period, respectively, until 28.05.2018;

**Art. 14.** Approves the conclusion of the Addenda to the administration contracts approved pursuant to the OGMS Resolution no. 5/28.11.2017 for the extension, by a two months' period, of the mandates' duration of the provisional administrators in capacity at 28.03.2018;

**Art. 15.** Grants mandate to Mr. Prepeliță Alexandru, representative of the Ministry of Energy, to sign the Addenda to the administration contracts regarding the extension, by two months' period, of the duration of the mandates of the provisional administrators in capacity at 28.03.2018, approved at item 14 of the Agenda;

**Art. 16.** Approves the initiation of the procedure for the selection of the company's administrators and granting mandate to the Board of Administration of the Company CONPET S.A. to initiate and carry out the selection procedure of the Company's administrators.

**Art. 17** Establishes the date of 22.03.2018 as registration date advanced by the Board of Administration, respectively ex-date 21.03.2018.

**Art. 18.** 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.



**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

**Art. 19.** Takes note 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, report discussed during the OGMS meeting.

**Director General**

Eng. Dan - Silviu BACIU, M.B.A.  
S.s. Illegible, Stamp

**Deputy Director General 1**

Jurist Mihaela Anamaria DUMITRACHE  
S.s. Illegible

**Head of Corporate Governance**

Econ. Bogdan PÎNZARIU  
S.s. Illegible



e-mail: [conpet@conpet.ro](mailto:conpet@conpet.ro)  
[www.conpet.ro](http://www.conpet.ro)

