



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. 15959 / 26.04.2018

**Current Report no. 17/ 2018**  
**As per Law no. 24/ 2017 and CNVM Regulation no. 1/2006**

<b>Date of the report:</b>	<b>26.04.2018</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, Ploiești</b>
<b>Telephone/facsimile/email:</b>	<b>0244/ 401360/ 516451/ 402385/ <a href="mailto:actionariat@conpet.ro">actionariat@conpet.ro</a></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:**

**Resolution of the Ordinary Meeting of Shareholders (O.G.M.S.) of CONPET S.A. dated 26.04.2018 (in first call)**

The Ordinary General Meeting of Shareholders (O.G.M.S.) of CONPET S.A. called on 26.04.2018/27.04.2018 was held in first call, on 26.04.2018, 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 OGMS Convening Notice, approved by BoA Resolution no. 06/20.03.2018, was published in the Official Gazette of Romania, Part IV, no. 1186/22.03.2018 and in „Romania Libera” newspaper, the edition of 22.03.2018, being submitted to the Bucharest Stock Exchange and the Financial Supervisory Authority as annex to the Current Report no. 11/20.03.2018, 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.



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At the OGMS session could participate the shareholders registered in the Shareholders Registry consolidated at the reference date 17.04.2018. Therefore, in the hall were present 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 SIF BANAT-CRISANA S.A., a shareholder holding a number of 562,740 shares with nominal value of 3.30 RON, representing 6.5% of the total number of shares/voting rights, respectively a share capital in amount of 1,857,042 RON, as well as 3 shareholders natural persons, holders of a number of 91 shares with nominal value of 3.30 RON, representing 0.0011% of the total number of shares/voting rights, respectively a share capital amounting to 300.3 RON.

For the OGMS meeting, 4 shareholders submitted correspondence voting bulletin, holders of a number of 766,606 shares/voting rights, representing 8.8548% of the total number of shares/voting rights, respectively a share capital in amount of 2,529,799.8 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 SIF BANAT-CRISANA 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.2/2018, with the following contents:

## RESOLUTION NO. 2

### OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)

Of the Company "CONPET" S.A. Ploiești

dated 26.04.2018

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



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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 26.04.2018 (in first call), the following

#### RESOLUTION

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

**Art. 2.** Approves the financial statements for the financial year ended on December 31<sup>st</sup>, 2017, prepared according to the applicable accounting regulations, based on the Annual Report of the administrators for the financial year 2017 and on the Report of the financial auditor BDO Audit S.R.L. on the annual financial statements of CONPET S.A. Company.

**Art. 3.** Regarding the allocation of the net profit associated with the financial year 2017 and of certain amounts of the retained earnings, settling the gross dividend per share and the date of payment of the dividends to the shareholders, the OGMS decides the followings:

a) Approves the allocation, on the legal destinations, of the net profit left following the deduction of the income tax at December 31<sup>st</sup>, 2017, reinstated with the provision for the employees' share of profit, amounting to 77,356,774 RON, respectively on the following destinations:

- Other allocations stipulated by law - exemption from the payment of the reinvested income tax: 1,352,092 RON;
- Coverage of the retained earnings representing loss: 255,137 RON
- Employees' share of profit: 2,969,000 RON
- Dividends due to shareholders: 69,621,097 RON
- Profit allocated for the establishment of other reserves, respectively for own financing sources: 3,159,448 RON

as well as the approval of the allocation of the retained earnings, representing surplus achieved from revaluation reserves in amount of 5,431,430 RON, for the coverage of the carried-forward loss resulted from the correction of the accounting errors and respectively, the transition to the



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application of IFRS, less IAS 29, in compliance with the provisions of G.O. 64/2001.

- b) Sets the value of the gross dividend proposed to be distributed to the shareholders, in amount of 8.04168315 RON/share.
- c) Sets the date of 28.06.2018 as date of payment of the dividends.
- d) The dividends will be paid in RON, the shareholders who are to benefit of dividends being the ones registered in the Shareholders' Registry (kept by "Depozitarul Central" S.A.) at the registration date established by the General Meeting of Shareholders, and the dividends' payment method will be notified to the shareholders prior to the starting date of such payment. The expenses related to the payment of dividends are borne by the shareholders.

**Art. 4.** Approves the discharge from the administration of CONPET S.A. administrators for financial year 2017, corresponding to the period of exercising this capacity during the financial year ended 31.12.2017.

**Art. 5.** Takes note of the annual Report of the Nomination and Remuneration Committee regarding the remunerations and other benefits awarded to the administrators and Director General in 2017 financial year, the means to fulfil, at 31.12.2017, the performance criteria and objectives set in the Administration Contracts/the Mandate Contract.

**Art. 6. a)** Approves the extension of the current insurance policy of the administrators and Director General, by addendum, for a period of 3 months, respectively until the date of 31.07.2018 (inclusive of).

b) Sets the maximum limit of the annual insurance premium in amount of 18,000 Euro / year of insurance, corresponding to an insured minimum amount of 12 million Euro in aggregate for the professional liability insurance of the company's administrators (7) and of the Director General, which is to be concluded by the Company, thus maintaining the limits previously set pursuant to the decision no. 3 /27.03.2014 of the Ordinary General Meeting of Shareholders on the insurance of the administrators of the company.

**Art. 7.** Takes note of the Information Note to the Ordinary General Meeting of Shareholders, regarding personal data protection measures implemented in the Company CONPET S.A.,



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prepared according to the Letter of the Ministry of Energy holding company's registration no. 9319/09.03.2018.

**Art. 8.** Approves the date of 12.06.2018 as registration date serving for the identification of the shareholders who are to benefit from dividends or other rights and who will be affected by the OGMS resolution, as well as the date of 11.06.2018 as ex-date.

**Art. 9.** Approves the empowerment:

a) President of the Ordinary General Meeting of Shareholders to sign the O.G.M.S. Resolution;  
b) Chairman of the Board of Administration to enforce the O.G.M.S. resolution according to the legal provisions;

c) Director General to perform the necessary diligence in order to register the OGMS Resolution 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.

#### Director General

Eng. Dan-Silviu BACIU, M.B.A

S.s. illegible, Stamp

#### Head of Corporate Governance

Econ. Bogdan PÎNZARIU

S.s. Illegible



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