

**DRAFT
RESOLUTION NO. 3**

OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)

of “CONPET” S.A. Ploiesti

dated 17.05.2018

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, adopt today, during the meeting dated 17.05.2018 (in first call), based on the shareholders debates, the following:

RESOLUTION

Art. 1. Approves the election of Mrs. /Mr..... as Secretary of the Ordinary General Meeting of Shareholders.

Art. 2. Approves the profile of the Board of Administration and the candidate.

Art. 3. Approve the dismissal of the members of the Board of Administration, namely:....

Art. 4 a) Approve the election of a new Board of Administration made up of 7 members and appoints, following the application of the cumulative vote, the following administrators:

i)....., Romanian citizen, domiciled in City of....., profession,....cumulated votes

ii)....., Romanian citizen, domiciled in City of....., profession,....cumulated votes

iii) (...)

b) Is being approved the duration of 4 months of the mandate of the elected administrators, namely up to the date of 17.09.2018 or up to the completion of the selection procedure provided at EGO no. 109/ 2011 on corporate governance of public enterprises, approved with amendments and completions by Law no. 111/ 2016, if it takes place earlier than the expiry date of the administrators mandates.

Art. 5 a) Approves the form and contents of the mandate contract of the elected administrators by the cumulative vote method

b) Appoints the representative of the Ministry of Energy in the Ordinary General Meeting of Shareholders, namely Mr.../Mrs..., for the execution of the mandate contracts of the administrators elected by cumulative vote method.

Art. 6. Settles the monthly fix gross allowance for the elected administrators, in quantum of...., equal with twice the average on the last 12 months of the average monthly gross earnings for the activity performed pursuant to the core business registered by the company, at level of class as per the classification of the activities in the national economy, communicated by the National Institute of Statistics prior to the appointment, recalculated in view of maintaining the average monthly net earnings available on the last 12 months prior to the appointment, for harmonizing with the new binding social contributions due as per the Law no. 227/ 2015, ulterior amendments and completions, as it has been amended by EGO no. 79/ 2017 for the amendment and

completions of Law no. 227/ 2015 on the fiscal Code, the recalculation being grounde on the provisions of Art. 18 of EGO no. 90/ 2017.

Art. 7. Approves the empowerment of the Chairman of the Board of Administration for the update and execution of Annex no. 1 to the Articles of Incorporation of the compant in what regards the constituency of the Board of Administration.

Art. 8. Approves the empowerment of the Director General to make due diligence in order to register the OGMS resolution and the updated Articles of Incorporation at the Trade Register Office close to Prahova Law Court, the publishing thereor in the Official Gazette of Romania Part IV, as well as for granting the right to delegate to other person the mandate for the performance of the above mentioned formalities.

Art. 9. Approves the registration date 08.06.2018 advanced by the Board of Administration, with ex-date 07.06.2018.

Art. 10. Approves the empowerment of the:

- a) President of the OGMS meeting to sign the O.G.M.S. Resolution;
- b) Chairman of the Board of Administration to apply 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.

Chairman of the General Meeting

Representative of the Ministry of Energy

Technical Secretariat

