

**RESOLUTION NO. 3**  
**OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)**  
**of the company "CONPET" S.A. Ploiești**  
**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 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 Articles of Association of the company, following the shareholders' debates, adopts today, during the meeting dated 17.05.2018 (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.** Approves the Board of Administration and candidate profile.

**Art. 3.** Approves the revocation of the Board of Administration members, namely: Mrs. Stan - Olteanu Manuela - Petronela, Mr. Văduva Constantin, Mr. Iacob Constantin - Ciprian, Mr. Popa Claudiu - Aurelian, Mr. Bugică Radu, Mr. Lefter Răzvan Ștefan, Mr. Matei Ion - Cristian.

**Art. 4.** a) Election of a new Board of Administration formed of 7 members and appoints, following the application of the cumulative voting method, the following administrators:

I) Stan – Olteanu Manuela - Petronela, Romanian citizen, with domicile in Ilfov county, Voluntari city, Jurist, 7,000,000 cumulated votes;

II) Văduva Constantin, Romanian citizen, with domicile in Bucharest municipality, Economist, 6,950,000 cumulated votes;

III) Iacob Constantin - Ciprian, Romanian citizen, with domicile in Dâmbovița county, Tîrgoviște municipality, Jurist, 6,850,000 cumulated votes

IV) Popa Claudiu - Aurelian, Romanian citizen, with domicile in Ilfov County, Roșu Village, Jurist, 6,950,000 cumulated votes;

V) Matei Ion - Cristian, Romanian citizen, with domicile in Prahova County, Blejoi commune, Engineer, 6,850,000 cumulated votes;

VI) Gavrilă Florin - Daniel, Romanian citizen, with domicile in Ilfov County, Cornetu commune, Economist, 9,664,997 cumulated votes;



**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



VII) Ilași Liviu, Romanian citizen, with domicile in Ploiești municipality, Prahova county, Engineer, 8,078 cumulated votes;

b) Approves the 4 months duration of the administrators' mandate, respectively until 17.09.2018 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 mandates of the administrators;

**Art. 5.** a) Approves the form and content of the contract of mandate of the administrators elected by the cumulative voting method.

b) Appoints the representative of the Ministry of Energy in the Ordinary General Meeting of Shareholders, respectively Mr. Prepețiță Alexandru, to sign the contracts of mandate of the administrators elected by the cumulative voting method.

**Art. 6.** Sets the monthly fixed gross allowance of the elected administrators, in amount of 12,754 RON, equivalent with twice the average within the last 12 months, of the gross monthly average earnings for the activity performed according to the 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, recalculated as to provide the maintenance of the monthly net average earnings valid within the last 12 months prior to the appointment, 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, the recalculation standing upon the provisions of Art. 18 of the EGO no. 90/ 2017.

**Art. 7.** Approves the empowerment of the Chairman of the Board of Administration to update and sign Annex. No. 1 to the Articles of Incorporation of the company in what regards the constituency of the Board of Administration.

**Art. 8.** Approves the empowerment of the 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, the proxy to perform the above-mentioned diligence.

**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:

- a) of the President of the meeting to sign the O.G.M.S. Resolution;
- b) of the Chairman of the Board of Administration to enforce the O.G.M.S. resolution according to the legal provisions;
- c) of the Director General to perform the necessary diligence in order to register the OGMS Resolution to the Trade Register Office attached to Prahova Law Court, publishing thereof in the



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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

Stan - Olteanu - Manuela - Petronela

S.s. Illegible, Stamp

Representative of the Ministry of Energy

Prepeliță Alexandru

S.s. Illegible

Technical Secretariate

Modoran Adina, S.s. Illegible

Rusu Andreea, S.s. Illegible

Petrescu Alina, S.s. Illegible

*Note: The representative of the majority shareholder executes this Resolution based on the Art. 18, paragraph (18) of the Articles of Incorporation of "CONPET" S.A.. The Resolution no.3/17.05.2018 of the Ordinary General Meeting of Shareholders of "CONPET" S.A. has been issued in 3 (three) original counterparts.*



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