

DRAFT RESOLUTION

RESOLUTION NO. 5

OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)

of the Company “CONPET” S.A.

dated 22.08.2018

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 22.08.2018 (in first call), the following

RESOLUTION

Art. 1 Approves the election of Mrs/Mras Secretary of the Ordinary General Meeting of Shareholders;

1. Ascertain the termination of the administrator mandates as per the provisions of the administration contracts, following the completion of the selection procedure provided in EGO no.109/2011 *regarding the corporate governance of the public enterprises*, approved with amendments and completions by Law no.111/2016.

2. Approves the election of a new Board of Administration made up of 7 members and appoints, the following administrators:

i)Romanian citizen, domiciled inprofession,.....cumulated votes - independent/non-independent non-executive administrator

,Romanian citizen, domiciled in , profession,.....cumulated votes - independent/non-independent non-executive administrator

iii) (..)

.....

3. Settles the mandate duration of the elected administrators at 4 years, respectively until 21.08.2022 (inclusive of).
4. Approves the form and contents of the administrators' mandate contract, in the form proposed by the Board of Administration/the shareholder_____.
5. Settles the fix monthly gross allowance for the elected administrators, in amount of_____, which equals twice the average on the last twelve months of the monthly gross average earnings for the activity performed as per 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.
6. Designates the representative of the Ministry of Energy in the Ordinary General Meeting of Shareholders, Mr/Mrs....., for the execution of the mandate contracts of the elected administrators.
7. Empowers:
 - a) the President of the Ordinary General Meeting of Shareholders to sign the OGMS Resolution;
 - b) the Chairman of the Board of Administration for the update and execution of Annex no.1 to the Articles of Incorporation of the company in what regards the constituency of the Board of Administration.
 - c) the Director General to perform the necessary diligence in order to register the OGMS Resolution and the updated Articles of Incorporation at the Trade Register Office attached to Prahova Law Court, publishing thereof 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.
8. Approves the registration date 13.09.2018 proposed by the Board of Administration, with ex-date 12.09.2018.

Chairman of the General Meeting

.....

Representative of the Ministry of Energy

.....

Technical Secretariat

.....