

## SUPPLEMENTED 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 the representative of the Ministry of Energy for the capacity of Secretary of the Ordinary General Meeting of Shareholders session.

**Art. 2** Approves the election of the following Board of Administration members by the application of the cumulative voting method:

- i)** ....., citizen.....,domiciled in Municipality/City/Commune....., profession.....  
..... cumulated votes
- ii)** ....., citizen.....,domiciled in Municipality/City/Commune....., profession.....  
..... cumulated votes

Are deemed revoked the following Board of Administration members: i), ii), iii)

They have not been reconfirmed due to the application of the cumulative voting method,, their mandate ceasing as a consequence at the date of this OGMS, as per the provisions of art. 167 para.(3) of ASF Regulation no. 5/2018.”

(\*from the draft resolution have been eliminated the references to the personal data included in the draft resolution proposed by the majority shareholder, given the applicable legislation regarding the law on personal data protection)

**Art. 3.** As regards the item on the ascertainment of 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, it has no longer scope, given item 2 on the Agenda regarding the election, based on the cumulative voting method, of the constitutive members of the Board of Administration of the Company CONPET S.A..

**Art. 4.** As regards the item on the election of a new Board of Administration made up of 7 members, it has no longer scope, given item 2 on the Agenda regarding the election, based on the cumulative voting method, of the constitutive members of the Board of Administration of the Company CONPET S.A..

**Art. 5.** Settles the mandate duration of the elected administrators at 4 years, respectively starting with 22.08.2018, until 21.08.2022 (inclusive of).

**Art. 6.** Approves the form and contents of the elected administrators' mandate contract, in the form proposed by the Board of Administration.

Or

**Art. 6** Approves the form and contents of the elected administrators' mandate contract, in the form proposed by the shareholder Ministry of Energy.

**Art. 7.** 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.

**Art. 8.** 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.

**Art. 9.** 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.

**Art. 10.** Approves the registration date 13.09.2018 proposed by the Board of Administration, with ex-date 12.09.2018.

*Chairman of the General Meeting*

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Representative of the Ministry of Energy

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Technical Secretariat

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