

RESOLUTION NO. 5
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)
of the Company “CONPET” S.A. Ploiesti
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 Mr. Prepeliță Alexandru as Secretary of the Ordinary General Meeting of Shareholders;

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

I) Iacob Constantin - Ciprian, Romanian citizen, with domicile in Dîmbovița county, Tîrgoviște municipality, Jurist, 6082720 cumulated votes;

II) Popa Claudiu - Aurelian, Romanian citizen, with domicile in Ilfov County, Roșu Village, Jurist, 6130720 cumulated votes;

III) Gavrilă Florin - Daniel, Romanian citizen, with domicile in Ilfov County, Cornetu Commune, Economist, 6847910 cumulated votes;

IV) Albulescu Mihai - Adrian, Romanian citizen, with domicile in Prahova County, Ploiești Municipality, Engineer, 6232600 cumulated votes;

V) Gheorghe Cristian - Florin, Romanian citizen, with domicile in București Municipality, Engineer, 6430724 cumulated votes;

VI) Meșca Darius - Dumitru, Romanian citizen, with domicile in Prahova County, Ploiești Municipality, Engineer, 5982887 cumulated votes;

VII) Pavăl Karina, Romanian citizen, with domicile in Bacău County, Bacău Municipality, Economist, 7023919 cumulated votes;

Are deemed revoked the following Board of Administration members: Stan - Olteanu Manuela - Petronela, Văduva Constantin, Matei Ion - Cristian, Ilași Liviu.

They have not been reconfirmed following the application of the cumulative voting, their mandate terminating, by implication, at the date of this OGMS, as per the provisions of Art. 167 para. (3) of ASF Regulation no. 5/2018.

Art. 3 As concerns 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, the subject matter has no longer scope and the exercise of the voting is no longer necessary, by implication, as per the provisions of Art. 167 para. (3) of ASF Regulation no. 5/2018 and considering Item 2 on the Agenda concerning 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 election of a new Board of Administration made up of 7 members, considering Item 2 on the Agenda concerning the election, based on the cumulative voting method, of the constitutive members of the Board of Administration of the Company CONPET S.A. and the provisions of Art. 19, para. (1) of the Articles of Incorporation, the subject matter has no longer scope and the exercise of the voting is no longer necessary.

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 majority shareholder Ministry of Energy, submitted by letter no. 102924/ AA/ 02.08.2018 and does not approve the mandate contract of the elected administrators, in the form proposed by the Board of Administration.

Art. 7 Sets the monthly fixed gross allowance for the elected administrators in the form proposed by the majority shareholders the Ministry of Energy by the draft contract of mandate, respectively: "The Administrator benefits from a monthly fixed gross allowance for the execution of the entrusted mandate in amount of 13022 RON, equal with two times the average over the last 12 months of the monthly gross average earnings for the activity performed according to core business registered by the company (NACE Code 49), at the 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", and respectively does not approve the proposal of the Board of Administration.

Art. 8 Appoints the representative of the Ministry of Energy in the Ordinary General Meeting of Shareholders, Mr. Prepeliță Alexandru, to execute the contracts of mandate 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, the 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 OGMS Meeting

Văduva Constantin

S.s. Illegible, Stamp

Representative of the Ministry of Energy

Prepeliță Alexandru

S.s. Illegible

Technical Secretariat

Modoran Adina, S.s. Illegible

Petrescu Alina, S.s. Illegible

Rusu Andreea, S.s. Illegible

Note: The representative of the majority shareholder signs this Resolution based on the Art. 18 para. (18) of the Articles of Incorporation of "CONPET" S.A.. The Resolution no. 5/ 22.08.2018 of the Ordinary General Meeting of Shareholders of "CONPET" S.A. was issued in 3 (three) original counterparts.