

**DRAFT RESOLUTION****RESOLUTION NO. 1****THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS)**

of “CONPET” S.A.

dated 18.12.2018

**The Extraordinary 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 18.12.2018 (in first call), the following**

**RESOLUTION**

**Art. 1** 1. Approval of the election of Mrs/Mr .....acting as Secretary of the Extraordinary General Meeting of Shareholders;

**Art. 2** Approval of the proposal of association of CONPET S.A. with other companies in view of settling the Romanian National Committee for the World Petroleum Council (CNR-CMP) and the acquiring by CONPET S.A. of the quality of associate member in this non-governmental organization.

**Art. 3** Approval of the amendment of the Articles of Incorporation of “CONPET” S.A., as per the proposals in the Annex to the EGMS Convening Notice. (The Articles of Incorporation amendment Project), as follows:

**- Art.7 Secondary lines of business, of the Articles of Incorporation is being completed with the following activities:**

- NACE code 5520 – Accommodation facilities for vacancies and short-term periods;
- NACE code 5590 – Other accommodation services;
- NACE code 4322 – Sanitary installations, heating and air conditions works;

**and shall bear the following contents:**

- 0150 Activities in mixed farming (crop and animal production)
- 0910 Support activities for crude oil and natural gas extraction
- 1011 Processing and preserving of meat
- 1012 Processing and preserving of poultry meat
- 1013 Production of meat, including poultry meat products
- 1020 Processing and preserving of fish, crustaceans and mollusks'
- 1031 Processing and preserving of potatoes
- 1032 Manufacture of fruit and vegetable juice
- 1039 Processing and preserving of fruits and vegetables
- 2529 Manufacture of tanks, cisterns and containers of metal
- 2593 Manufacture of wire products, chains and springs
- 3313 Repair of electronic and optical equipment
- 3314 Repair of electrical equipment
- 3319 Repair of other equipment
- 3320 Installation of industrial machinery and equipment
- 3513 Distribution of electricity
- 3530 Steam and air conditioning supply
- 3600 Water collection, treatment and supply
- 3700 Sewerage
- 3811 Collection of non-hazardous waste

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- 3821 Treatment and disposal of non-hazardous waste
  - 3900 Remediation activities and other waste management services
  - 4321 Electrical installation works
  - 4322 NACE Sanitary installations, heating and air conditions works
  - 4329 Other construction installation
  - 4511 Sale of cars and light motor vehicles (< 3.5 tons)
  - 4519 Sale of other motor vehicles
  - 4520 Maintenance and repair of motor vehicles
  - 4671 Wholesale of solid, liquid and gaseous fuels and related products
  - 4676 Wholesale of other intermediate products
  - 4677 Wholesale of waste and scrap
  - 4690 Non-specialized wholesale trade
  - 4711 Retail sale in non-specialized stores with predominant sale of food, beverages or tobacco
  - 4719 Retail sale in non-specialized stores with predominant sale of non-alimentary products
  - 4721 Retail sale of fresh fruits and vegetables in specialized stores
  - 4722 Retail sale of meat and meat products in specialized stores,
  - 4723 Retail sale of fish, crustaceans and mollusks in specialized stores,
  - 4724 Retail sale of bread, cakes, flour and sugar confectionery in specialized stores
  - 4730 Retail sale of automotive fuel in specialized stores
  - 4920 Freight rail transport

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- 4939 Other passenger land transport
  - 4941 Freight transport by road
  - 5210 Storage
  - 5221 Service activities incidental to land transportation
  - 5224 Cargo handling
  - 5229 Other transportation support activities
  - 5510 Other accommodation services
  - 5520 NACE Accommodation facilities for vacancies and short-term periods
  - 5590 Other food service activities
  - 5610 Restaurants
  - 5629 Other food service activities
  - 5829 Other software publishing
  - 6110 Wired telecommunications activities
  - 6120 Wireless telecommunications activities
  - 6203 Computer facilities management activities (administration and operation)
  - 6209 Other information technology and computer service activities
  - 6311 Data processing, hosting and related activities
  - 6810 Buying and selling of own real estate
  - 6820 Renting and operating of own or leased real estate
  - 7112 Engineering activities and related technical consultancy
  - 7120 Technical testing and analysis
  - 7219 Research & Development on natural sciences and engineering
  - 7711 Renting and leasing of cars and light motor vehicles

- 7712 Renting and leasing of trucks
- 7721 Renting and leasing of recreational and sports goods
- 7732 Renting and leasing of office machinery and equipment
- 7733 Renting and leasing of office machinery and equipment (including computers)
- 7739 Renting and leasing of other machinery, equipment and tangible goods n.e.c.
- 8299 Other business support service activities n.e.c.
- 8559 Other education n.e.c.
- 8610 Hospital assistance activities
- 8690 Other human health activities
- 9311 Operation of sports facilities
- 9329 Other leisure and fun activities

**- Art. 3 Para 2 will be amended and shall bear the following contents:**

(2) The company can set-up and dismantle other subunits as well (secondary headquarters, work sites, branches, agencies, representations or other types of subunits without legal personality), situated in the same locality and/or other localities, in the country and oversees, pursuant to the law and this articles of incorporation, by the approval of the Board of Administration.

**- Art. 19 Para 2 will be amended and shall bear the following contents:**

*(2) The identification data of the administrators are being registered at the Trade Register Office as per the legal provisions.*

**- Art. 23 Para 2 will be amended and shall bear the following contents:**

*(2) The financial auditors are being elected by the general meeting of shareholders and performs their activity based on a contract concluded with the company. The identification data of the Financial are being registered at the Trade Register Office as per the legal provisions.*

**- Art. 35 Para 2 will be amended and shall bear the following contents:**

*(2) This Articles of Incorporation was updated on .....following the amendments approved by EGMS Decision no ....., based on the Articles of Incorporation updated at 28.08.2018 and was drafted and signed in 3 (three) original copies.*

**ANNEX NO. 1 related to the Board of Administration, the Director General and Financial Auditor is being removed;**

**- ANNEX NO.2 to the Articles of Incorporation comprising the secondary headquarters (work sites) is being removed.**

**Art. 4** Approval of the registration date 15.01.2019 proposed by the Board of Administration, with ex-date 14.01.2019.

**Art. 5** The Empowerment:

- a) The President of the Extraordinary General Meeting of Shareholders to sign the EGMS Resolution;
- b) The Chairman of the Board of Administration or the President of EGMS meeting (If applicable) for the execution of the updated form of the Articles of Incorporation;
- c) of 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.

*Chairman of the General Meeting*

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Representative of the Ministry of Energy

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Technical Secretariate

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