



MINISTERUL ENERGIEI  
*Profesionalism. Integritate. Transparență*

CABINET MINISTRU

**To: CONPET SA Ploiești,  
To Mr. Cristian Florin GHEORGHE,  
Chairman of the Board of Administration**

FAO: Mr Timur-Vasile CHIȘ, Director General

*Referring to: The Convening Notice of the Ordinary General Meeting of Shareholders dated 18(19).12.2018;*

Pursuant to:

- the provisions of Art. 92 Para (3) Letter b and Letter (5) of Law 24/2017 with regards to the issuers of financial instruments and market operations

considering:

- the provisions of Para. (3), letter e) of Art. 15 of the Company's Articles of Incorporation;
- the provisions of Art. 37 and Art. 38 of EGO no.109/2011 on *corporate governance of public enterprises, approved subsequent amendments and completions by Law no.111/2016;*
- the provisions Art. 153<sup>18</sup> of companies Law no.31/1990, republished subsequent amendments and completions;
- the provisions stipulated in the Letter of expectations drafted in the process of selection of the members of the Board of administration of the Company Conpet SA, letter approved by Order of the Ministry of Energy no.064/20.04.2018;
- the provisions of Annex 2 – *The methodological norms for the settlement of the financial and non-financial performance indicators and the variable component of the remuneration of the members of the board of administration or, as the case may be, of surveillance, as well as of the directors, namely the members of the directorate at the methodological Norms of application of several provisions of EGO 109/2011 on corporate governance of public enterprises, approved by GD no.722/2016 and published in the Official Gazette no.803/12.10.2016;*
- Art.188, Para. (1) Letter. d) of Regulation no.5 on issuers of financial instruments and market operations,

**Ministry of Energy (ME), on behalf of the Romanian State as shareholder holding a number of 5,083,372 shares representing 58,7162% shares issued by the Company, submits to the Board of Administration of Conpet SA (Conpet or the company), the following draft decisions:**

➤ **for item 2** of the Agenda of the ordinary general meeting of shareholders dated 18(19).12.2018, namely: *“approval of the financial and nonfinancial performance indicators that will be annex to the administrators mandate contract”*,

**Draft Decision :**

**By the vote of the shareholders representing ...% of the share capital and ...% of the voting rights of the shareholders present/representatives are being approved the financial and non-financial performance indicators of the administrations, as follows:**