

DRAFT RESOLUTION
updated
RESOLUTION NO. 7
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)
of the Company “CONPET” S.A. Ploiesti
dated 18.12.2018

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 Articles of Incorporation, following the debates of the shareholders, adopt today, during the meeting dated 18.12.2018 (in first call), the following

RESOLUTION

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

Art. 2. Approval of the financial and non-financial performance indicators, which will be annex to the contract of mandate of the administrators.

or

By the vote of the shareholders representing.....% of the share capital and.....% of the voting rights of the present/represented shareholders are approved the financial and non- financial performance indicators of the administrators, as follows: Financial indicators: 25 %; Operational Indicators: 25%; Corporate Governance indicators: 50%.

Financial and Non- Financial performance indicators

	Performance indicators	Performance objectives	MU	Target values					KPI shares for the settlement of the remuneration
				2018	2019	2020	2021	2022	
A. FINANCIAL KEY PERFORMANCE INDICATORS : 25%									
1.	Outstanding payments	Level zero	Thousand RON	0	0	0	0	0	2%
2.	The decrease of the operating expenses = (Operating expenses - Impairments of assets and impairments of provisions)/ Turnover	The maintenance of the share of the operating expenses in turnover at the level assumed by way of the Administration Plan	%	80.8%	82.6%	82%	81.5%	81.3%	8%
3.	Adjusted EBITDA = Operating profit - write-back of the reserve out of the modernization quota + Expenses regarding the settlement of the modernization quota + Impairments of tangible and intangible assets, here-included the revaluation differences).	The realization of the adjusted EBITDA target assumed by the Administration Plan.	Thousand RON	108,443 thousand RON	90,316 thousand RON	95,987 thousand RON	98,872 thousand RON	101,785 thousand RON	10%
4.	Labor Productivity	Achievement of the Labor Productivity level approved in the annual Budget	Thousand RON/person	100% as per annual Budget	100% as per annual Budget	100% as per annual Budget	100% as per annual Budget	100% as per annual Budget	5%
B. NON - FINANCIAL KEY PERFORMANCE INDICATORS: 75%									
B1. OPERATIONAL: 25%									
5.	Framing within the specific consumptions for the crude oil transport (does not include the crude oil quantity lost during provoked breakdowns or in case of breakage resulting in contamination, where the owners do not ease access for remedy) .	The target value lower than the value of the maximal technological consumption, for crude oil.	%	Domestic crude oil $\leq 0.361\%$ Imported crude oil Lukoil $\leq 0.29\%$; Imported crude oil Petrom $\leq 0.143\%$; Imported crude oil Midia $\leq 0.108\%$					3%

6.	Monitoring of the electricity average annual specific consumption for technological purposes	Maintenance of the electricity average annual specific technological consumption at a level of maximum 3.3 Kwh/ton	Kwh/ton	Maximum 3.3 Kwh/ton	Maximum 3.3 Kwh/ton	Maximum 3.3 Kwh/ton	Maximum 3.3 Kwh/ton	Maximum 3.3 Kwh/ton	2%
7.	Investments achievements financed from modernization quota	Achievement of minimum 95% of the annual Investments Plan financed out of the Modernization Quota	%	≥95%	≥95%	≥95%	≥95%	≥95%	20%
B2. CORPORATE GOVERNANCE: 50%									
8.	Implementation/development of the internal management/control system in compliance with the legal requirements in force	100% achievement of the actions included in the program	%	100%	100%	100%	100%	100%	20%
9.	Duly reporting of the degree of achievement of the performance indicators of the company	Framing within the reporting due deadlines	%	100%	100%	100%	100%	100%	20%
10	Boost institutional integrity by inclusion of the measures to mitigate corruption as an element of the management plans	Minimum 90% - achievement of the measures assumed by the approved Integrity Plan	%	≥90%	≥90%	≥90%	≥90%	≥90%	10%

(Draft resolution the ministry of Energy)

Art. 3. Approves the amount of the variable component of the administrators' remuneration, respectively 156,264 RON representing 12 monthly fix gross allowances for every year of mandate (13.022 x 12), by the observance of the means of calculations and the awarding which will be provided in the addendum to the mandate contracts.

or

By the vote of the shareholders representing.....% of the share capital and.....% of the voting rights of the present/represented shareholders is approved the amount of the variable component of the remuneration of the company's non-executive administrators, 12 monthly fixed allowances. *(Draft resolution the Ministry of Energy)*

Art. 4. Approves the conclusion of an addendum to the contracts of mandate of the administrators in capacity, having as scope the financial and non-financial performance indicators for the period of the contract of mandate (respectively the key performance indicators based on which is being determined and awarded the variable component of the

administrators' remuneration) and the exchange value of the variable component of the administrators' remuneration, the means to calculate and award the remuneration, in the form proposed by the Board of Administration.

or

By the vote of the shareholders representing.....% of the share capital and.....% of the voting rights of the present/represented shareholders is approved the form and content of the addenda which are to be concluded to the contracts of mandate of the company's administrators, as per the annex to this resolution (*Draft resolution the ministry of Energy/in the form proposed by the ministry of Energy*).

Art. 5. Appoints the representative of the Ministry of Energy in the GMS , Mrs. / Mr.to sign the addendum to the contracts of mandate concluded with the administrators in capacity of the Company "CONPET" S.A..

Art. 6. Approves the general limits of the remuneration of the Director General and Economic Director, as follows: for the Director General: the fixed allowance within the limits of the amount of 33,000 RON and the variable component within the limits of 396,000 RON; for the Economic Director: fixed allowance within the limits of the amount of 27,000 RON and the variable component within the limits of 270,000 RON.

or

By the vote of the shareholders representing.....% of the share capital and.....% of the voting rights of the present/represented shareholders is approved the settlement of the general limits for the monthly fixed allowance of the directors with contract of mandate, ranging 5-6 times the average within the last 12 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. (*Draft resolution the Ministry of Energy*)

Art. 7. Approves the registration date 15.01.2019 proposed by the Board of Administration, with ex-date 14.01.2019.

Art. 8. Approves the Empowerment:

- a) of the President of the Ordinary General Meeting of Shareholders to sign the OGMS Resolution;
- b) of the Director General to perform the necessary diligence in order to register this OGMS Resolution, as well as to be granted the right to delegate the proxy to another person, in relation to the Trade Register Office attached to Prahova Law Court.

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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