

No.49481 / 18.12.2018

**Current Report no.39/ 2018
as per Law no. 24/ 2017 and ASF Regulation no.5/2018**

Date of the report:

18.12.2018

Name of the issuing entity:

CONPET S.A. Ploiești

Registered offices:

No. 1-3, Anul 1848 Street, Ploiești

Telephone/facsimile/email:

0244/ 401360/ 516451/ 402385/

actionariat@conpet.ro

Sole Registration Number at ORC:

1350020

No. at the Trade Registry:

J29/6/22.01.1991

Subscribed and paid-up share capital:

28,569,842.40 RON

Total number of shares:

8,657,528 nominative shares

The regulated market where the issued securities are being traded:

B.S.E., PREMIUM Category

Reporting significant events:

The Resolution of the Ordinary General Meeting of Shareholders (OGMS) CONPET S.A. and the Resolution of the Extraordinary General Meeting of Shareholders (EGMS) CONPET dated 18.12.2018 (in first call).

The Ordinary General Meeting of Shareholders (OGMS) and the Extraordinary General Meeting of Shareholders (EGMS) CONPET S.A., convened for the date of 18.12.2018/19.12.2018 carried the works in first call, dated 18.12.2018, starting 9.00 and respectively 10.00 at the company's headquarters in Ploiești, No.1-3 Anul 1848 Street, following the fulfillment of the legal-statutory quorum conditions.

The OGMS and EGMS approved by BoA Resolution no.29/13.11.2018 were published in the Official Gazette of Romania, Part IV, no. 4360/15.11.2018, namely no.4359/15.11.2018 and in the newspaper "România Liberă" dated 15.11.2018, being submitted at Bucharest Stock Exchange and the Financial Supervisory Authority as annexes to the Current Report no.36/13.11.2018, report published on www.bvb.ro and on www.conpet.ro.

As per Art.17/Para 1 Letter (a) of the Articles of Incorporation, for the validity of the deliberations of OGMS is necessary, in first call, the presence of the shareholders (here included the correspondence

votes) to represent at least half (1/2) of the total number of voting rights, and the OGMS resolutions be taken by majority of cast votes.

As per the provisions of Art.17, Para 2, Letter (a) and (c) of the Articles of Incorporation, for the validity of the EGMS deliberations is necessary, in first call, the presence of the shareholders (here included the votes by correspondence) to represent at least half (1/2) of the total number of votes and the resolutions be taken by majority of votes held by the present shareholders or represented both in the first and second call.

At the OGMS and EGMS works were able to attend the shareholders registered in the Shareholders Register in force at reference date 07.12.2018. Therefore, in the hall there were present a shareholder legal person, namely the representative of the Ministry of Energy – on behalf of the Romanian State as majority shareholders, holder of a number of 5.083.372 shares with a nominal value of 3.30 RON, representing 58,7162% of the total number of shares/voting rights, namely a share capital of 16,775,127.6 RON, as well as 4 shareholders natural persons holders of a number of 233 shares with a nominal of 3.30 RON, representing 0.0027% of the total number of shares/voting rights namely a share capital of 768.9 RON.

For the OGMS and EGMS have submitted correspondence voting form 4 shareholders holders of a number of 1,323,444 shares/voting rights representing 15.2866% of the total number of shares/voting rights, namely a share capital of 4,367,365.2 RON.

Consequently, the total number of voting rights of every OGMS and EGMS meetings (where have been included also the votes cast by correspondence) was of 6,407,049 and corresponds to a number of 6,407,049 shares with a nominal value of 3.30 RON representing 74.0055% of the total number of shares/voting rights, namely a share capital of 21,143,261.7 RON.

Based on the documents related to the Agenda of OGMS and EGMS and considering the mandate of the representative of the Ministry of Energy, as well as the vote cast by correspondence, following the debates and the proposals formulated in the meeting by the shareholders have been issued the Resolution no.7/2018 of OGMS and Resolution no.1/2018 of EGMS bearing the following contents:

**RESOLUTION NO.7
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)**

The company “CONPET” S.A. Ploiești

dated 18.12.2018

The Ordinary General Meeting of Shareholders of the company “CONPET” S.A., company with registered offices in Ploiești, No. 1-3, Anul 1848 Street, registered at the Trade Register Offices close to Prahova Law Court, under number J29/6/1991, Tax Registration Number RO1350020, with a subscribed and paid-in capital amounting to 28,569,842.40 RON, convened as per the provisions of Law no.31/1990 on companies, republished, subsequent amendments and completions, as well as the

applicable legislation on the capital market and issuers of financial instruments, corroborated with the provisions of Art. (16) of the Articles of Incorporation, adopts today, in the meeting dated 18.12.2018 (in first call), following the shareholders debates, the following:

RESOLUTION

Art. 1 Approves the election of Mr. Prepeliță Alexandru as Secretary of the Ordinary General Meeting of Shareholders;

Art. 2 By the vote of the shareholders representing 74.0054 % of the share capital and 99.9998% 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

Current no.	Performance indicator	PERFORMANCE OBJECTIVE	MU	Target values			KPI weights fro the settlement of the remuneration		
				2018	2019	2020	2021	2022	
A. Financial Key Performance Indicators - (25%)									
1	Outstanding payments	Level zero	Thous and 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 expenses in the turnover at the level assumed by 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 tangible assets revaluation differences	The realization adjusted EBITDA target assumed by the Administration Plan	Thous and RON	108,443 thousa nd RON	90,316 Thousa nd RON	95,987 Thousa nd RON	98,872 Thousa nd RON	101,785 Thousand RON	10 %
4	Labor Productivity	Realization of the labor productivity level provided in the annual approved Budget	Thous and RON pers	100% as per annual Budget	5%				

B. KEY PERFORMANCE INDICATORS - NON- FINANCIAL: 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% Lukoil imported crude oil \leq 0.29% Import crude oil Petrom \leq 0,143% Midia imported crude oil \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 max 3.3 Kwh/to	Kwh/to	Max 3.3 Kwh / to	Max 3.3 Kwh / to	Max 3.3. Kw/ to	Max 3.3 Kwh/ to	Max 3.3 Kwh/ to	2%
7	Achievement of the investments financed out of the modernization quota	Min. Realization 95% of the annual Investments Plan financed out of the	%	\geq 95%	\geq 95%	\geq 95 %	\geq 95 %	\geq 95 %	20 %

		Modernization Quota							
B2 OF 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 %	10 0%	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 plan	Minimum 90% achievement of the measures assumed by the approved Integrity Plan	%	≥ 90%	≥ 90%	≥90 %	≥90 %	≥90 %	10 %

Art. 3 By the vote of the shareholders representing 73.5944 % of the share capital and 99.4444 % 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.

Art. 4 By the vote of the shareholders representing 73.5944 % of the share capital and 99.4444% 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, in the form proposed by the Ministry of Energy by address of the Ministry of Energy no. 104.566/AA/28.11.2018.

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

Art. 6 By the vote of the shareholders representing 67.0944 % of the share capital and 90.6613 % 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, between 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.

Art. 7 Approval of 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 mandate to another person in relation to The Trade Register Office attached to Prahova Law Court.

RESOLUTION NO. 1

A THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS) of "CONPET" S.A. Ploiești dated 18.12.2018

The Extraordinary General Meeting of Shareholders of the Company CONPET S.A. headquartered in Ploiești, no. 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 Approves the election of Mr. Prepelită Alexandru as Secretary of the Extraordinary General Meeting of Shareholders;

Art. 2 Approves 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 Approves 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
- 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 food, beverages or tobacco
- 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 Railway merchandise transport
- 4939 Other passenger land transport
- 4941 Freight transport by road
- 5210 Storages
- 5221 Service activities incidental to land transportation
- 5224 Cargo handling
- 5229 Other transportation support activities
- 5510 Hotels and 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
- 6230 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 of the Articles of Incorporation 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 overseas, pursuant to the law and this Articles of Incorporation, by the approval of the Board of Administration.

- Art. 19 Para 2 of the Articles of Incorporation 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 of the Articles of Incorporation 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 18/12/2018 following the amendments approved by EGMS Decision no 1 18/12/2018, 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 (working sites) are 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 Approves the Empowerment:



CONPET S.A., Romania

1-3 Anul 1848 Street, Ploiești 100559, Prahova
Tel: +40-244-401360; fax: +40-244-516451
TIN: RO 1350020; NACE Code 4950; CRN J29/6/22.01.1991
Subscribed and paid-up share capital 28 569 842.40 RON



- 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.

Director General

Eng. Timur – Vasile CHIȘ

S.s. Illegible

Stamp



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