



CONPET S.A., România

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CIF: RO 1350020; Cod CAEN 4950; J29/6/22.01.1991
Capital social subscris și vărsat 28 569 842,40 lei



Subject to analysis and endorsement in the BoA meeting dated _____ and approval in the E.G.M.S. meeting dated _____

**Endorsed,
The Board of Administration
CHAIRMAN GHEORGHE CRISTIAN-FLORIN**

NOTE:

On the initiation of the procedure for the augmentation of the share capital of the company CONPET S.A. by the value of the land plots held based on 48 land ownership certificate and formulation of a request to the Trade Register Office attached to Prahova Law Court for the appointment of an authorized appraiser for the evaluation of the land plots in view of augmentation of the share capital

I. Introduction

During 2001 - 2005, CONPET S.A. acquired a number of 48 land ownership Certificates for lands with total area of 554,537.61 sq.m (as per Annex), lands appraised as per GD 834/1991 and the Criteria of the Ministry of Finances no. 2665/1C/311/1992 regarding the settlement and appraisal of certain land plots held by the State-owned trade companies, to the amount of 26,255,918.33 RON. In compliance with the provisions of Article 6 of GD 834/1991, the lands were included in the company patrimony at the value of 26,255,918.33RON, without augmentation of the share capital.

In 2013, the Court of Accounts performed an audit on the status of the public patrimony; subsequently, disposed, under Decision 28/2013, the augmentation of CONPET share capital by the value of the lands for which have been obtained land ownership certificates, measure that has not been fulfilled within the initial deadline (30.09.2014) and which was initially extended more than once, up to 30.06.2015, 31.08.2016 and 31.03.2018. Pursuant to decision no.2090/651/2013 dated 05.06.2018, Prahova Chamber of Accounts granted a new **deadline** for the achievement of the measures unfulfilled by CONPET, respectively **30.06.2019**.

Regarding this measure, the proposal to augment the share capital by the value of these land plots was included in the Agenda of the General Meeting of Shareholders dated 19.05.2016, 20.05.2016 and 05.07.2016.

In first call (19.05.2016) and in second call (20.05.2016), the proposal to augment the share capital was not submitted to debate, as the quorum for holding this meeting was below the minimum level stipulated by the legislation in force.

During the Extraordinary General Meeting of Shareholders dated 05.07.2016, the proposal to augment the share capital was debated and, following the voting, the augmentation of the share capital was not approved due to the failure to meet the majority necessary to make such a decision.

II. II. The augmentation of the share capital by the value of the land plots for which CONPET S.A. holds land ownership certificates

In compliance with the provisions of **Art. 12., para. 5 of Law no. 137/2002** regarding certain measures to speed up privatization “ *In case the issue of the land ownership certificates on the land plots was not*