



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



No. 12028 / 26.03.2019

**Current Report no. 10/ 2019  
as per Law no. 24/ 2017 and ASF Regulation no. 5/2018**

Date of the report:	26.03.2019
Name of the issuing entity:	CONPET S.A. Ploiești
Registered offices:	No. 1-3, Anul 1848 Street, Ploiesti
Telephone/facsimile/email:	0244/ 401360/ 516451/ 402385/ <a href="mailto:actionariat@conpet.ro">actionariat@conpet.ro</a>
Tax Identification Number:	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 Ordinary General Meeting of Shareholders (OGMS) of CONPET S.A. and the Resolution of the Extraordinary General Meeting of Shareholders (EGMS) CONPET S.A. date 26.03.2019 (in first call),**

The Ordinary General Meeting of Shareholders (OGMS) and the the Extraordinary General Meeting of Shareholders (EGMS) of CONPET S.A. **convened** on 26.03.2019/27.03.2019 have met in first call, starting 10 A.M., respectively 11 A.M, at the company's headquarters in Ploiesti, no.1-3, Anul 1848 Street, following the fulfilment of the statutory –legal quorum conditions.

The OGMS Convening Notice, approved by BoA Decision no.5/18.02.2019, was published in the Official Gazette of Romania, Part IV, no. 778/20.02.2019, Part IV and in „Romania Libera” newspaper, the edition of 20.02.2019, being submitted to the Bucharest Stock Exchange and the Financial Supervisory Authority as annex to the Current Report no. 4/18.02.2019, report published on [www.bvb.ro](http://www.bvb.ro) and [www.conpet.ro](http://www.conpet.ro).

The OGMS Convening Notice comprising the supplemented Agenda, approved by the BoA Decision no.7/27.02.2019, following the request of the shareholder Ministry of Energy to introduce one additional item, was published in the Official Gazette of Romania no. 947/01.03.2019, part IV and respectively in “Romania Liberă” newspaper, the edition of 01.03.2019 and submitted to the Bucharest Stock Exchange and the Financial Supervisory Authority as annex to the Current Report no. 5/27.02.2019, report published on [www.bvb.ro](http://www.bvb.ro) and [www.conpet.ro](http://www.conpet.ro).



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As per the provisions of Article 17 para. (1) letter a) of the Articles of Incorporation, for the validity of the OGMS deliberations is necessary, in first call, the presence of the shareholders (here-included the votes by correspondence) which represent at least half (1/2) of the total number of voting rights, and the OGMS resolutions be taken with majority of the expressed votes.

At the OGMS sessions could participate the shareholders registered in the Shareholders Registry consolidated at the reference date 15.03.2019. Therefore, in the hall were present one shareholder legal person, namely the representative of the Ministry of Energy - on behalf of the Romanian State acting as majority shareholder, holder of a number of 5,083,372 shares with nominal value of 3.30 RON, representing 58.7162% of the total number of shares/voting rights, respectively a share capital in amount of 16,775,127.6 RON, as well as 4 shareholders natural persons, holders of a number of 172 shares with nominal value of 3.30 RON, representing 0.0020% of the total number of shares/voting rights, respectively a share capital amounting to 567.6 RON.

For the OGMS meeting, 3 shareholders submitted correspondence voting bulletin, holders of a number of 1,287,848 shares/voting rights, representing 14.8755% of the total number of shares/voting rights, respectively a share capital in amount of 4,249,898.4 RON.

Consequently, the total number of voting rights within the OGMS meeting (where there have been included also the votes cast by correspondence) was of 6,371,392 and corresponds to a number of 6,371,392 shares with nominal value of 3.30 RON, representing 73.5937% of the total number of shares/voting rights, namely a share capital amounting 21,025,593.6 RON.

The EGMS Convening Notice, approved by BoA Decision no.5/18.02.2019, was published in the Official Gazette of Romania, Part IV, no. 778/20.02.2019, Part IV and in „Romania Libera” newspaper, the edition of 20.02.2019, being submitted to the Bucharest Stock Exchange and the Financial Supervisory Authority as annex to the Current Report no. 4/18.02.2019, report published on [www.bvb.ro](http://www.bvb.ro) and [www.conpet.ro](http://www.conpet.ro).

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 EGMS sessions could participate the shareholders registered in the Shareholders Registry consolidated at the reference date 15.03.2019. Therefore, in the hall were present one shareholder legal person, namely the representative of the Ministry of Energy - on behalf of the Romanian State acting as majority shareholder, holder of a number of 5,083,372 shares with nominal value of 3.30 RON, representing 58.7162% of the total number of shares/voting rights, respectively a share capital in amount of 16,775,127.6 RON, as well as 2 shareholders natural persons, holders of a



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number of 161 shares with nominal value of 3.30 RON, representing 0.0018% of the total number of shares/voting rights, respectively a share capital amounting to 531.3 RON.

For the EGMS meeting, 3 shareholders submitted correspondence voting bulletin, holders of a number of 1,287,848 shares/voting rights, representing 14.8755% of the total number of shares/voting rights, respectively a share capital in amount of 4,249,898.4 RON.

Consequently, the total number of voting rights within the EGMS meeting (where there have been included also the votes cast by correspondence) was of 6,371,381 and corresponds to a number of 6,371,381 shares with nominal value of 3.30 RON, representing 73.5935% of the total number of shares/voting rights, namely a share capital amounting 21,025,557.3 RON.

Based on the materials related to the OGMS and EGMS Agenda, considering the mandate of the representative of the Ministry of Energy, as well as the vote exercised by correspondence, following the debates and proposals formulated by the shareholders during the meeting, was issued the OGMS Resolution no.1/2019, respectively the EGMS Resolution no.1/2019, bearing the following contents:

**RESOLUTION NO. 1**  
**OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS)**  
**of “CONPET” S.A. Ploiesti**  
**dated 26.03.2019**

**The Extraordinary General Meeting of Shareholders of the Company “CONPET “ S.A., with registered offices 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 26.03.2019 (in the first call), the following**



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## RESOLUTION

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

**Art. 2.** Approves 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 certificates 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 total surface of 554,537.61 sqm, corresponding to the 48 land ownership certificates, in view of augmentation of the share capital of CONPET S.A.

**Art. 3.** Approves the registration date 12.04.2019 proposed by the Board of Administration, with ex-date 11.04.2019.

**Art. 4.** Approves the Empowerment:

- a) of the President of the Extraordinary General Meeting of Shareholders to sign the EGMS Resolution;
- b) of the Director General to perform the necessary diligence in order to register the present EGMS Resolution, publish it 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.

## RESOLUTION NO. 1

### OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)

of the Company "CONPET" S.A. Ploiesti

dated 26.03.2019

The Ordinary General Meeting of Shareholders of the Company CONPET S.A., with registered offices 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



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**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 26.03.2019 (in the first call), the following:**

### RESOLUTION

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

**Art. 2.** Approves the transaction with S.N.T.F.M. "CFR MARFĂȚ S.A. that will materialize by the conclusion of a new contract having as scope "Railway transport services of crude oil and rich gas from the loading ramps to the destinations established by CONPET S.A.";

**Art. 3.** Acknowledges the information Note no.270270/CCM/11.12.2018, prepared by the Control Body of the Ministry of Energy with regards to the verification of the aspects identified by Note no. 210023/31.05.2018 of the General Directorate for Privatization and Management of the State Participations in Energy, referring to the company CONPET S.A. and requires the Board of Administration:

(i) the performance, by way of the Audit Nomination and Remuneration Committee, of an analysis a related to the aspects found and

(ii) the presentation, in the closest OGMS, of a report containing the conclusions of the analysis and, where applicable, of the proposals of the administrative and/or civil measures that are required.

**Art. 4.** Approves the registration date 12.04.2019 proposed by the Board of Administration, with ex-date 11.04.2019.

**Art. 5.** 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 the present OGMS Resolution, publish it 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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