

No. 16513 / 23.05.2019

CURRENT REPORT NO. 14/2019

As per Law no. 24/ 2017 and ASF Regulation no. 5/2018

Date of the report

23.04.2019

Issuer's Name:

CONPET SA PLOIEȘTI

Registered Offices:

No. 1-3, Anul 1848 Street

Telephone/facsimile/email:

0244/ 401360/ 516451/ 402385/

actionariat@conpet.ro

Tax Identification Number

1350020

at the Trade Register Office

J29/6/22.01.1991

No. at the Trade Registry:

28,569,842.40 RON

Subscribed and paid-up share capital:

8,657,528 nominative shares

Total number of shares:**The regulated market where the issued securities are being traded: B.S.E., PREMIUM****Category****Reporting significant events:****THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS) OF CONPET SA dated 23.04.2019 (in first call)**

The Ordinary General Meeting of shareholders (OGMS) of CONPET SA, convened for the date 23.04.2019/24.04.2019 was held in first call on 23.04.2019, starting 10.00 A.M., at the company's headquarters in Ploiești, no. 1-3 Anul 1848 street, following the fulfillment of the statutory - legal quorum conditions.

The OGMS Convening Notice, approved by BoA Decision no.8/19.03.2019, was published in the Official Gazette of Romania, Part IV, no. 1280/21.03.2019 and in „Romania Libera” newspaper, the edition of 21.03.2019, being submitted to the Bucharest Stock Exchange and the Financial Supervisory Authority as annex to the Current Report no. 8/19.03.2019, report published on www.bvb.ro and www.conpet.ro.

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 by majority of the expressed votes.

At the OGMS sessions could participate the shareholders registered in the Shareholders Registry consolidated at the reference date 12.04.2019. 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

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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 one shareholder natural person, holder of a number of 41 shares with nominal value of 3.30 RON, representing 0.00047% of the total number of shares/voting rights, respectively a share capital amounting to 135.3 RON.

For the OGMS meeting, 5 shareholders submitted correspondence voting bulletins, holders of a number of 1,335,996 shares/voting rights, representing 15.4316% of the total number of shares/voting rights, respectively a share capital in amount of 4,408,786.8 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 6,419,409 and corresponds to a number of 6,419,409 shares with nominal value of 3.30 RON, representing 74.1483% of the total number of shares/voting rights, namely a share capital amounting 21,184,049.7 RON.

Based on the materials related to the OGMS 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.3/2019, bearing the following contents:

RESOLUTION NO. 3
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)
of the Company "CONPET" S.A. Ploiești
dated 23.04.2019

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 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 23.04.2019 (in first call), the following:

RESOLUTION

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

Art. 2. Approves the annual financial statements at date and for the financial year ended 31.12.2018 drafted based on the accounting regulations compliant with IFRS approved by OMPF no.2844/2016, based on the annual Report of the administrators for the financial year 2018 and the Report of the financial auditor BDO Audit S.R.L. on the annual financial statements of the company CONPET S.A.

Art. 3. Endorsement of proposal concerning the distribution of net profit related to the financial year 2018 and of some amounts from the retained earnings and from other reserves, setting of the gross dividend per share and the date of dividends payment to the shareholders, as follows:



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- a) approves the distribution of net profit of 2018, reunited with the provision for employees' share of profit, amounting to 65,766,014 RON, on the following lines:
 - other reserves representing tax incentives provided by Law no. 227/2015 regarding the Fiscal Code - reinvested earnings: 1,433,785 RON (2.18%)
 - employees share of profit: 5,090,000 RON (7.74%)
 - dividends due to shareholders: 59,242,229 RON (90.08%)and settlement of the gross dividend of 6.84285734 RON/share.
- b) approves the distribution of retained earnings representing surplus from revaluation reserves in the amount of 5,340,483 RON, of which:
 - for covering the retained earnings representing actuarial loss from discount of benefits granted upon retirement: 1,035,596 RON
 - dividends due to shareholders: 4,304,887 RONand settlement of the gross dividend of 0,49724205 RON/share.
- c) approves the distribution as dividends of the amount of 1,105,807 RON, representing 35% of the amounts allocated to other reserves under art. 1 par. (1) letter (g) of GO no. 64/2001 and settlement of the gross dividend of 0,12772779 RON/share.
- d) settlement of the due term of the dividends due to shareholders, namely the payment date of dividends 27.06.2019.
- e) the payment of dividends will be performed in RON exclusively to the shareholders registered in the Shareholders Registry (held by "Depozitarul Central" S.A.) at the registration date set by the General Meeting of Shareholders, and the dividends payment method will be acknowledged to the shareholders prior to the date of initiation of payment. The expenses occasioned by the payment of dividends are being borne by the shareholders.

Art. 4. Approves the discharge of administration of the company's administrators for the financial year ended 31.12.2018.

Art. 5. Takes note of the Nomination and Remuneration Committee Annual Report (Ro. CNR) related to the remunerations and other benefits awarded to the administrators and the directors with mandate contract during 2018 financial year, prepared in accordance with Art. 55, para (2) of EGO no.109/2011, approved with amendments and completions by Law no. 111/2016, further completions and amendments.

Art. 6. Does not approve the total degree of fulfillment (102.67%) of the key performance indicators (KPI), financial and non-financial for the year 2018, approved for the administrators by OGMS Resolution no.7/18.12.2018 and the award of the variable component due to the administrators for the year 2018, pro-rata according to the period of mandate carried out in 2018, respectively for the number of days between 23.08.2018 – 31.12.2018.

Art. 7. Sets the maximum limit of annual insurance premium concluded by the company, namely in quantum of 15,000 Euro/ insurance year, corresponding to a minimum amount insured of 12 million Euro in aggregate, for the professional liability insurance of the administrators of the Company; the limit will remain unchanged for the entire period of their mandate.

Art. 8 Approves the general limits of the variable component of the remuneration for the directors with mandate contract, namely the Director General, the Economic Director and the Deputy Director General in annual gross total quantum of maximum 5% of the net profit annually achieved, but not



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CONPET S.A., Romania

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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



higher than the value of the fix gross allowance related to the entire financial year, pursuant to the proposals in CNR report no. 10853/19.03.2019.

- **Director General** - maximum 2% of the net profit annually achieved, but no more than the value of the fix gross allowance associated to the entire financial year payable thereof.
- **Deputy Director General** - maximum 1.5% of the net profit annually achieved, but no more than the value of the fix gross allowance associated to the entire financial year payable thereof.
- **Economic Director** - maximum 1.5% of the net profit annually achieved, but no more than the value of the fix gross allowance associated to the entire financial year payable thereof.

Art. 9. Approves the registration date proposed by the Board of Administration, namely 11.06.2019 (serving for the identification of the shareholders who are to benefit from dividends or other rights and who fall under the rights of the OGMS Resolution), respectively ex-date 10.06.2019.

Art. 10. 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 CHIŞ
S.s. Illegible, Stamp



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