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**DRAFT RESOLUTION****RESOLUTION NO. 2****OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS)****of “CONPET” S.A. Ploiesti****dated 04.07.2019**

**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 04.07.2019 (in first call), the following:**

**RESOLUTION**

**Art. 1.** Approves the election of Mrs./Mr. ....as Secretary of the Extraordinary General Meeting of Shareholders.

**Art. 2.** Approval of the augmentation of the share capital by the maximum value of 101,763,954.60 RON representing contributions in kind (lands) amounting to 59,751,935.10 RON and cash amounting to 42,012,019.50 RON from the current value of 28,569,842.40 RON to a maximum of 130,333,797 RON by issuing a maximum of 30,837,562 new shares, nominative, dematerialized, at a price of 3.3 RON/share, equal to the nominal value, without share premium, of which:

(i) 18,106,647 new shares in amount of 59,751,935.10 RON representing the contribution in kind of the Romanian State by representative the Ministry of Energy with lands covering 554,537.61 sq. m in total subject to 48 land ownership certificates for which CONPET has obtained, during 2001-2005 land ownership certificates.

(ii) 12,730,916 new shares in amount of 42,012,019.50 RON that will be offered, within the exercise of the preemption right, for subscription in exchange of the contribution in kind of the Romanian State by representative the Ministry of Energy to the other CONPET shareholders, namely to the persons entitled as shareholder at the registration date, in view of maintaining the shareholding held within CONPET at the registration date.

**Art. 3.** Approval of the transfer to the company's reserves of the amount of 1.9 RON representing the difference of contribution in kind of the Romanian State by representative the Ministry of Energy for which cannot be issued a whole share.

**4.** The Empowerment of the Board of Administration of the Company, as per the dispositions of Art.114 Para (1) of Law no.31/1990 republished and amended and the dispositions of Art. 85 of Law no. 24/2017 for the performance of any and all the necessary diligence for the fulfillment of the resolution of the Extraordinary General Meeting of Shareholders, here included but not limited to, the initiation (selection of the intermediary for the preparation of the offer prospectus and offer announcement with regards to the augmentation of the share capital and the coordination of the process for submission of all documents related to the approval of the offer Prospectus by the financial Supervisory Authority), the carry out (here included the establishing and approval of the subscription procedure, payment methods, payment date, the place where the operations are being performed, the ascertainment and validation of the performed subscriptions, cancellation of the unsubscribed shares, the settlement of the exact value by which the share capital is being augmented), the closing (approval of the augmentation of the share capital following subscription and payment of the price/issuance of new shares), registration and performance of the augmentation of the share capital, the due amendment of the articles of incorporation of the Company, the wording and execution of all documents and the performance of all due diligence for the application and registration of the share capital to the competent authorities.

5. Approval of the registration date 23.07.2019 advanced by the Board of Administration, with ex-date 22.07.2019 and payment date 24.07.2019 (ASF Regulation 5/2018).

6. 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.

*President of the General Meeting*

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Representative of the Ministry of Energy

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Technical Secretariat

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