

No. 26850 1/05.07.2019

**CURRENT REPORT NO. 20/2019**  
**As per Law no. 24/ 2017 and ASF Regulation no. 5/2018**

<b>Date of the report</b>	<b>04.07.2019</b>
<b>Issuer's Name:</b>	<b>CONPET SA PLOIEȘTI</b>
<b>Registered Offices:</b>	<b>No. 1-3, Anul 1848 Street, Ploiești</b>
Telephone/facsimile/email:	<b>0244/ 401360/ 516451/ 402385/ actionariat@conpet.ro</b>
<b>Tax Identification Number at the Trade Register Office</b>	<b>1350020</b>
<b>No. at the Trade Registry:</b>	<b>J29/6/22.01.1991</b>
<b>Subscribed and paid-up share capital:</b>	<b>28,569,842.40 RON</b>
<b>Total number of shares:</b>	<b>8,657,528 nominative shares</b>
<b>The regulated market where the issued securities are being traded:</b>	<b>B.S.E., PREMIUM</b>
<b>Category</b>	

**Reporting significant events:**

**THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS) OF CONPET SA dated 04.07.2019 (in first call)**

The Extraordinary General Meeting of Shareholders (EGMS) of CONPET SA convened for the date 04.07.2019 (in first call), starting 10.00 A.M., at the company's headquarters in Ploiești no. 1-3 Anul 1848 street, by the Board of Administration.

The EGMS Convening Notice, approved by BoA Decision no.15/28.05.2019 was published in the Official Gazette of Romania no. 2267/30.05.2019, Part IV and in „Romania Libera” newspaper, the edition of 30.05.2019, being submitted to the Bucharest Stock Exchange and the Financial Supervisory Authority as annex to the Current Report no. 17/29.05.2019, report published on [www.bvb.ro](http://www.bvb.ro) and [www.conpet.ro](http://www.conpet.ro).

At the EGMS sessions could participate the shareholders registered in the Shareholders Registry consolidated at the reference date 25.06.2019. 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 number of 3,549 shares with nominal value of 3.30 RON, representing 0.041% of the total number of shares/voting rights, respectively a share capital amounting to 11,711.7 RON.

For the EGMS meeting, 2 shareholders submitted correspondence voting bulletins, holders of a number of 725,108 shares/voting rights, representing 8.3755% of the total number of shares/voting rights, respectively a share capital in amount of 2,392,856.4 RON

Art. 17 para. (2) and (3) of the Articles of Incorporation has the following provisions:



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*NECULĂ ALINA*  
 TRADUCĂTOR  
 Aut. nr. 17079/2006  
 PLOIEȘTI

(2) For the validity of deliberations of the extraordinary general meeting of shareholders are required:

- a) In first call, the presence of shareholders (including the correspondence voting bulletins) representing at least half (1/2) of the total number of voting rights;
- b) In second call, the presence of shareholders representing at least one third (1/3) of the total number of voting rights;
- c) The decisions are taken by the majority of the shareholders attending or represented both in first and in the second call;
- d) The decision to change the core business of the company, reduce the share capital, increase by intake in cash of the share capital, change of legal form, merger, division or dissolution of the company shall be taken by a majority of at least two thirds (2/3) of the voting rights held by shareholders present or represented.

(3) Notwithstanding the provisions above, the following decisions of the extraordinary general meeting of shareholders shall be taken by vote of shareholders representing at least three quarters (3/4) of the share capital, at first call or any other later call, as follows:

- a) Decisions on the issue of bonds;
- b) Emptive rights of preferences of shareholders to subscribe new shares in the case of capital increase in cash;
- c) Share capital increase through contribution in kind.

At the same time, art. 87 para. (2) of Law no. 24/2017 regarding the issuers of financial instruments and market operations states that "the share capital increase through contribution in kind is approved by the Extraordinary General Meeting of Shareholders, attended by shareholders representing at least 85% of the subscribed share capital and voting shareholders representing at least two-thirds of the voting rights.

With regard to items 2, 3, 4 and 5 on the agenda of the EGMS, considering art. 117 para. (8) of Law no. 31/1990 on companies, republished, as amended and supplemented, which provides that "for the listed companies the relevant provisions of the capital market specific law are applied", provisions of art. 87 para. (2) of Law no. 24/2017 regarding the issuers of financial instruments and market operations, stating that "the share capital increase through contribution in kind is approved by the Extraordinary General Meeting of Shareholders, attended by shareholders representing at least 85% of the share capital, and with the vote of shareholders representing at least two-thirds of the voting rights "and, given the attendance of shareholders at the meeting of the EGMS, which shows that are present (including the forms for voting by correspondence) a total of five shareholders, holders of a total of 5,812,029 shares/voting rights representing 67.1327% of the share capital, it appears that this first meeting convening the EGM quorum is not met the statutory required capital increase through contribution in kind.

Annexed to this current report is Resolution no. 2 of the Extraordinary General Meeting of Shareholders (EGMS) Of CONPET SA dated 04.07.2019.

**Director General**  
 Eng. Timur— Vasile CHIȘ  
 S.s Illegible  
 Stamp



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

The Extraordinary General Meeting of Shareholders of the Company “CONPET” S.A., company 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, adopt today, during the meeting dated 04.07.2019 (in first call), following the debates of the shareholders, the following:

**RESOLUTION**

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

**Art. 2.** With regards to items 2, 3, 4 and 5 on the agenda of the EGMS, considering art. 117 para. (8) of Law no. 31/1990 on companies, republished, as amended and supplemented, which provides that “for the listed companies the relevant provisions of the capital market specific law are applied”, the provisions of art. 87 para. (2) of Law no. 24/2017 regarding the issuers of financial instruments and market operations, stating that “the share capital increase through contribution in kind is approved by the Extraordinary General Meeting of Shareholders, attended by shareholders representing at least 85% of the share capital, and with the vote of shareholders representing at least two-thirds of the voting rights” and, given the attendance of shareholders at the meeting of the EGMS, which shows that are present (including the forms for voting by correspondence) a total of five shareholders, holders of a total of 5,812,029 shares/voting rights representing 67.1327% of the share capital, it appears that this first meeting convening the EGMS has not met the quorum required by law necessary for the capital increase through contribution in kind.



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**Art. 3. 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.

*Chairman of the General Meeting*

Gheorghe Cristian - Florin

Representative of the Ministry of Energy  
Prepelită Alexandru

Technical Secretariat  
Modoran Adina  
Petrescu Alina  
Rusu Andreea

*Note: The representative of the majority shareholder signs this Resolution based on the Art. 18 para. (19) of the Articles of Incorporation of "CONPET" S.A.. Resolution no. 2/ 04.07.2019 of the Extraordinary General Meeting of Shareholders of "CONPET" S.A. was issued in 3 (three) original counterparts.*



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