



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. 26850 / 04.07.2019

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

Date of the report	04.07.2019
Issuer's Name:	CONPET SA PLOIEȘTI
Registered Offices:	No. 1-3, Anul 1848 Street, Ploiesti
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 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 Ploiesti 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 and 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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www.conpet.ro



(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

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., 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. Prepeliță 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.

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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