

No. 27 006 / 05.07.2019

CURRENT REPORT NO. 22/2019
As per Law no. 24/ 2017 and ASF Regulation no. 5/2018

Date of the report	05.07.2019
Issuer's Name:	CONPET SA PLOIEȘTI
Registered Offices:	No. 1-3, Anul 1848 Street, Ploiești
Telephone/facsimile/email:	0244/ 401360/ 516451/ 402385/ actionariat@conpet.ro
Tax Identification Number at the Trade Register Office	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 THE EXTRAORDINARY GENERAL MEETING OF
SHAREHOLDERS (EGMS) OF CONPET SA dated 05.07.2019 (in second call)**

The Extraordinary General Meeting of Shareholders (EGMS) of CONPET SA has met on 05.07.2019 (in second call), starting 10.00 A.M., at the company's headquarters in Ploiești, no. 1-3 Anul 1848 Street, following the summons thereof by the Board of Administration.

The EGMS Convening Notice, approved by BoA Decision no.15/28.05.2019 has been 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 (plus Market Release erratum for item 5 on the Agenda related to payment date).

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 1 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 EGMS meeting, 2 shareholders have 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:



e-mail: conpet@conpet.ro
www.conpet.ro



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

- a) in first call, the presence of shareholders (here included 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 modify 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) Disqualifying the right of preferences of shareholders to subscribe new shares in the case of augmentation of the share capital in cash;*
- c) The augmentation of the share capital by 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 augmentation of the share capital by 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 by vote of the shareholders representing at least two-thirds of the voting rights*".

With regard to items 2, 3, 4 and 5 (date of payment) 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, and considering the attendance of shareholders at the meeting of the EGMS, wherefrom results the presence (including the forms for voting by correspondence) of a total number of 4 (four) shareholders, holders of a total of 5,808,521 shares/voting rights representing 67.0941 % of the share capital, it appears that this second meeting convening the EGMS has not met the quorum required by law, necessary for the augmentation of the share capital by contribution in kind.

Annexed to this current report is Resolution no. 3 of the Extraordinary General Meeting of Shareholders (EGMS) *ff CONPET SA dated 05.07.2019*.

Director General

Eng. Timur— Vasile CHIȘ
 S.s Illegible
 Stamp



e-mail: conpet@conpet.ro
www.conpet.ro



RESOLUTION NO. 3
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS)
of "CONPET" S.A. Ploiești
dated 05.07.2019

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, adopts today, during the meeting dated 05.07.2019 (in second 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 regard to items 2, 3, 4 and 5 (date of payment) 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 three quarters 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 4 (four) shareholders, holders of a total of 5,808,521 shares/voting rights representing 67.0941 % of the share capital, it appears that this second meeting convening the EGMS has not met the quorum required by law, necessary for the capital increase through contribution in kind.



e-mail: conpet@conpet.ro
www.conpet.ro



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

Art. 3. Approves the registration date 23.07.2019 proposed by the Board of Administration, with ex-
date 22.07.2019.

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.

Chairman of the EGMS Meeting

Albulescu Mihai - Adrian

Representative of the Ministry of Energy
Prepelită Alexandru

Technical Secretariat
Modoran Adina
Rusu Andreea

Note: The representative of the majority shareholder signs this Resolution based on Art. 18 para. (18) of the Articles of Incorporation of "CONPET" S.A.. Resolution no. 3/05.07.2019 of the Extraordinary General Meeting of Shareholders of "CONPET" S.A. was issued in 3 (three) original counterparts.



e-mail: conpet@conpet.ro
www.conpet.ro