

**RESOLUTION NO. 3**  
**OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS)**  
**of “CONPET” S.A. Ploiesti**  
**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.

**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

Prepeliță 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.*