

DRAFT RESOLUTION

RESOLUTION NO. 5

OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)

of the Company “CONPET” S.A. Ploiesti

dated 27.09.2019

The Ordinary 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 27.09.2019 (in first call), the following:

RESOLUTION

Art. 1. Approves the election of Mrs./Mr.as Secretary of the Ordinary General Meeting of Shareholders (OGMS.).

Art. 2 Approves the Revenues and Expenditure Budget (REB) amended for 2019.

Art. 3. Takes note of the Administrators’ Report regarding the activity for Half I, 2019 (period January - June 2019), prepared as per the provisions of Art.223 of ASF Regulation no.5/2018 and Art. 55 of EGO no.109/2011, accompanied by the Financial Statements at the date and for the period of six months ended June 30, 2019, as per Order of the Ministry of Public Finance no.2844/2016 and the International Accounting Standard 34 “Interim Financial Reporting”, as well as the Revision Report of the interim financial statement drafted by the financial auditor BDO Audit SRL.

Art. 4. Approves the nomination of the company BDO Audit SRL Bucharest, as financial auditor of the company CONPET S.A., Romanian legal person, member of the Financial Auditors Chamber in Romania, holder of authorization no. 18/02.08.2001, headquartered in Bucharest, sector 3, 24 Invingatorilor, 1, 2, 3, 4 floor, registered at the National Office of Trade Registry under no. J40/22485/07.12.1994, TIN 6546223, represented by Mr. /Mrs....., in the quality of and the settlement of the duration of the financial audit services contract for a period of 3 years starting the date of appointment thereof by the OGMS, namely for the years 2019, 2020 and 2021.

Art. 5. Appoints Mr./Mrs., citizen, profession, PIN Identified by Series No. domiciled in, as administrator of the Company CONPET SA, the term of office being as of the date of the OGMS

(27.09.2019) and up to the end of the mandate of the current Board of Administration (21.08.2022, inclusive of).

Art. 6. Approves the Contract of mandate that will be concluded with the new member of the Board of Administration.

Art. 7. Approves the designation of the representative of the Ministry of Energy in the Ordinary General Meeting of Shareholders, Mr./Mrs.. for the execution of the mandate contract of the administrator.

Art. 8. Endorses the Information Note no.31335/05.08.2019 to the Ordinary General Meeting of Shareholder with regards to the prescription of the shareholders' rights to the dividends related to the financial year 2015, unclaimed up to 31.07.2019.

Art. 9. Approves the registration date 17.10.2019 proposed by the Board of Administration, with ex-date 16.10.2019.

Art. 10. Approves the Empowerment:

- a) of the President of the Ordinary General Meeting of Shareholders to sign the OGMS Resolution;
- b) of the Director General to perform the necessary diligence in order to register the present OGMS 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

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GMS Secretary

Representative of the Ministry of Energy

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Technical Secretariat

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