

**DRAFT RESOLUTION**

**RESOLUTION NO. 2**

**of the ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)**

**of the Company “CONPET” S.A. Ploiesti**

**dated 29.04.2020**

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, adopts today, during the meeting dated 29.04.2020 (in first call), following the debates of the shareholders, the following:

**RESOLUTION**

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

**Art. 2** Approval of the annual financial statements at the date and for the financial year ended 31.12.2019 drafted based on the accounting regulations compliant with IFRS approved by OMPF no. 2844/2016, based on the annual Report of the administrators for the financial year 2019 and the Report of the financial auditor BDO Audit S.R.L.

**Art. 3.** Approval of distribution of the net profit related to the financial year 2019 and of some amounts from the retained earnings and other reserves, establishment of the gross dividend per share and the date of dividends payment to the shareholders, as follows:

- a)** distribution of the net profit of 2019, reunited with the provision for employees' share of profit, amounting to 65,317,598 RON, on the following lines:
- other reserves representing tax incentives provided by Law no. 227/2015 regarding the Fiscal Code - reinvested earnings: 1,119,275 RON (1.71%)
  - employees share of profit: 6,400,879 RON (9.86%)
  - dividends due to shareholders: 57,757,444 RON (88.43%).

- b) distribution of retained earnings representing surplus from revaluation reserves in the amount of 4,399,439 lei, of which:
- for covering the retained earnings representing actuarial loss from discount of benefits granted upon retirement: 983,674 RON
  - deferred result from correction of accounting errors: 117,625 RON
  - dividends due to shareholders: 3,298,140 RON
- c) determination of the amount of the gross dividend proposed to be granted to shareholders in the amount of
- c1)** 6.67135515 RON/share of the amounts allocated from the profit of 2019 - item a)
  - c2)** 0.38095632 RON/share of the amounts allocated from the retained earnings - item b).
- d) setting the date 25.06.2020 as the date of payment of dividends to shareholders.
- e) the payment of dividends will be performed in RON exclusively to the shareholders registered in the Shareholders Registry (held by “Depozitarul Central” S.A.) at the registration date set by the General Meeting of Shareholders, and the dividends payment method will be acknowledged to the shareholders prior to the date of initiation of payment. The expenses occasioned by the payment of dividends are being borne by the shareholders.
- Art. 4.** Approval of the discharge of administration of the company’s administrators for the financial year ended 31.12.2019.
- Art. 5.** Takes notice of the Annual Report of the Nomination and Remuneration Committee (Ro. CNR) related to the remunerations and other benefits awarded to the administrators and the directors with mandate contract during 2019 financial year.
- Art. 6.** Approval of the Board of Administration report on the administration activity in 2019 prepared in accordance with Art. 55 of EGO 109/2011 *on corporate governance of public enterprises* and the provisions of the contract of mandate.
- Art. 7.** Approval of the total degree of fulfillment (103.7 %) of key performance indicators (KPIs), financial and non-financial, for the year 2019, according to the Report of the Board of Administration of monitoring the framing of key performance indicators of the administrators for the year 2019 in the limits approved by the OGMS.
- Art. 8.** Approval of granting the variable component due to administrators for the period of mandate carried out in 2019, according to the provisions of the contract of mandate.

**Art. 9.** Approval of the registration date proposed by the Board of Administration, namely 11.06.2019 (serving for the identification of the shareholders who are to benefit from dividends or other rights and who fall under the rights of the OGMS Resolution), respectively ex-date 10.06.2019.

**Art. 10.** Empowers:

- a) The President of the Ordinary General Meeting of Shareholders to sign the OGMS Resolution;
- b) 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 Economy,  
Energy and Business Environment

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Technical Secretariat

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