

No. 14188/ 29.04.2020

**CURRENT REPORT NO. 12/2020**  
**as per Law no. 24/2017 and ASF Regulation no. 5/2018**

<b>Date of the report</b>	<b>29.04.2020</b>
<b>Issuer's Name:</b>	<b>CONPET S.A. Ploiești</b>
<b>Registered Offices:</b>	<b>No. 1-3, Anul 1848 Street, Ploiești</b>
<b>Telephone/facsimile/email:</b>	<b>0244/ 401360/ 516451/ 402385/ actionariat@conpet.ro</b>
<b>Tax Identification Number at the Trade Register Office</b>	<b>1350020</b>
<b>No. at the Trade Registry:</b>	<b>J29/6/22.01.1991</b>
<b>Subscribed and paid-up share capital:</b>	<b>28,569,842.40 RON</b>
<b>Total number of shares:</b>	<b>8,657,528 nominative shares</b>
<b>The regulated market where the issued securities are being traded: B.S.E., PREMIUM Category</b>	<b>B.S.E., PREMIUM</b>

**Reporting significant events:**

**The Ordinary General Meeting Of Shareholders (OGMS) of CONPET SA dated 29.04.2020 (first call)**

The Ordinary General Meeting of Shareholders (OGMS) convened for the date 29.04.2020/30.04.2020 was held in first call on 29.04.2020, starting 10.00 A.M., at the company's headquarters in Ploiești, no. 1-3, Anul 1848 street, following the fulfillment of the statutory - legal quorum conditions.

The OGMS Convening Notice, approved by BoA Decision no.5/24.03.2020 was published in the Official Gazette of Romania no. 1175/26.03.2020, Part IV and in „Jurnalul” newspaper, the edition of 27.03.2020, being submitted to the Bucharest Stock Exchange and the Financial Supervisory Authority as annex to the Current Report no. 8/24.03.2020, report published on [www.bvb.ro](http://www.bvb.ro) and [www.conpet.ro](http://www.conpet.ro), completed with the current Report no. 10/21.04.2020 by which it is brought to the attention of the shareholders the correction of the material error from Item 3 a.) of the Agenda of the OGMS Convening Notice, regarding the employees' share of profit.

Art. 17. Para. (1) of the Articles of Incorporation has the following provisions:

*(1) For the validity of deliberations of the ordinary 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, and the decisions be taken by majority vote.*
- b) In second call, regardless of the number of shareholders present or represented and the share capital represented and the decisions be taken by majority vote.*

At the OGMS sessions could participate the shareholders registered in the Shareholders Registry consolidated at the reference date 16.04.2020. Thus, one shareholder natural person was

present in the hall, holder of a number of 40 shares with a nominal value of 3.30 RON, representing 0.0004 % of the total number of shares/voting rights, namely a share capital amounting 132 RON.

For the OGMS meeting, 5 shareholders have submitted correspondence voting bulletins, holders of a number of 7,011,779 shares/voting rights, representing 80.9905% of the total number of shares/voting rights, respectively a share capital in amount of 23,138,870.7 RON.

Consequently, the total number of voting rights within the OGMS meeting (where there have been included also the votes cast by correspondence) was of 7,011,819 and corresponds to a number of 7,011,819 shares with nominal value of 3.30 RON, representing 80.9910% of the total number of shares/voting rights, namely a share capital amounting 23,139,002.7 RON.

Based on the materials related to the OGMS Agenda, considering the vote exercised by correspondence, following the debates of the shareholders during the meeting, was issued the OGMS Resolution no.2/2020, bearing the following contents:

**RESOLUTION NO. 2**  
**OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)**  
**of the Company "CONPET" S.A. Ploiești**  
**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.** Approves the election of Mrs. Bărbuceanu Camelia- Mihaela as Secretary of the Ordinary General Meeting of Shareholders (OGMS.).

**Art. 2.** Approves 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.** Approves the 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: 6,440,879 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 RON, 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.** Approves 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.** Approves 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.** Approves 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.** Approves 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.** Approves the registration date proposed by the Board of Administration, namely 11.06.2020 (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 10.06.2020.

**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.

**We annex to the present current report the Resolution of the General Meeting of Shareholders (OGMS) of CONPET SA dated 29.04.2020 (first call)**

**DIRECTOR GENERAL**  
 PhD. Eng. CHIŞ Timur – Vasile  
 S.s. Illegible, Stamp

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- 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.

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***Chairman of the General Meeting***

Albulescu Mihai - Adrian

OGMS Secretary

Bărbuceanu Camelia- Mihaela

Technical Secretariat

Modoran Adina

Petrescu Alina

*Note: Resolution no. 2/29.04.2020 of the Ordinary General Meeting of Shareholders of "CONPET" SA has been issued in 3 (three) original counterparts.*



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