

Nr. 18904/ 17.05.2018

Current Report no. 19/ 2018
As per Law no. 24/ 2017

Date of the report:	17.05.2018
Name of the issuing entity:	CONPET S.A. Ploiești
Registered offices:	No. 1-3, Anul 1848 Street, Ploiesti
Telephone/facsimile/email:	0244/ 401360/ 516451/ 402385/ <u>actionariat@conpet.ro</u>
Tax Identification Number:	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:

I. Resolution of the Ordinary General Meeting of Shareholders (OGMS) of CONPET S.A. dated 17.05.2018 (in first call)

II. Appointment of the Chairman of the Board of Administration of CONPET S.A. and the constituency of the consultative committees set-up at the level of the Board of Administration

I. Resolution of the Ordinary General Meeting of Shareholders (OGMS) of CONPET S.A. dated 17.05.2018 (in first call)

The Ordinary General Meeting of Shareholders (OGMS) of CONPET S.A. called on 17.05.2018/18.05.2018 was held in first call, on 17.05.2018, starting 9 A.M., at the company's headquarters in Ploiesti, no.1-3, Anul 1848 Street, following the fulfilment of the statutory –legal quorum conditions.

The OGMS Convening Notice, approved by BoA Resolution no.08/13.04.2018, was published in the Official Gazette of Romania, Part IV, no. 1458/16.04.2018 and in „Romania Libera” newspaper, the edition of 17.04.2018, being submitted to the Bucharest Stock Exchange and the Financial Supervisory Authority as annex to the Current Report no. 14/13.04.2018, report published on www.bvb.ro and www.conpet.ro.

The OGMS Convening Notice comprising the supplemented Agenda, approved by the BOA Resolution no. 9/24.04.2018, following the request of the shareholder SIF Banat-Crisana S.A. to introduce six additional items, was published in the Official Gazette of Romania no. 1623/26.04.2018, part IV and respectively in “Romania Liberă” newspaper, the edition of 26.04.2018 and submitted to the Bucharest Stock Exchange and the Financial Supervisory Authority as annex to the Current Report no. 16/24.04.2018, report published on www.bvb.ro and www.conpet.ro.

As per the provisions of Article 17 para. (1) letter a) of the Articles of Incorporation, for the validity of the OGMS deliberations is necessary, in first call, the presence of the shareholders (here-included the votes by correspondence) which represent at least half (1/2) of the total number of voting rights, and the OGMS resolutions be taken with majority of the expressed votes.

At the OGMS session could participate the shareholders registered in the Shareholders Registry consolidated at the reference date 08.05.2018. Therefore, in the hall were present one two shareholders legal persons, 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 and the representative of the shareholder SIF Banat-Crisana S.A., holding a number of 562,740 shares with nominal value of 3.30 RON, representing 6.50% of the total number of shares/voting rights, respectively a share capital in amount of 1,857,042 RON, as well as 3 shareholders natural persons, holders of a number of 201 shares with nominal value of 3.30 RON, representing 0.0023% of the total number of shares/voting rights, respectively a share capital amounting to 663.3 RON.

For the OGMS meeting, 30 shareholders submitted correspondence voting bulletin, holders of a number of 680,535 shares/voting rights, representing 7.8605% of the total number of shares/voting rights, respectively a share capital in amount of 2,245,765.5 RON.

Based on the materials related to the OGMS Agenda, considering the mandate of the representative of the Ministry of Energy, the mandate of the representative of SIF Banat-Crisana S.A., as well as the vote exercised by correspondence, following the debates and proposals formulated by the shareholders during the meeting, was issued the OGMS Resolution no.3/2018, with the following contents:

RESOLUTION NO. 3
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)
of the company “CONPET” S.A. Ploiești
dated 17.05.2018

The Ordinary General Meeting of Shareholders of the Company CONPET S.A. headquartered in Ploiești, no. 1-3, Anul 1848 Street, registered at Trade Register Office 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 Association of the company, following the shareholders' debates, adopts today, during the meeting dated 17.05.2018 (in first call), the following

RESOLUTION

Art. 1. Approves the election of Mr. Prepeliță Alexandru (representative of the Ministry of Energy) as Secretary of the Ordinary General Meeting of Shareholders;

Art. 2. Approves the Board of Administration and candidate profile.

Art. 3. Approves the revocation of the Board of Administration members, namely: Mrs. Stan - Olteanu Manuela - Petronela, Mr. Văduva Constantin, Mr. Iacob Constantin - Ciprian, Mr. Popa Claudiu - Aurelian, Mr. Bugică Radu, Mr. Lefter Răzvan Ștefan, Mr. Matei Ion - Cristian.

Art. 4. a) Election of a new Board of Administration formed of 7 members and appoints, following the application of the cumulative voting method, the following administrators:

I) Stan – Olteanu Manuela - Petronela, Romanian citizen, with domicile in Ilfov county, Voluntari city, Jurist, 7,000,000 cumulated votes;

II) Văduva Constantin, Romanian citizen, with domicile in Bucharest municipality, Economist, 6,950,000 cumulated votes;

III) Iacob Constantin - Ciprian, Romanian citizen, with domicile in Dâmbovița county, Tîrgoviște municipality, Jurist, 6,850,000 cumulated votes

IV) Popa Claudiu - Aurelian, Romanian citizen, with domicile in Ilfov County, Roșu Village, Jurist, 6,950,000 cumulated votes;

V) Matei Ion - Cristian, Romanian citizen, with domicile in Prahova County, Blejoi commune, Engineer, 6,850,000 cumulated votes;

VI) Gavrilă Florin - Daniel, Romanian citizen, with domicile in Ilfov County, Cornetu commune, Economist, 9,664,997 cumulated votes;

VII) Ilași Liviu, Romanian citizen, with domicile in Ploiești municipality, Prahova county, Engineer, 8,078 cumulated votes;

b) Approves the 4 months duration of the administrators' mandate, respectively until 17.09.2018 or until the completion of the selection procedure stipulated in the EGO no. 109/ 2011

regarding the corporate governance of the public enterprises, approved with amendments and completions by Law no.111/2016, if this takes place prior to the date of expiry of the mandates of the administrators;

Art. 5. a) Approves the form and content of the contract of mandate of the administrators elected by the cumulative voting method.

b) Appoints the representative of the Ministry of Energy in the Ordinary General Meeting of Shareholders, respectively Mr. Prepelică Alexandru, to sign the contracts of mandate of the administrators elected by the cumulative voting method.

Art. 6. Sets the monthly fixed gross allowance of the elected administrators, in amount of 12,754 RON, equivalent with twice the average within the last 12 months, of the gross monthly average earnings for the activity performed according to the core business registered by the Company, at the level of class, as per the classification of the activities in the national economy, communicated by the National Statistics Institute prior to the appointment, recalculated as to provide the maintenance of the monthly net average earnings valid within the last 12 months prior to the appointment, for harmonizing with the new binding social contributions due as per the Law no. 227/2015, further amendments and completions, as amended pursuant to EGO no.79/2017 for the amendment and completion of Law no. 227/2015 regarding the Fiscal Code, the recalculation standing upon the provisions of Art. 18 of the EGO no. 90/ 2017.

Art. 7. Approves the empowerment of the Chairman of the Board of Administration to update and sign Annex. No. 1 to the Articles of Incorporation of the company in what regards the constituency of the Board of Administration.

Art. 8. Approves the empowerment of the Director General to perform the necessary diligence in order to register the OGMS Resolution and the updated Articles of Incorporation to the Trade Register Office attached to Prahova Law Court, 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.

Art. 9. Approves the registration date 08.06.2018 advanced by the Board of Administration, with ex-date 07.06.2018.

Art. 10. Approves the empowerment:

- a) of the President of the meeting to sign the O.G.M.S. Resolution;
- b) of the Chairman of the Board of Administration to enforce the O.G.M.S. resolution according to the legal provisions;
- c) of the Director General to perform the necessary diligence in order to register the OGMS Resolution to the Trade Register Office attached to Prahova Law Court, publishing thereof in the Official Gazette of Romania, Part IV, as well as to be granted the right to delegate, to another person within the Company, the proxy to perform the above-mentioned diligence.

II. Appointment of the Chairman of the Board of Administration of CONPET S.A. and the constituency of the consultative committees set-up at the level of the Board of Administration

During the meeting held on 17.05.2018, the Board of Administration of CONPET S.A., elected pursuant to the Decision no. 3/17.05.2018, agreed upon the **appointment of Mrs. Manuela – Petronela Stan – Olteanu in the capacity of Chairman of the BoA, as of 17.05.2018**, namely along 17.05.2018 – 17.09.2018 or until the completion date of the administrators selection procedure provided by EGO no.109/2011 *on the corporate governance of public enterprises*, approved with amendments and completions by Law no.111/2016.

In the same meeting, the BoA member approved the constituency of the Consultative Committees set up at the level of the Board of Administration, which will be the following:

- **The Nomination and Remuneration Committee:** Stan – Olteanu Manuela - President; members: Mr. Văduva Constantin, Mr. Gavrilă Florin - Daniel, Mr. Iacob Constantin - Ciprian, Mr. Popa Claudiu – Aurelian
- **The Audit Committee:** Mr. Văduva Constantin - president; members: Mr. Gavrilă Florin – Daniel, Mr. Ilași Liviu
- **The Financial and Investor Relations Committee:** Mr. Gavrilă Florin - Daniel - president; members: Mr. Iacob Constantin – Ciprian, Mr. Văduva Constantin
- **The Development Committee and for the Relation with the Authorities:** Mr. Popa Claudiu - Aurelian – president, members: Mrs. Stan - Olteanu Manuela, Mr. Matei Ion - Cristian.

Director General

Eng. Dan-Silviu BACIU, M.B.A.
S.s. Illegible, Stamp

Deputy Director General 1

Jurist Mihaela Anamaria DUMITRACHE
S.s. Illegible

Head of Corporate Governance

Econ. Bogdan PÎNZARIU
S.s. Illegible



CONPET S.A., România

Str. Anul 1848 nr. 1-3, Ploiești, 100559, Prahova
Tel: +40 - 244 - 401360; fax: + 40 - 244 - 516451
CIF: RO 1350020; Cod CAEN 4950; J29/6/22.01.1991
Capital social subscris și vărsat 28 569 842,40 lei



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