



# PETROEXPORTIMPORT S.A.

FONDATĂ 1948

Reg. Com. Nr: J 40/14/1991  
Cod fiscal: RO 1578364

B-dul UNIRII Nr. 72, Bloc J3C, Tr.1,  
BUCUREȘTI, cod 030836, Sector 3  
021.3188444; Fax: 021.3188453  
E-mail: [office@petex.ro](mailto:office@petex.ro)  
<http://www.petex.ro>

## RAPORT CURENT

conform Regulamentului C.N.V.M. nr. 1/2006, Regulamentului C.N.V.M.  
nr. 6/2009 și a Legii nr. 297/2004  
Data Raportului 04.05.2015

Denumirea societății comerciale: S.C. PETROEXPORTIMPORT S.A. București  
Sediul social: București, Bd.Unirii 72, bloc J3C, tr.1, sector 3, cod poștal 030836  
Telefon: 021.3188444; fax: 021.3188453; e-mail: office@petex.ro

CIF: RO1578364

Număr de ordine la Registrul Comerțului: J40/14/1991

Capital social subscris și vărsat: 6.130.455 lei

Piața reglementată pe care se tranzacționează valorile mobiliare emise:

Bursa de Valori București, segment principal, categoria Standard, simbol PEI.

Eveniment important de raportat

## **RESOLUTION**

of the Extraordinary General Assembly of Shareholders  
dated April 30<sup>th</sup>, 2015

The Extraordinary General Assembly of Shareholders of SC Petrolexportimport SA, convened in compliance with Law 31/1990 (republished), Law 297/2004 and the notice to convene published in the Official Gazette of Romania, Part IV, No. 1692/03.31.2015, and in "Bursa" Newspaper No. 64 (5399)/02.04.2015, in its session of April 30<sup>th</sup>, 2015 held at 13.00 hrs, after the session of the Ordinary General Assembly of Shareholders, at the headquarters of Petrolexportimport SA in Bucharest, 72 Unirii Boulevard, J3C Building, Section 1, District 3, based on the documents presented in compliance with the approved Agenda and the Minutes of the meeting, the Extraordinary General Assembly of Shareholders was declared valid and statutory at first call, with an attendance of 76.703% (313,483 shares) by open ballot, with 313.482 votes in favor, representing 76.70% of the share capital, and the attending shareholders resolved as follows:

### **RESOLUTION No. 1**

To approve the restating of Art. 22 of the Company's Articles of Association, following the changes in the membership of the Board of Directors, in accordance with the Resolution of the Ordinary General Assembly of Shareholders dated April 30<sup>th</sup>, 2015, as follows:

- Mr. POPESCU ALEXANDRU, Romanian citizen, born April 3<sup>rd</sup>, 1987, residing in Bucharest, 11-13 Intrarea Aniversării, District 3, holder of IC Series RX No. 473718 issued by S.P.C.E.P. District 3 on April 10<sup>th</sup>, 2014, holder of personal identification number 1870403430046, single, Director, Chairman of the Board of Directors of the Company also holding the position of CEO, for a mandate of 4 (four) years, until April 30<sup>th</sup>, 2019.
- Ms. ION REASILVIA, Romanian citizen, born in Cosminele, Prahova County, on September 28<sup>th</sup>, 1966, residing in Bucharest, 53 Tudor Vladimirescu Boulevard,

T6 Building, Entrance 1, 6<sup>th</sup> Floor, App.21, District 5, holder of IC series RT No. 619254 issued by SPCEP S5 Office No. 2 on November 24<sup>th</sup>, 2008, holder of personal identification number 2660928295887, single, is appointed as Director - member of the Board of Directors of the company, for a mandate of four (4) years, until August 30<sup>th</sup>, 2015.

- Mr. OPRAN MARIUS-EUGEN, Romanian citizen, born in Hotarele, Giurgiu County on August 15<sup>th</sup>, 1944, residing in Bucharest, 41-43 Ana Davila Street, District 5, holder of IC series DP No. 135514 issued by I.N.E.P. on October 19<sup>th</sup>, 2009, holder of personal identification number 1440815400154, married, is appointed as Director - member of the Board of Directors of the company, for a mandate of four (4) years until April 30<sup>th</sup>, 2019.

## **RESOLUTION No. 2**

To approve a credit contracted by the Company from Piraeus Bank Romania SA, amounting to RON 5,400,000 in order to finance 70% of the costs (VAT-included) for the development by the Company of the "Danubiana" project (including but not limited to: payment of the price balance for the required real estate, notary fees, project due diligence reports, legal advice, establishment of securities for Credits No. 2308/22.09.2005 and No. 100/28.02.2008).

The credit shall be secured by:

2.1. Subsequent rank (IV) mortgage on the real estate, consisting of building (basement, ground floor, mezzanine, 10 floors) in area of 4,207 sqm and related area of 435 sqm, located in Bucharest, 72 Unirii Blvd, J3C Building, Section 1, District 3, registered with Land Book No. 23690 of Bucharest, District 3, Cadastral No. 3855/1, 3855/1/-1, 3855/1/0, 3855/1/M, 3855/1/1, 3855/1/2, 3855/1/3, 3855/1/4, 3855/1/5 3855/1/6, 3855/1/7, 3855/1/8/1, 3855/1/8;9/2/1, 3855/1/8/3/2, 3855/1/9/1, 3855/1/9/3/3, 3855/1/10, real estate owned by the Company.

2.2. First rank security mortgage having as object the following real estate located in Popesti Leordeni, Ilfov County, 181 Olteniței road:

(i) land within built-up area in construction yard category, of 20,305 sqm, identified by cadastral number 10444627 and buildings erected on it: softening station - C64, drawbridge enclosure - C216, pump house enclosure - C219 and

C221, tank enclosure - C223, railway ramp (Inventory No. 100144), diesel tank (Inventory No. 200589) identified with Cadastral No. 113712, registered with land Book No. 113712 of Popești Leordeni;

(ii) land within built-up area in construction yard category, of 600 sqm, which shall result from separation of the real estate with Cadastral No. 104,624, registered with Land Book No. 104624 of Popești Leordeni;

(iii) land within built-up area in the construction yard category, of 1,511 sqm, identified by Cadastral No. 113612, registered with Land Book No. 113612 of Popești Leordeni;

(iv) land within built-up area in the railway category, of 2,755 sqm, partially accommodating the external railway with a total length of 706 sqm (Inventory No. 200153) identified by Cadastral No. 111777, registered with Land Book No. 111777 of Popești Leordeni;

(v) land within built-up area in the railway category, of approx. 2,8154 sqm, partially accommodating the external railway with a total length of 1,942 m (from Danubiana access point on the east side to the Popești railway station) maintained with Cadastral No. 75, registered with Land Book No. 68 of Popești Leordeni, the exact area to be determined by removing overlapping; transit railway line between junctions with the railway line owned by the Romanian State under the administration of the Ministry of Interior through the National Administration of State Reserves and Special Affairs - Territorial Unit 350, and Berceni service station capacity is registered with the List of Transport Defense Units, thus being subject to the provisions of Law 477/2003 on the preparation of the national economy and territory for defense, as amended and supplemented;

(vi) undivided share of 4.79%, respectively an area of 750.11 sqm from the land with a total area of 15,660 sqm, identified with Cadastral No. 112871, registered with Land Book No. 112871 of Popești Leordeni;

(vii) undivided share of 6.72%, respectively an area of 324.64 sqm from the land with a total area of 4,831 sqm, identified with Cadastral No. 104620, registered with Land Book No. 104620 of Popești Leordeni;

(viii) undivided share of 6.72%, respectively an area of 119.55 sqm from the land with a total area of 1,779 sqm, identified with Cadastral No. 104626, registered with Land Book No. 104626 of Popești Leordeni;

(ix) undivided share of 6.72%, respectively an area of 43.28 sqm from the land with a total area of 644 sqm, identified with Cadastral No. 113122, registered with Land Book No. 113122 of Popești Leordeni;

(x) undivided share of 0.60%, respectively an area of 38.92 sqm from the land with a total area of 6,487 sqm, identified with Cadastral No. 111775, registered with Land Book No. 111775 of Popești Leordeni;

(xi) undivided share of 6.56%, respectively a length of 106 linear meters of the "town sewage drainage system," with a length of 1,620 linear meters (Inventory No. 200138) connected to the sewerage network that connects with Dambovita River Box Culvert;

(xii) undivided share of 1.04%, respectively a length of 7 linear meters of the "town sewage drainage system," with a length of 630 linear meters (Inventory No. 200344);

(xiii) undivided share of 7%, respectively a length of 48 linear meters of "town pluvial water sewage system," with a length of 2,120 linear meters (Inventory No. 2001364) connected to the two existing mechanical pre-treatment stations, consisting of final oil and petroleum product separators and discharged in Calnau Rivulet,

Real estate subject to the preliminary sale-purchase agreement under private signature dated September 7<sup>th</sup>, 2012, as subsequently amended and supplemented, concluded between promissory seller Danubiana SA - in bankruptcy, by its judicial receiver Consultanta 99 SPRL and the Company as promissory buyer.

Given that the real estate subject to the preliminary sale-purchase agreement resulted from real estate/is real estate subject to real estate separation, registration procedures, following such procedures, corrections of real estate boundaries/cadastral documentation, etc., the accurate description and identification of the real estate subject to mortgage shall be the one provided in the sale-purchase agreement by which the Company shall acquire its ownership title over the same.

- 2.3. A security mortgage over the bank accounts held/to be held by the Company with the Bank, as identified in the agreement;
- 2.4. A security mortgage over the receivables arising from lease agreements over the real estate located in Bucharest, 72 Unirii Blvd, J3C Building, Section 1, District 3, concluded with tenants previously approved by the Bank, with a total minimum annual amount of EUR 500,000.
- 2.5. Three blank promissory notes, as security title, marked "no protest," issued by the Company and endorsed by Mr. Popescu Alexandru, forwarded to the Bank in material form;
- 2.6. Security mortgage over all present and future claims arising from existing contractual relationships and which shall arise between the Company and its contractual parties provided in the mortgage agreement to be concluded in this regard and, as applicable, a pledge over the checks and promissory notes endorsed in favor of the Bank and provided the same agreement.
- 2.7. Security mortgage covering Vehicles and Equipment, as outlined in the security agreement to be concluded in this respect.
- 2.8. Security mortgage over the receivables arising from VAT refund decisions, which entitle the Borrower to collect money from the tax authorities.

### **RESOLUTION No. 3**

To approve the mandate of Mr. Popescu Alexandru as Chairman of the Board of Directors of the Company:

- 3.1. to negotiate/sign and resolve for and on behalf of the Company on any contractual clauses (including, but not limited to: reimbursement methods and terms of credit reimbursement, extension of credit term, conversion of the credit into any other currency, amendment of credit security structure, setting borrowing costs, as well as undertaking any shareholder liability, etc.);
- 3.2. to sign for and on behalf of the Company:
- (i) the Credit Agreement, the Security/Real Estate Mortgage Agreement, any addendum to the Credit Agreements and Security/Real Estate Mortgage Agreements;
  - (ii) the Promissory notes issued by the Company;

(iii) Any document related to the operations under the credit facilities granted by the Bank.

#### **RESOLUTION No. 4**

To approve the revocation of the authorization granted to Mr. Iancu Valeriu, as former Chairman of the Board of Directors, Director and CEO of the Company, to negotiate, and to resolve for and on behalf of SC Petrolexportimport S.A. as regards any contractual clauses (including, but not limited to: reimbursement methods and terms of credit reimbursement, extension of credit term, conversion of the credit into any other currency, amendment of credit security structure, setting borrowing costs, as well as undertaking any shareholder liability, etc.), and to sign on behalf of the Company the Subordination Agreement, any addendum to the Credit Agreements and Security/Real Estate Mortgage Agreements, any new Real Estate Mortgage Agreement, as well as the Promissory Notes issued by the Company - deeds concluded by SC Petrolexportimport S.A. with Piraeus Bank Romania S.A.

#### **RESOLUTION No. 5**

To approve the revocation of the authorization granted to Mr. Iancu Valeriu, former Chairman of the Board of Directors, Director and CEO of the Company, to sign for and on behalf of the Company, any document in connection with the operations involving the credit facilities granted to SC Petrolexportimport S.A. by Piraeus Bank Romania S.A.

#### **RESOLUTION No. 6**

To approve the date of May 18<sup>th</sup>, 2015 as registration date, respectively identification of the shareholders subject to the Resolution of the Extraordinary General Assembly of Shareholders, in compliance with the provisions of Law No. 297/2004 on the capital market.

#### **RESOLUTION No. 7**

To approve the date of May 15<sup>th</sup>, 2015 as "*ex date*," *i.e.* the date prior to the registration date on which the financial instruments subject to the resolutions of

the corporate bodies are to be traded without any rights arising from the Resolution, in compliance with Art. 2(f) of Regulation No. 6/2009 issued by the National Securities Commission, as amended and supplemented by Regulation No. 13/2014.

**RESOLUTION No. 8**

To approve the mandate Mr. Popescu Alexandru - Chairman of the Board of Directors to sign on behalf of the Company the Minutes of the meeting, the Resolution of the Extraordinary General Assembly of Shareholders of April 30<sup>th</sup>, 2015, the deeds, forms and applications adopted/drafted for the purposes or for the enforcement of this Resolution of this Extraordinary General Assembly of Shareholders and to perform all legal formalities for its registration, advertising and publication.

Adopted today, April 30<sup>th</sup>, 2015, in Bucharest.

BOARD OF DIRECTORS  
CHAIRMAN,

POPESCU ALEXANDRU