



## **CONPET S.A.**

Str. Anul 1848 nr. 1-3, Ploiești, 100559, Prahova, România  
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e-mail: conpet@conpet.ro; web: www.conpet.ro  
CIF: RO1350020 ; Cod CAEN 4950; Înregistrată la  
Registrul Comerțului Prahova sub nr. J29/6/22.01.1991  
Capital social subscris și vărsat 28 569 842,40 lei



# **CONPET**

### **CONVENING NOTICE THE BOARD OF ADMINISTRATION OF "CONPET" S.A.**

with registered offices in Ploiesti, no. 1-3, Anul 1848 Street, registered at the Trade Registry attached to Prahova Law Court under no. J29/6/1991, Sole Registration Number 1350020, with a subscribed and paid-up capital amounting 28,569,842.40 lei, in compliance with the provisions of Law no. 31/1990 regarding the companies, republished, further amendments and additions, of Law no. 297/2004 regarding the capital market, of CNVM Regulation no. 6/2009 and Articles of Incorporation of the company, upon the BoA Decision no. 6/28.04.2015

#### **CONVENES**

#### **THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)**

For **10.06.2015, 10:00 AM**, that will take place at the registered offices of the company in Ploiesti, no. 1-3, Anul 1848 Street, to which have the right to participate and vote only the persons acting as shareholders, respectively they are registered in the Shareholders' Registry held by Depozitarul Central S.A. at the end of the reference date **27.05.2015**, with the following

#### **AGENDA**

1. Approval of 2015 Income and Expenditure Budget of the company „CONPET” S.A..
2. a) Approval of the Annexes no. 1 and 1.1. to the administration contracts, comprising the performance objectives and indicators for the period related to the administration contract performance and respectively the performance objectives and indicators for 2015, in correlation with the provisions of 2015 Income and Expenditure Budget.  
b) Approval to conclude Addendum no. 4 to the administration contracts having as scope Annexes no. 1 and 1.1..  
c) Granting mandate to a shareholders' representative to sign Annexes no. 1 and 1.1. and Addendum no. 4 to the administration contracts concluded with the administrators of the company „CONPET S.A.”.



3. Information regarding the conclusion of the contract with NATIONAL RAIL FREIGHT "CFR MARFA" S.A. Bucuresti having as scope the railway transport of crude oil and rich gas from the loading ramps to the destinations set by "CONPET" S.A..

4. The empowerment:

a) of the President of the Ordinary General Meeting of Shareholders to sign the OGMS Decision;

b) of the Chairman of the Board of Administration to enforce the OGMS decision, as per the legal provisions;

c) of the General Director to perform the necessary diligence in order to register the OGMS Decision at the Trade Register Office attached to Prahova Law Court, the publishing thereof 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.

5. Settlement:

a) of the date of **26.06.2015**, as **registration date**, serving at the identification of the shareholders who will benefit from dividends or other rights and will be affected by the OGMS Decision;

b) of the date of **25.06.2015**, as **ex-date**, representing the date falling one settlement cycle minus one business day before the Registration Date, as of which the financial instruments making the object of the corporate bodies' resolutions are traded without the rights deriving from such resolution;

In case that, in first call, the quorum conditions stipulated by law and the Articles of Incorporation are not being met, the Ordinary General Meeting of Shareholders will be convened on **11.06.2015**, by the maintenance of the Agenda, time and venue.

One or more shareholders, representing, individually or collectively, at least 5% of the share capital, have the right to:

1) introduce new items on the Agenda of the Ordinary General Meeting of Shareholders, provided that every item be attached a substantiation or a draft decision advanced to be adopted by the OGMS; the requests are then to be received by "CONPET" S.A., in no more than 15 days as of the convening notice publishing date, namely 19.05.2015, 10:00 A.M..

2) forward draft decisions for the items included or proposed to be included on the Agenda of the Ordinary General Meeting of Shareholders; the requests are then to be received by CONPET S.A. in no more than 15 days as of the convening notice publishing date, namely 19.05.2015, 10:00 A.M..

The requests regarding the introduction of new items on the Agenda of the OGMS, as well as those draft decisions proposals for the items included or proposed to be included on the Agenda of the Meeting should be formulated in writing, by the compliance of the above-mentioned



deadlines and shall be submitted by courier services with receipt of confirmation, directly to "CONPET" S.A. Registry in Ploiesti, no. 1-3, Anul 1848 Street, Prahova county, in closed envelope, with the mention **"BOA and GMS Secretariate Bureau - For the Ordinary General Meeting of Shareholders to be held on 10.06.2015"** (Romanian version - **"Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea Generala Ordinara a Actionarilor din data de 10.06.2015"**). The requests will be accompanied by a copy of the valid Identity Card, signed certified true copy by the holder thereof, namely by the documentation asserting the legal representative capacity in case of the legal persons, specified in CNVM Executive Order no. 26/20.12.2012.

In case the act of exercising one's right to introduce new items on the Agenda of the general meeting determines the amendment of the Agenda of the published Convening Notice, the company will make all due diligence to republish the Convening Notice considering the complemented/revised Agenda, prior to the reference date **27.05.2015**.

The company's shareholders, notwithstanding their contribution to the share capital, have the right to address questions in writing regarding the items on the agenda of the general meeting; these questions will be then submitted to the company Registry in Ploiesti, no. 1-3, Anul 1848 Street, Prahova county, up to 02.06.2015, 10:00 A.M., with the mention **"BOA and GMS Secretariate Bureau - For the Ordinary General Meeting of Shareholders to be held on 10.06.2015"** (Romanian version - **"Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea Generala Ordinara a Actionarilor din data de 10.06.2015"**). In order to identify the persons addressing questions, they will also have to attach to the request, copies of the documents asserting their identity. The answers to the addressed questions will be published on the company website [www.conpet.ro](http://www.conpet.ro), section Info Shareholders/GMS Documents - OGMS dated 10.06.2015.

At the meeting may take part and vote only the shareholders registered at the Reference Date **27.05.2015**, in person or by representatives, based on a special or general empowerment, as per the legal provisions.

The capacity of legal representative can be proved based on the documents stipulated in CNVM Executive Order no. 26/20.12.2012, namely the Confirmation of Company Details issued by the Trade Register Office, submitted in original or in certified true copy, or any other document, in original or certified true copy thereof issued by a competent authority of the State where the shareholder is legally incorporated, asserting the quality of legal representative; the documents asserting the quality of legal representative shall be issued with no more than 3 months prior to the publishing date of the OGMS Convening Notice.

The credit institutions performing custody services, empowered by the shareholder to take part and vote within OGMS must present a special empowerment drafted as per CNVM Regulation no. 6/2009 and CNVM Executive Order no. 26/20.12.2012, signed by the said shareholder, accompanied by an affidavit given by the credit institution having received the empowerment to represent based on special empowerment, wherefrom to appear that the credit institution performs custody services for the respective shareholder and the instructions



stipulated in the special empowerment are identical with the instructions mentioned in the SWIFT message received by the credit institution to vote on behalf of the respective shareholder.

The Special empowerment form shall be available both in Romanian and English, at the company headquarters and electronically on the webpage thereof, on the website [www.conpet.ro](http://www.conpet.ro), "Info Shareholders/GMS Documents" section - OGMS dated 10.06.2015, as of 04.05.2015.

The general empowerment may be granted by the shareholder, acting as client, only to an intermediary defined as per Article 2 paragraph 1, item 14 of Law no. 297/2004 regarding the capital market, or to a lawyer.

The special empowerment, together with the statement, both in original, signed and, as the case may be, stamped, accompanied by the supporting documents (copy of shareholder's valid Identity Card in case of the natural persons, namely the documents asserting the capacity of legal representative in case of the legal persons), under penalty of losing the right to exercise one's vote during the meeting, as well as the general empowerment, in copy thereof, comprising the entry certified true copy worded below the signature of the representative, must be submitted to "CONPET" S.A. Registry in Ploiesti, no. 1-3, Anul 1848 street, Prahova County, in Romanian or English, no more than 24 hours prior to the meeting, in closed envelope, with the mention: **"BOA and GMS Secretariate Bureau - For the Ordinary General Meeting of Shareholders on 10.06.2015 (Romanian version - "Biroul Secretariat C.A. si A.G.A. - Pentru Adunarea Generala Ordinara a Actionarilor din data de 10.06.2015")**, namely up to 09.06.2015, 10 A.M.. The special or general empowerment and the requested documents can be also submitted by extended electronic signature, as per the provisions of Law no. 455/2001 regarding the electronic signature, up to the above-mentioned date and time, to the e-mail address: [actionariat@conpet.ro](mailto:actionariat@conpet.ro), under the penalty stipulated in Art. 125, paragraph 3 of Law no. 31/1990 regarding the companies, further amendments and additions.

The shareholders registered at the Reference Date have the possibility to vote, by correspondence, prior to the general meeting, by using the Correspondence Voting Bulletin, made available as of 04.05.2015, both in Romanian and English, at the company headquarters, or on the company website [www.conpet.ro](http://www.conpet.ro), "Info Shareholders/GMS Documents" section.

The correspondence voting bulletins must be filled in and signed by the shareholders - natural persons and accompanied by a copy of the valid identity card, signed true copy by the holder thereof, respectively must be filled in and signed by the legal representative of the shareholder legal person, accompanied by the official documents asserting his capacity of legal representative.

The capacity of legal representative is proved based on the documents stipulated in CNVM Executive Order no. 26/20.12.2012, namely the Confirmation of Company Details issued by the Trade Register Office, submitted in original or in certified true copy, or any other document, in original or certified true copy thereof, issued by a competent authority of the State where the shareholder is legally incorporated, asserting the quality of legal representative; the documents asserting the quality of legal representative shall be issued by no more than 3 months prior to the publishing date of the OGMS Convening Notice.



The company will accept correspondence voting bulletin submitted, in written form, by a shareholder for whom a credit institution performs custody services without requesting other additional documents regarding that shareholder, if the correspondence voting bulletin is signed in original copy by the said shareholder and is accompanied by an affidavit given by the legal representative of the credit institution, wherefrom to appear that the credit institution performs custody services for the respective shareholder and the correspondence voting bulletin is signed by the shareholder and contains voting options identical with the ones mentioned by the shareholder in the SWIFT message received by the credit institution from the respective shareholder.

The Correspondence Voting Bulletin forms, accompanied by the above legal documents, signed and as per the case, stamped, will be submitted in original, in Romanian or English, by any type of courier service with receipt of confirmation, in closed envelope, with the mention: **“BOA and GMS Secretariat Bureau - For the Ordinary General Meeting of Shareholders to be held on 10.06.2015”** (Romanian version - **“Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea Generala Ordinara a Actionarilor din data de 10.06.2015”**), at CONPET S.A. headquarters, in Ploiesti, no. 1-3 Anul 1848 street, Prahova county, in such a way as to be recorded to having been received at the company Registry no later than 09.06.2015, 10:00 A.M..

The voting bulletins that are not being received at the company Registry within the indicated time frames shall not be considered when determining the quorum and majority during the OGMS session.

In case the Agenda of the General Meeting shall be complemented/revised and the shareholders do not send the special empowerments and/or correspondence voting bulletins complemented/revised, the documents submitted prior to the complementing/revision of the Agenda will be considered only in relation to those items that are included on the complemented/revised Agenda.

The informative materials regarding issues included on the Agenda and the draft decision (available in Romanian and English), shall be at the disposal of the shareholders, at the company headquarters, starting 04.05.2015, during business days, for review thereof. All the materials for the general meeting will be also available on the company website [www.conpet.ro](http://www.conpet.ro), section “Info Shareholders/GMS documents - OGMS/ 10.06.2015. The shareholders may receive copies of the documents, upon request and against payment. Additional information can be obtained at “CONPET” S.A. headquarters in Ploiesti, no. 1-3, Anul 1848 Street, BoA and GMS Secretariate Bureau, telephone 0040-244-401.360, extensions 2655, 2579, facsimile 0040-244-516.451, between 08:00 A.M. - 4:30 P.M., on the email address: [actionariat@conpet.ro](mailto:actionariat@conpet.ro).

## CHAIRMAN OF THE BOARD OF ADMINISTRATION

DAN WEILER  
S.s. Illegible  
Stamp

