



CONPET S.A.

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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



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 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS)

For **10.06.2015, 11:00 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 initiation of the procedure for augmentation of the share capital of the company "CONPET" S.A. by the value of the 47 lands for which the company holds land ownership certificates obtained during 2001 - 2005 and approval of formulation of a request addressed to the Trade Register Office attached to Prahova Law Court for the appointment of an expert (ANEVAR certified appraiser) for the appraisal of these lands.
2. Approval of the amendment of the Articles of Incorporation of the company "CONPET" S.A., as per the proposals set in the Annex to the EGMS Convening Notice (Draft amendment of the Articles of Incorporation).
3. The empowerment:
 - a) of the President of the Extraordinary General Meeting of Shareholders to sign the EGMS Decision;



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

c) of the General Director to perform the necessary diligence in order to register the EGMS 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.

4. Settlement:

a) of the date of **26.06.2015**, set by the Board of Administration, as registration date, serving at the identification of the shareholders who will be affected by the EGMS Decision;

b) of the date of **25.06.2015**, as ex-date, in compliance with the provisions of Law no. 297/2004 regarding the capital market, of Regulation no.1/2006 regarding the issuers and securities operations and the Regulation no. 6/2009 regarding the exercise of certain rights of the shareholders within the general meetings of the trade companies, further amendments and additions, and correlated with the Financial Supervisory Authority Decision (Rom.A.S.F.) no. 1430/07.10.2014.

In case that, in first call, the quorum conditions stipulated by law and the Articles of Incorporation are not being met, the Extraordinary 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 Extraordinary General Meeting of Shareholders, provided that every item be attached a substantiation or a draft decision advanced to be adopted by the EGMS; 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, 11:00 A.M..

2) forward draft decisions for the items included or proposed to be included on the Agenda of the Extraordinary 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, 11:00 A.M..

The requests regarding the introduction of new items on the Agenda of the EGMS, 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 Extraordinary General Meeting of Shareholders to be held on 10.06.2015**" (Romanian version - "**Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea Generala Extraordinara 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 contained by 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 Extraordinary General Meeting of Shareholders to be held on 10.06.2015"** (Romanian version - **"Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea Generala Extraordinara 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, section Info Shareholders/GMS Documents - EGMS 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 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 EGMS Convening Notice.

The credit institutions performing custody services, empowered by the shareholder to take part and vote within EGMS 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, "Info Shareholders/GMS Documents" section - EGMS 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, accompanied by 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 Extraordinary General Meeting of Shareholders on 10.06.2015 (Romanian version - "Biroul Secretariat C.A. si A.G.A. - Pentru Adunarea Generala Extraordinara a Actionarilor din data de 10.06.2015")**, namely up to **09.06.2015. 11 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, 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, "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 NVM 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 no more than 3 months prior to the publishing date of the EGMS 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 Extraordinary General Meeting of Shareholders to be held on 10.06.2015”** (Romanian version - **“Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea Generala Extraordinara 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, 11:00 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 EGMS 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, section “Info Shareholders/GMS documents - EGMS/ 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.

CHAIRMAN OF THE BOARD OF ADMINISTRATION

DAN WEILER
S.s. Illegible
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ANNEX TO THE EGMS CONVENING NOTICE DATED 10.06.2015/11.06.2015

DRAFT

amendment of the Articles of Incorporation of CONPET S.A.

Art. 14 paragraph 2 shall be amended and bear the following content:

(2) The representatives of the Romanian State in the General Meeting of Shareholders are being nominated and revoked by order of the line ministry. The voting right of the State in the General Meeting of Shareholders of "CONPET" S.A. will be exercised based on the special empowerment submitted to the company in compliance with the legal provisions regarding the capital market and the other applicable regulations, the special empowerment being accompanied by an Order of the line Minister/instruction for the General Meeting.

Art. 15 paragraph 4 shall be renumbered and bear the following content:

(4) The Extraordinary General Meeting reunites whenever necessary in order to decide upon:

- a) Changing the legal form of the company;
- b) Changing the location of the company headquarters;
- c) Changing the scope of activity of the company;
- d) Establishment or disestablishment of subsidiaries;
- e) Extending the company's life;
- f) Augmentation of the share capital;
- g) Reduction of the share capital or replenishment thereof by issue of new shares;
- h) Merger with other companies or division thereof;
- i) Anticipated dissolution of the company;
- j) Conversion of the shares from one category into another;
- k) Conversion of a category of bonds into another or into shares;
- l) Bonds issuance;
- m) Amendment of the nominal value and number of shares;
- n) Decides upon contracting average and long term bank loans, here-included the external ones; establishes the competencies and level for contracting the current bank loans, of the trade loans, as well as the level of the guarantees;
- o) Decides upon the participation, as per the law, at the establishment of new legal persons or at the association with other legal or natural persons from the country or abroad;
- p) May delegate to the Board of Administration the execution of the attributions mentioned at Art. 15, paragraph (4), letters b), c) and f). The delegation of the task stipulated at Art. 15, paragraph (4) letter c) cannot concern the main business area and core business of the company.



- q) Decides on what market is to be traded the securities issued by the company and the authorized independent registrar that manages the registers of shares issued by the company;
- r) Any other amendment of the Articles of Incorporation, or any other decision for which is being asked the approval of the Extraordinary General Meeting of Shareholders.

Article 17, paragraph 2 is being renumbered and shall bear the following content:

- (2) For the validity of the deliberations of the extraordinary general meeting of shareholders, are necessary:
 - a) In first call, the presence of the shareholders (inclusive of the correspondence votes) representing at least half (1/2) of the total number of voting rights;
 - b) In second call, the presence of the shareholders representing at least one third (1/3) of the total number of voting rights;
 - c) The decisions are made with the majority of the votes held by the present or represented shareholders, both in first call and second call;
 - d) The decision to amend the company's core business, to reduce the share capital, augment in cash the share capital, change the legal form, merge, divide or dissolve the company are being made by a majority of at least two thirds (2/3) of the voting rights held by the present or represented shareholders.

Article 16, paragraph 3 shall be amended and bear the following content:

- (3) The convening notice will comprise venue, date and time of the meeting, as well as the Agenda, with the explicit mention of all the issues that shall make the object of the meeting discussions. Equally, the convening notice of the general meeting will comprise the reference date, the Board of Administration's proposal regarding the registration date, ex-date, as the case may be the dividends payment date. Where on the Agenda is being entered the election of the administrators, in the convening notice will be also mentioned the due date up to which may be submitted the candidacies, as well as that the list comprising information regarding the name, place of domicile and professional qualification of the persons proposed for the administrator capacity is made available to the shareholders who can consult and complement it. The convening notice will mention the means to disseminate the information regarding the issues included on the Agenda of the General Meeting of Shareholders, as well as the date as of which they will be available, the means of obtaining the special empowerment form for representation in the general meeting, the limit date and place where will be submitted the special empowerments. When on the Agenda are included proposals for the amendment of the Articles of Incorporation, the Convening Notice should comprise the full text of the proposals.

Article 18 paragraph (5) and (7) shall be amended and bear the following content:

- (5) At the meeting may take part and vote exclusively the shareholders registered at the Reference Date, in person or by representatives, based on a special or general empowerment, as per the legal provisions. The shareholders may also vote by correspondence, in compliance with the procedure mentioned in the convening notice of the general meeting and the applicable legal provisions.



(7) In case of the vote by representation, the special/general empowerments and the accompanying documents shall be submitted to the company, at least 24 hours prior to the general meeting, under the sanction of losing the right to exercise one's voting right during that meeting. The special/general empowerments can also be submitted electronically, with the electronic signature included/attached. The Protocol shall include a mention regarding the received empowerments.

Article 23, letter B, paragraph (4) shall be amended and bear the following content:

(4) The entity performing the Internal Public Audit is distinctly constituted under the direct subordination of the General Director. The internal audit activity is being recurrently reported to the Board of Administration who analyzes and sets the necessary measures for a good organization and functioning of the company. The head of this entity is appointed/dismissed by the General Director, only by the opinion of the ministry under whose authority is "CONPET" S.A.. The General Director approves the annual internal public audit plan and the annual report of the internal public audit activity.

Art. 35, paragraph (2) shall be amended and bear the following content:

(2) This Articles of Incorporation was updated on following the amendments approved pursuant to the EGMS Decision no. 2/.....grounded on the Articles of Incorporation updated on 19.03.2015 and was concluded and signed in 3 (three) original counterparts.

ANNEX 1 to the Articles of Incorporation of "CONPET" S.A. shall be renamed as follows:

ANNEX 1 to the Articles of Incorporation of "CONPET" S.A. regarding the Board of Administration, the General Director and the financial auditor
and is being updated in what concerns the identification data contained by the Identity Cards thereof, as the case may be.

CHAIRMAN OF THE BOARD OF ADMINISTRATION

Dan Weiler

S.s. Illegible

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