

**SC CONPET SA**

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Cod unic de înregistrare: R 1350020. Cod CAEN 4950
Înregistrată la Registrul Comerțului Prahova sub nr.J29/6/22.01.1991
Capital social subscris și varsat 28 569 842,40 lei



CONVENING NOTICE

THE BOARD OF ADMINISTRATION OF CONPET S.A. Ploiesti

Headquartered 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 RO1350020, with a subscribed and paid-in capital amounting 28,569,842.40 Lei, in compliance with the provisions of Law no. 31/1990 (Companies' Act), 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, based on the BOA Decision no. 10/10.08.2015

CONVENES

THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)

For **14.09.2015, 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 S.C. Depozitarul Central S.A. at the end of the reference date **04.09.2015**, with the following

AGENDA

1. Bi-annual report of the Board of Administration regarding the economic-financial activity of the company CONPET S.A. related to 2015 Ist Half (ended 30.06.2015), accompanied by the Statement of the Persons in Charge, the bi-annual accounting reporting and the Simplified Interim Financial Statements at the date and for the six months period ended 30.06.2015, prepared in compliance with the International Standard of Financial Reporting 34 „Interim Financial Reporting”, adopted by the European Union.
2. Approval to contract external services of legal assistance and representation in case no 5216/204/2008*/ al pending before the Court of Appeal Ploiesti and mandate the Board of Administration members in order to establish the maximum limit to be considered in negotiating the fee to be paid and respectively, in view of empowering the company management to negotiate and sign the legal assistance and representation contract in question.
3. Settlement of the value of sub-component 2 of the variable component of the remuneration of the non-executive administrators, as per the proposal formulated in the Report no. 28623/ 10.08.2015 of the Nomination and Remuneration Committee constituted at the level of CONPET S.A. Board of Administration.



4. Grant sub-component 2 of the variable component of the remuneration of the non-executive administrators, on pro-rata basis for the period of the year employed under the administration contract, in case the contract of a non-executive administrator ceases prior to the end of the calendar year due to one of the situations stipulated in Article 36, item 3, or Article 36, item 6, or Article 36 item 7, or Article 36 item 8 of the contract, as per the proposal formulated in the Report no. 28623/10.08.2015 of the Nomination and Remuneration Committee constituted at CONPET S.A. Board of Administration level.

5. Settlement of the value of sub-component 2 of the variable component of the remuneration of the General Director, as per the proposal formulated in Report no. 28623/ 10.08.2015 of the Nomination and Remuneration Committee constituted at the level of CONPET S.A. Board of Administration.

6. Approval to conclude an Addendum to the administration contracts signed with CONPET S.A. administrators, in correlation with the proposals formulated in Report no. 28623/ 10.08.2015 of the Nomination and Remuneration Committee constituted at the level of CONPET S.A. Board of Administration., having as scope:

a) settlement of the value of sub-component 2 of the variable component of the remuneration thereof, with applicability for 2015.

b) Grant sub-component 2 of the variable component of the remuneration of the non-executive administrators, on pro-rata basis for the period of the year employed under the administration contract, in case the contract of a non-executive administrator ceases prior to the end of the calendar year due to one of the situations stipulated in Article 36, item 3, or Article 36, item 6, or Article 36 item 7, or Article 36 item 8 of the contract;

7. Granting mandate to a shareholders' representative for the execution of the Addendum to the administration contracts concluded with CONPET S.A. administrators.

8. 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 to the Trade Register Office attached to Prahova Court of Law, 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.

9. Settlement of

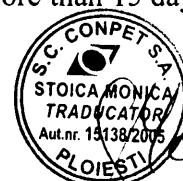
a) the date of **06.10.2015**, as **Registration Date**, serving at the identification of the shareholders who will benefit from dividends or other rights and will be affected by the OGMS Decision.

b) the date of **05.10.2015** as **ex-date**, which represents the previous date of the recording date with the settlement cycle minus one working day from which the financial instrument, object of bodies corporate decisions are traded without rights derived from that 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 **15.09.2015**, with 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 28.08.2015, 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 28.08.2015, 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, with the compliance of the above-mentioned deadlines and shall be submitted by courier services with receipt of confirmation, directly to the company CONPET S.A. 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 14.09.2015” (Romanian version - “Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea Generala Ordinara a Actionarilor din data de 14.09.2015”)**. The requests will be accompanied by a copy of the valid Identity Card, signed certified true copy by the holder thereof, namely by the documents asserting the legal representative capacity in case of the legal persons, specified in CNVM Executive Order no. 26/20.12.2012.

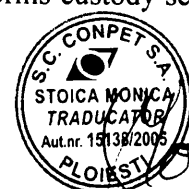
In case the act of exercising one’s right to introduce new items on the Agenda of the general meeting determines the amendment of the Agenda of the published Convening Notice, the company will make all due diligence to republish the Convening Notice considering the revised (completed) Agenda, prior to the reference date **04.09.2015**.

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 premises in Ploiesti, no. 1-3, Anul 1848 Street, Prahova county, up to 07.09.2015, 10:00 A.M., with the mention **“BOA and GMS Secretariate Bureau - For the Ordinary General Meeting of Shareholders to be held on 14.09.2015” (Romanian version - “Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea Generala Ordinara a Actionarilor din data de 14.09.2015”)**. 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” – OGMS from 14.09.2015.

At the meeting may take part and vote only the shareholders registered at the Reference Date **04.09.2015**, in person or by representatives, based on a special or general power of attorney, 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 power of attorney 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 a special power of attorney, wherefrom to appear that the credit institution performs custody services for



the respective shareholder and the instructions stipulated in the special power of attorney 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 Power of Attorney form, available both in Romanian and English, can be obtained from the company headquarters and website www.conpet.ro, "Info Shareholders/GMS Documents" section – OGMS dated 14.09.2015, as of 14.08.2015.

The General Power of Attorney may be granted by a shareholder, as a client, only to an intermediary as defined in Article 2, paragraph 1, item 14 of Law no. 297/2004 concerning the capital market or to a lawyer.

The Special Power of Attorney, together with the statement, both in original, signed and, as the case may be, stamped, accompanied by 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 Power of Attorney, in copy, specifying the compliance with the original counterpart, signed by the due representative, must be filed to the CONPET S.A. in Ploiesti, no. 1-3, Anul 1848 street, Prahova County, in Romanian or English, with 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 14.09.2015 (Romanian version - "Biroul Secretariat C.A. si A.G.A. - Pentru Adunarea Generala Ordinara a Actionarilor din data de 14.09.2015")**, namely up to 13.09.2015, 10:00 A.M.. The Special or General Power of Attorney 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, concerning the companies, with 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 14.08.2015, at the company headquarters, or on the company website www.conpet.ro, "Info Shareholders/GMS Documents" section, both in Romanian and English.

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 with 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 form, accompanied by the above legal documents, signed and stamped where appropriate, should 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 14.09.2015”** (Romanian version - **“Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea Generala Ordinara a Actionarilor din data de 14.09.2015”**), at CONPET S.A. headquarters, in Ploiesti, no. 1-3 Anul 1848 street, Prahova county, in such a way as to be recorded to have been received at the company Registry no later than 13.09.2015, 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/revise and the shareholders do not send the special empowerments and/or correspondence voting bulletins complemented/revise, 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/revise 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 14.08.2015, 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 - OGMS/ 14.09.2015. 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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