

**SC CONPET SA**

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e-mail: conpet@conpet.ro; web: www.conpet.ro
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**

**(completion of the agenda of the General Ordinary Meeting of Shareholders (O.G.M.S.)
convened for the date of 28 April 2015 - first call / 29 April 2015 - the second call)**

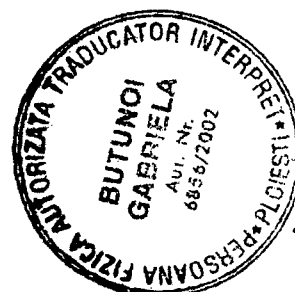
**Considering the provisions of art. 117¹ of no. 31/1990 Law on companies, republished, as
subsequently amended and supplemented,**

THE BOARD OF ADMINISTRATION OF "CONPET" S.A.

with registered office in Ploiesti, no. 1-3, Anul 1848 Street, registered at the Trade Registry around Prahova Law Court under no. J29/6/1991, Unique Registration Code (U.R.C.) 1350020, with a subscribed and paid-up capital amounting of 28,569,842.40 lei, publicly announces, the fact that **upon no.5/08.04.2015 Decision it has approved the completion of the agenda of O.G.M.S.** convened for the date of 28 April 2015 –first convening/29 April 2015 –the second convening, 10:00 hours, at the registered office of the company situated in Ploiești, no. 1-3, Anul 1848 Street for all the shareholders registered in the Shareholders Register by Depozitarul Central S.A. at the end of the reference day, namely **17 April 2015, at Item 10, as it follows:**

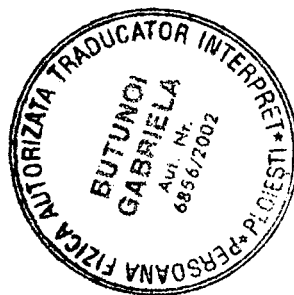
10. Settlement:

- a) of the date of **03.07.2015, as registration date**, serving at the identification of the shareholders who will benefit from dividends or other rights and who will be affected by the O.G.M.S. Decision;
- b) of the date of **02.07.2015, as ex-date**, representing the date previous to the registration date with one discount cycle minus one working day from which the financial instruments making the object of the corporate bodies' resolutions are traded without the rights deriving from the respective resolution;
- c) the date of **23.07.2015 as date of payment**, namely the calendar date when the distribution of the revenues related to the holding of securities, consisting in cash or securities, becomes certain. The O.G.M.S. shall have the following agenda:



AGENDA

1. Approval of the annual financial statements for the fiscal year ended on 31.12.2014, prepared in compliance with the applicable accounting regulations, based on the annual Administrators' Report for the 2014 fiscal year and of the Report of KPMG Audit SRL Financial Auditor on the annual financial statements of „CONPET” S.A..
2. Approval of the proposals regarding the allocation of the net profit related to 2014 fiscal year achieved by the company „CONPET” S.A. and the approval of the gross dividend/share, of the term and method of payment of the dividends related to the 2014 fiscal year. The value of the gross dividend/share is of **5.9409792 lei/share**.
3. Approval of the discharge of administration for the administrators in position during the 2014 fiscal year.
4. The annual report of the Nomination and Remuneration Committee regarding the remuneration and other advantages granted to the administrators and to the General Director, during the 2014 fiscal year, the fulfilment way on the date of 31.12.2014, of the performance and objectives criteria set within the Administration Contracts/ Contract of Mandate.
5. Approval to maintain the maximum limit of the insurance premium corresponding to the professional liability insurance for the non-executive administrators of the company and for the General Director - executive administrator, amounting 18,000 EURO per year of insurance, with liability/insurance limit amounting to 12,000,000 Euro in aggregate; the policy is to be concluded on annual basis, for every year of the period left to be executed from the administration contracts, starting with the expiry date of the current insurance policy.
6. Granting mandate to the administrative and executive management to carry on the procedure for the procurement of the insurance policy of the non-executive administrators and of the General Director - executive administrator, every year, all along the time left to be executed from the mandate of the non-executive administrators and of the General Director - executive administrator.
7. Approval to conclude no. 3 Addendum to the administration contracts concluded by the administrators with the company, having as scope the amendment of Article 20 of these contracts, regarding the professional liability insurance of the administrators.



8. Granting mandate to a shareholders' representative to sign the Addendum no. 3 to the administration contracts concluded with the company administrators.

9. 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 implement the O.G.M.S. decision, as per the legal provisions;
- c) of the General Director to perform the necessary formalities in order to register the O.G.M.S. Decision at the Trade Register Office around Prahova Law Court, the publishing 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 formalities.

10. Settlement:

- a) of the date of **03.07.2015, as registration date**, serving at the identification of the shareholders who will benefit from dividends or other rights and who will be affected by the O.G.M.S. Decision;
- b) of the date of **02.07.2015, as ex-date**, representing the previous date toward the registration date with one settlement cycle minus one working day from which the financial instruments making the object of the corporate bodies' resolutions are traded without the rights deriving from the respective resolution;
- c) the date of **23.07.2015 as date of payment**, namely the calendar date when the distribution of the revenues related to the holding of securities, consisting in cash or securities, becomes certain.

Initial Convocation of O.G.M.S. approved by no. 4 / 25.03.2015 BoA Decision, was made in compliance with the legal and statutory conditions, the convener being sent to the Bucharest Stock Exchange and to the F.S.A., as an annex to the current no. 6 / 25.03.2015 Report and published on the website www.bvb.ro and www.conpet.ro and also in F.S.A. Bulletin - Investment and Financial Instruments Sector - no. 12/2015 Reports of issuers (week 23 March 2015 – 27 March 2015). The O.G.M.S. convening notice was published in no. 1640 / 27 March 2015 Official Gazette of Romania, Part IV, and in " National Journal " newspaper dated 27 March 2015.



The O.G.M.S. convening notice containing the full agenda completed and also the special proxy model, the form of voting by correspondence and the proposed draft for O.G.M.S. resolution, appropriately completed, are available both in Romanian and in English language, starting with 14 April 2015, on www.conpet.ro website, section "Info Shareholders / O.G.M.S. Documents" - O.G.M.S. of 28.04.2015, and also, at the company headquarters, in order to consult them. 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, B.o.A. and G.M.S. Secretariat 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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