

**SC CONPET SA**

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e-mail: conpet@conpet.ro; web: www.conpet.ro  
Cod unic de inregistrare: R 1350020, Cod CAEN 4950  
Inregistrata la Registrul Comertului Prahova sub nr.J29/6/22.01.1991  
Capital social subscris si varsat 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. 4/25.03.2015

**CONVENES**

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

For **28.04.2015, 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 **17.04.2015**, with the following

**AGENDA**

1. Approval of the annual financial statements for the fiscal year ended 31.12.2014, prepared in compliance with the applicable accounting regulations, based on the annual Administrators' Report for 2014 fiscal year and the Report of the Financial Auditor KPMG Audit SRL on the annual financial statements of „CONPET” S.A..
2. Approval of the proposals regarding the share of net profit related to 2014 fiscal year achieved by the company „CONPET” S.A. and settlement of the gross dividend/share, term and method of payment of the dividends related to 2014 fiscal year. The value of the gross dividend/share is **5.9409792 lei/share**.
3. Approval of the discharge of administration for the administrators in office during 2014 fiscal year.
4. The annual report of the Nomination and Remuneration Committee regarding the remuneration and other advantages granted to the administrators and General Director, during 2014 fiscal year, the means to carry on the fulfilment, at 31.12.2014, of the performance criteria and objectives set by way of 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



the General Director - executive administrator, amounting EURO 18000 per year of insurance, with liability/insurance limit amounting Euro 12,000,000 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 the expiry date of the current insurance policy.

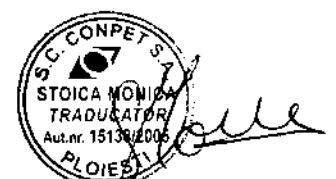
6. Granting mandate to the administrative and executive management to carry on the procedure for the procurement of the insurance policy of the non-executive administrators and the General Director - executive administrator, every year, all along the time left to be executed from the mandate of the non-executive administrators and the General Director - executive administrator.
7. Approval to conclude Addendum no. 3 to the administration contracts concluded 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 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.

10. Settlement:

- a) of the date of **21.07.2015**, 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 **20.07.2015**, 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;
- 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.



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 **29.04.2015**, 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 14.04.2015, 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 14.04.2015, 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 "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 28.04.2015"** (Romanian version - **"Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea Generala Ordinara a Actionarilor din data de 28.04.2015"**). 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 revised (completed) Agenda, prior to the reference date **17.04.2015**.

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 20.04.2015, 10:00 A.M., with the mention **"BOA and GMS Secretariate Bureau - For the Ordinary General Meeting of Shareholders to be held on 28.04.2015"** (Romanian version - **"Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea Generala Ordinara a Actionarilor din data de 28.04.2015"**). 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.

At the meeting may take part and vote only the shareholders registered at the Reference Date **17.04.2015**, in person or by representatives, based on a special power of attorney, as per the legal provisions.

The general power of attorney 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 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 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](http://www.conpet.ro), "Info Shareholders/GMS Documents" section, as of 27.03.2015.

The Special or general power of attorney, 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, 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 28.04.2015 (Romanian version - "Biroul Secretariat C.A. si A.G.A. - Pentru Adunarea Generala Ordinara a Actionarilor din data de 28.04.2015")**", namely up to 27.04.2015, 10 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](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 27.03.2015, at the company headquarters, or on the company website [www.conpet.ro](http://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 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 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 28.04.2015"** (Romanian version - **"Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea Generala Ordinara a Actionarilor din data de 28.04.2015"**), 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 27.04.2015, 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 supplemented/revised and the shareholders do not send the special powers of attorney and/or correspondence voting bulletins supplemented/revised, the special powers and correspondence voting bulletins submitted prior to



the supplementation/revision of the Agenda will be considered only in relation to those items that are included on the supplemented/revisea Agenda.

The annual financial statements, annual report of the administrators and proposal regarding the share of profit are made available to the shareholders as of the date of the OGMS call.

The rest of 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 starting 27.03.2015, in business days. All the materials for the general meeting will be available on the internet, on [www.conpet.ro](http://www.conpet.ro), section "Info Shareholders/GMS documents - OGMS/28.04.2015, as well as at the company headquarters, for review thereof. 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**

