



SC CONPET SA
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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



Current Report no. 3/2014
As per Law no. 297/2004 and CNVM Regulation no. 1/2006

Date of the report	17.02.2014
Name of the issuing entity	S.C. CONPET S.A. Ploiesti
Registered Offices	No. 1-3 , Anul 1848 Street, Ploiesti
Phone/Faximile/e-mail	0244/ 401360/ 516451/ 402385/ <u>actionariat@conpet.ro</u>
Sole Registration Number	1350020
No. at the Trade Registry	J29/ 6/ 22.01.1991
Subscribed and paid-up share capital	28.569.842,40 lei
Total no. Of shares	8.657.528 nominative shares
The regulated market where the issued securities are being traded: B.V.B., Ist Tier	

Reporting significant events:

S.C. CONPET S.A. informs the investing public regarding the following significant events to be reported:

The Convening Notice of the Ordinary General Meeting of Shareholders (OGMS), approved by the Board of Directors by the Board of Directors' Decision no. 3/17.02.2014.

OGMS is convened on 25.03.2014 (in first call)/26.03.2014 (in second call), 10 AM, at the company headquarters in Ploiesti, no. 1-3, Anul 1848 Street. The reference date of the OGMS is 12.03.2014. The registration date advanced by the Board of Directors is 11.04.2014.

The Agenda of the OGMS refers to:

- 1. The approval of the Investment Program and Capital Repairs Program corresponding to 2014, accompanied by the Substantiation Note no. 2212/20.01.2014 drafted by the Maintenance Direction.**
- 2. Approval of the Income and Expenditure Budget corresponding to 2014 – Annex no. 1, accompanied by the Substantiation Note no. 5912/17.02.2014 drafted by the Financial Direction.**
- 3. Setting the monthly fixed gross allowance and variable allowance for the nonexecutive administrators of S.C. CONPET S.A..**
- 4. Setting the general remuneration limits of the monthly fixed gross allowance and variable allowance for the General Director of S.C. CONPET S.A..**
- 5. 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 Directors 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 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.

6. Settlement of the date of 11.04.2014, advanced by the Board of Directors, as Registration Date, serving at the identification of the shareholders who will be affected by OGMS Decision, in compliance with the provisions of Art. 238 paragraph. (1) of Law no. 297/ 2004 regarding the capital market and CNVM Regulation no. 1/2006.

.....
We hereby attach the OGMS Convening Notice dated 25.03.2014 (26.03.2014).

General Director

Eng. Liviu Ilași

S.s. Illegible

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Representative in relation to A.S.F. and B.V.B.

Ec. Bogdan Pinzariu

Drafted,

Head of the Department in relation to the
Capital Market, Board of Directors, GMS

Eng. Adina Coțovanu



CONVENING NOTICE

THE BOARD OF DIRECTORS OF S.C. 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 1350020, 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, assembled in the meeting dating 17.02.2014,

CONVENES

THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)

For **25.03.2014, 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 12.03.2014, with the following

AGENDA:

1. The approval of the Investment Program and Capital Repairs Program corresponding to 2014, accompanied by the Substantiation Note no. 2212/20.01.2014 drafted by the Maintenance Direction.
2. Approval of the Income and Expenditure Budget corresponding to 2014 – Annex no. 1, accompanied by the Substantiation Note no. 5912/17.02.2014 drafted by the Financial Direction.
3. Setting of the monthly fixed gross allowance and variable allowance for the nonexecutive administrators of S.C. CONPET S.A..
4. Setting the general remuneration limits of the monthly fixed gross allowance and variable allowance for the General Director of S.C. CONPET S.A..
5. 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 Directors 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 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.

6. Settlement of the date of 11.04.2014, advanced by the Board of Directors, as Registration Date, serving at the identification of the shareholders who will be affected by OGMS Decision, in compliance with the provisions of Art. 238 paragraph. (1) of Law no. 297/ 2004 regarding the capital market and CNVM Regulation no. 1/2006.

In case that, in first call, the quorum conditions stipulated by Law and the Articles of Incorporation are not met, the Ordinary General Meeting of Shareholders will be convened on 26.03.2014, 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 S.C. CONPET S.A. in no more than 15 days as of the convening notice publishing date, namely 06.03.2014, 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 S.C. CONPET S.A. in no more than 15 days as of the convening notice publishing date, namely 06.03.2014, 10:00 A.M..

The requests regarding both the introduction of new items on the agenda of the OGMS, as well as those draft decisions 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 based on courier services with receipt of confirmation, directly to S.C. CONPET S.A. Registry in Ploiesti, no. 1-3, Anul 1848 Street, Prahova county, in closed envelope, with the mention **"The Department in relation to the Capital Market, Board of**



Directors, GMS - For the Ordinary General Meeting of Shareholders to be held on 25.03.2014" (Romanian version - **"Serviciul Relatii cu Plata de Capital, C.A., A.G.A. - Pentru Adunarea Generala Ordinara a Actionarilor din data de 25.03.2014"**). 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 the Executive Order no. 26/20.12.2012 issued by the Romanian National Securities Commission (Rom. CNVM).

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 12.03.2014.

The company shareholders, notwithstanding their participation quota to the share capital, have the right to address questions in writing regarding the items on the agenda of the meeting; these questions will be then submitted to the company registry in Ploiesti, no. 1-3, Anul 1848 Street, Prahova county, up to 19.03.2014, 10:00 A.M., with the mention **"The Department in relation to the Capital Market, Board of Directors, GMS - For the Ordinary General Meeting of Shareholders to be held on 25.03.2014"** (Romanian version - **"Serviciul Relatii cu Plata de Capital, C.A., A.G.A. - Pentru Adunarea Generala Ordinara a Actionarilor din data de 25.03.2014"**). In order to identify the persons addressing questions, they will have to also 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.

At the meeting may take part and vote only the shareholders registered at the Reference Date 12.03.2014, in person or by representatives, based on a special power of attorney, as per the legal provisions.

The capacity of legal representative can be proved based on the documents stipulated in the Executive Order no. 26/20.12.2012 issued by the Romanian National Securities Commission (Rom. CNVM), 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 the Executive Order no. 26/20.12.2012 issued by the Romanian National Securities Commission (Rom. CNVM), 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, "Info Shareholders/GMS Documents" section, as of 21.02.2014, 12:00 P.M..

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, must be submitted to the company's Registry 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: **"The Department in relation to the Capital Market, Board of Directors, GMS - For the Ordinary General Meeting of Shareholders to be held on 25.03.2014"** (Romanian version - **"Serviciul Relatii cu Piata de Capital, C.A., A.G.A. - Pentru Adunarea Generala Ordinara a Actionarilor din data de 25.03.2014"**), respectively up to 24.03.2014, 10:00 A.M.. The Special Power of Attorney and the requested documents can be also submitted by electronic extended signature, as per the provisions of Law no. 455/2001 regarding the electronic signature, up to the same 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, republished, 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 21.02.2014, 12:00 PM, 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 the Executive Order no. 26/20.12.2012 issued by the Romanian National Securities Commission (Rom. CNVM), 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 the Executive Order no. 26/20.12.2012 issued by the Romanian National Securities Commission (Rom. CNVM), 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 correspondence voting bulletins, accompanied by the legal documents, shall be submitted in original, in Romanian or English, by any kind of courier service, with confirmation of receipt, in closed envelope, with the mention: **"The Department in relation to the Capital Market, Board of Directors, GMS - For the Ordinary General Meeting of Shareholders to**



be held on 25.03.2014" (Romanian version - "Serviciul Relații cu Piața de Capital, C.A., A.G.A. - Pentru Adunarea Generală Ordinară a Acționarilor din data de 25.03.2014"), at S.C. CONPET S.A. headquarters, in Ploiesti, no. 1-3 Anul 1848 street, Prahova county, in such a way as to be recorded as having been received at the company Registry no later than 24.03.2014, 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.

As of 21.02.2014, 12:00 P.M., the documentation that is to be advanced to the general meeting, as well as the draft decision (available in Romanian and English), shall be at the disposal of the shareholders as per the legal provisions, both on the company website www.conpet.ro, section "Info Shareholders/GMS documents – OGMS/ 25.03.2014, as well as at the company headquarters, for review thereof. The shareholders can receive copies of the documents, upon request and against payment. Additional information can be obtained at S.C. CONPET S.A. Headquarters in Ploiesti, no. 1-3, Anul 1848 Street, the Department in Relation to the Capital Market, Board of Directors, GMS, telephone/facsimile 0040-244-402.385, or telephone 0040-244-401.360, extension 2603, 2605, between 08:00 A.M. – 4:30 P.M., on the email address: actionariat@conpet.ro.

CHAIRMAN OF THE BOARD OF DIRECTORS

Dan WEILER

S.s. Illegible

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