

## Current Report no. 17/2014 as per Law no. 297/2004 and CNVM Regulation no. 1/2006

<b>Date of the report</b>	<b>24.07.2014</b>
<b>Name of the issuing entity</b>	<b>S.C. CONPET S.A. Ploiești</b>
<b>Registered Office</b>	<b>No. 1-3, Anul 1848 Street, Ploiești</b>
<b>Phone/Facsimile/E-mail</b>	<b>0244/ 401360/ 516451/ 402385/ <a href="mailto:actionariat@conpet.ro">actionariat@conpet.ro</a></b>
<b>Sole Registration Number</b>	<b>1350020</b>
<b>No. at the Trade Registry</b>	<b>J29/ 6/ 22.01.1991</b>
<b>Subscribed and paid-up share capital</b>	<b>28,569,842.40 Lei</b>
<b>Total no. Of shares</b>	<b>8.657.528 nominative shares</b>
<b>The regulated market where the issued securities are being traded: B.V.B., I<sup>st</sup> Tier</b>	

### Reporting significant events:

S.C. CONPET S.A. informs the investing public regarding the following events to be reported, following the Board of Administration Decision no.12 from 24.07.2014, by which are being approved:

- I. The Convening Notice of the Ordinary General Meeting of Shareholders (O.G.M.S.)
- II. The Convening Notice of the Extraordinary General Meeting of Shareholders (E.G.M.S.)
- III. The new company's organizational chart that will enter into force starting 01.09.2014.

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I. O.G.M.S. is being convened for the date of 02.09.2014 (first call)/ 03.09.2014 (second call), 10:00 A.M., at the company's headquarters, located in Ploiești, No. 1 – 3, Anul 1848 Str. Reference date of OGMS is 20.08.2014. The registration date advanced by the Board of Administration is 19.09.2014.

The O.G.M.S. Convening Notice includes the following Agenda:

1. The approval of the Investment Program and Capital Repairs Program corresponding to 2014, accompanied by the Substantiation Note no. 2212/2014 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. 24992/2014 drafted by the Economic Direction, as per G.D. no.593/16.07.2014 published in the Officiale Gazette of Romaina, Part.1, no.541/22.07.2014.
3. Determination of the variable Sub-component 2 of the remuneration of the non-executive administrators of the company, based on the comparative study drafted pursuant to provisions of the Art.37, paragr. (5) of EGO no. 109/2011, further amendments and additions, by the Nomination & Remuneration Committee set up at the Board of Administration level, in compliance with the stock market performance of the shares issued by the company (stock options plan type or equivalent).
4. Determination of the variable sub-component 2 of the remuneration of the General Director, based on the comparative study drafted pursuant to provisions of the Art. 38, paragr. (3) of EGO no. 109/2011, further amendments and additions, by the Nomination & Remuneration Committee set up at the Board of Administration level, in compliance with the stock market performance of the shares issued by the

company (stock options plan type or equivalent).

5. Approval of the conclusion of an Addendum to the administration contracts, also comprising the amended form of Annex 1 to the contracts regarding the objectives and performance indicators of the non-executive administrators for 2014-2017 and of Annex 1.1. to the contracts regarding the 2014 distribution of the performance indicators per quarters.

6. Granting the mandate to a shareholders' representative to sign the addendum to the administration contracts concluded with S.C. CONPET S.A. administrators.

7. 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 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.

8. Settlement of the date of 19.09.2014, advanced by the Board of Administration, 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.

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**The Extraordinary General Meeting of Shareholders (EGMS) is convened on 02.09.2014 (in first call)/ 03.09.2014 (in second call), 11:00 A.M., which will take place at S.C. CONPET S.A. headquarters in Ploiești, no. 1 – 3, Anul 1848 Street. The Reference Date of the EGMS is 20.08.2014. The registration date advanced by the Board of Administration is 19.09.2014.**

**The E.G.M.S. Convening Notice includes the following Agenda:**

1. The approval of the initiation of the legal proceedings to liquidate the PEOP-PDC Project Development Company.

2. Mandating the General Director, Mr. Liviu Ilasi, acting as S.C. CONPET S.A. representative in the General Meeting of Shareholders of PEOP-PDC Project Development Company, to undertake all necessary measures to liquidate this company.

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 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.

4. Settlement of the date of 19.09.2014, advanced by the Board of Administration, as Registration Date, serving at the identification of the shareholders who will be affected by EGMS 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.

**III. Considering the Report no. 28652/22.07.2014 of the Corporate Management Department and the meeting debates, the Board of Administration:**



a) Approves the new organizational structure of S.C. CONPET S.A. (annexes 1, 1.1 and 1.2. to the report), following the re-evaluation of the requirements and current needs related to the company's development, considering the Administration Plan drafted by the BOA and the Management Plan drafted by the General Director, for the period 2014 – 2017, as well as the necessity to align the human resources strategy to the general strategy of the company. Concurrently, approves the new staff establishment (annex 2 to the report), according with the amendments brought to the organizational structure.

The new organizational structure enters into force starting 01.09.2014 and includes a maximum number of 1,820 posts, equal to the number of posts related to the organizational structure approved by BOA Decision no. 10/27.05.2014, the amendments consisting of:

- 1) Transformation in directions-type structures of the Critical Infrastructure Department, under the name of Critical Infrastructure Direction and of the Corporate Management Department under the name of Corporate Management Direction.
- 2) Transformation in service-type structure of the Endorsement/Permits Office subordinated to the Pipelines Integrity Service (Maintenance Department), under the name Endorsement/Permits Service, subordinated to the Critical Infrastructures Protection Direction.
- 3) Transformation in service-type structure of the Bureau in relation to Shareholders and Investors, under the name of Service in relation to Shareholders and Capital Market, subordinated to the Corporate Management Direction.
- 4) Transformation in service-type structure of the Strategy and European Funds Bureau, under the name of Strategy and European Funds Service, subordinated to the Corporate Management Direction.

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We hereby attach the OGMS and EGMS Convening Notices for the date 02.09.2014 (03.09.2014).

General Director

Eng. Liviu Ilăși

S.s. Illegible

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**SC CONPET SA**

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Tel: +40 - 244 - 401 360; fax: + 40-244 - 51 64 51  
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 versat 28 569 842,40 lei



## **CONVENING NOTICE**

### **THE BOARD OF ADMINISTRATION OF S.C. CONPET S.A. Ploiești**

Headquartered in Ploiești, 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, based on the BOA Decision no. 12/24.07.2014,

### **CONVENES**

### **THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS)**

For **2.09.2014, 11:00 AM**, that will take place at the registered offices of the company in Ploiești, 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 **20.08.2014**, with the following

### **AGENDA**

1. The approval of the initiation of the legal proceedings to liquidate the PEOP-PDC Project Development Company.
2. Granting the mandate to the General Director, Mr. Liviu Ilasi, acting as S.C. CONPET S.A. representative in the General Meeting of Shareholders of PEOP-PDC Project Development Company, to make all necessary arrangements to liquidate this company.
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 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.

4. Settlement of the date of 19.09.2014, advanced by the Board of Administration, as Registration Date, serving at the identification of the shareholders who will be affected by EGMS 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 being met, the Extraordinary General Meeting of Shareholders will be convened on 03.09.2014, with the maintenance of the Agenda, time and venue.

One or more shareholders, representing, individually or collectively, at least 5% of the share capital, has 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 S.C. CONPET S.A. in no more than 15 days as of the convening notice publishing date, namely 13.08.2014, 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 S.C. CONPET S.A. in no more than 15 days as of the convening notice publishing date, namely 13.08.2014, 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, with the compliance of the above-mentioned deadlines and shall be submitted by 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 "BOA and GMS Secretariate Bureau - For the Extraordinary



**General Meeting of Shareholders to be held on 02.09.2014" (Romanian version - "Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea Generala Extraordinara a Actionarilor din data de 02.09.2014"). 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 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 20.08.2014.

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 26.08.2014, 11:00 A.M., with the mention "**BOA and GMS Secretariate Bureau - For the Extraordinary General Meeting of Shareholders to be held on 02.09.2014" (Romanian version - "Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea Generala Extraordinara a Actionarilor din data de 02.09.2014".** 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 **20.08.2014**, 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 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 EGMS Convening Notice.

The credit institutions performing custody services, empowered by the shareholder to take part and vote within EGMS 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 31.07.2014, 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: "**BOA and GMS Secretariate Bureau – For the Extraordinary General Meeting of Shareholders on 02.09.2014 (Romanian version - "Serviciul Relatii cu Piata de Capital, C.A., A.G.A. - Pentru Adunarea Generala Extraordinara a Actionarilor din data de 02.09.2014")**", namely no later than 01.09.2014, 10 A.M. The Special 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, 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 31.07.2014, 12:00 PM, 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 EGMS Convening Notice.

The credit institutions performing custody services, empowered by the shareholder to take part and vote within EGMS, 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 Correspondence Voting Bulletin form, accompanied by the legal documents, should be submitted in original, in both Romanian and 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 02.09.2014**" (Romanian version - "Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea Generala Extraordinara a Actionarilor din data de 02.09.2014", 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 to have been received at the company Registry no later than 01.09.2014, 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.

As of 31.07.2014, 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](http://www.conpet.ro), section "Info Shareholders/GMS documents – EGMS/ 02.09.2014, 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 S.C. CONPET S.A. headquarters in Ploiesti, no. 1-3, Anul 1848 Street, BOA and GMS Secretariate Bureau, telephone/facsimile 0040-244-401.305, or telephone 0040-244-401.360, extensions 2655, 2579, 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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## CONVENING NOTICE

### THE BOARD OF ADMINISTRATION OF S.C. CONPET S.A. Ploiești

Headquartered in Ploiești, 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, pursuant to BOA decision no.12/24.07.2014

#### CONVENES

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

For 02.09.2014, 10:00 AM, that will take place at the registered offices of the company in Ploiești, 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 20.08.2014, with the following

#### AGENDA:

1. The approval of the Investment Program and Capital Repairs Program corresponding to 2014, accompanied by the Substantiation Note no. 2212/2014 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. 24922/2014 drafted by the Economic Direction, as per G.D. 593/16.07.2014, published in the Official Gazette of Romania Part.1, no.541/22.07.2014. Setting of the monthly fixed gross allowance and variable allowance for the nonexecutive administrators of S.C. CONPET S.A..
3. Determination of the variable Sub-component 2 of the remuneration of the non-executive administrators of the company, based on the comparative study drafted pursuant to provisions of Art.37, paragraph (5) of EGO no. 109/2011, further amendments and additions, by the Nomination & Remuneration Committee set up at the Board of Administration level, in compliance with the stock market performance of the shares issued by the company (stock options plan type or equivalent).
4. Determination of the variable sub-component 2 of the remuneration of the General Director, based on the comparative study drafted pursuant to provisions of Art. 38, paragraph 3 of EGO no. 109/2011, further amendments and additions, by the Nomination & Remuneration Committee set up at the Board of Administration level, in compliance with the stock market performance of the shares issued by the company (stock options plan type or equivalent).
5. Approval of the conclusion of an Addendum to the administration contracts, also comprising the amended form of Annex 1 to the contracts regarding the objectives and performance indicators of the

non-executive administrators for 2014-2017 and of Annex 1.1. to the contracts regarding the 2014 distribution of the performance indicators per quarters.

6. Granting the mandate to a shareholders' representative to sign the addendum to the administration contracts concluded with S.C. CONPET S.A. administrators.

7. 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 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.

8. Settlement of the date of 19.09.2014, advanced by the Board of Administration, 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.

If at the first call the quorum conditions provided by the law and the Articles of Incorporation are not met, the Ordinary General Meeting of Shareholders is being convened for 03.09.2013, with the same agenda, hour and venue.

One or more shareholders, representing, individually or together, at least 5% of the share capital has the right:

1) to introduce new items on the agenda of the Ordinary General Meeting of Shareholders, provided that each item be accompanied by a substantiation or a draft decision advanced for adoption by the general meeting. The requests are to be received by S.C. CONPET S.A. within 15 days as of the publication of the convening notice, namely 13.08.2014, 10:00 A.M.

2) to present draft decisions for the items included or proposed to be included on the agenda of the Ordinary General Meeting of Shareholders; the requests are to be received by S.C. CONPET S.A. within 15 days as of the publication of the convening notice, namely 13.08.2014, 10:00 A.M.

The requests regarding the introduction, on the O.G.M.S. agenda, of new items, as well as those related to draft decisions proposals for the items included or proposed to be included on the meeting agenda should be formulated in writing, in compliance with the above-mentioned terms, and shall be submitted by courier services with confirmation of receipt, straight to S.C. 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 02.09.2014" (Romanian version - "Biroul Secretariat C.A. si A.G.A. – Pentru Adunarea Generala Ordinara a Actionarilor din data de 02.09.2014").". 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 legal persons, specified in the Executive Order no. 26/20.12.2012 issued by 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 20.08.2014.

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 Ploiești, no. 1-3, Anul 1848 Street, Prahova County, no later than 26.08.2014, 10:00 A.M., with the mention: **BOA and GMS Secretariate Bureau – For the Ordinary General Meeting of Shareholders (Romanian version - "Serviciul Relatii cu Piata de Capital, C.A., A.G.A. - Pentru Adunarea Generala Ordinara a Actionarilor din data de 02.09.2014")**. 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](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 **20.08.2014**, 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 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 31.07.2014, 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: "**BOA and GMS Secretariate Bureau – For the Ordinary General Meeting of Shareholders on 02.09.2014 (Romanian version - "Serviciul Relatii cu Piata de Capital, C.A., A.G.A. - Pentru Adunarea Generala Ordinara a Actionarilor din data de 02.09.2014")**", namely no later than 01.09.2014, 10 A.M. The Special 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, 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 31.07.2014, 12:00 PM, 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 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 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, wherfrom 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: **“BOA and GMS Secretariate Bureau – For the Ordinary General Meeting of Shareholders on 02.09.2014 (Romanian version - “Serviciul Relatii cu Piata de Capital, C.A., A.G.A. - Pentru Adunarea Generala Ordinara a Actionarilor din data de 02.09.2014”)"**, 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 to have been received at the company Registry no later than 01.09.2014, 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 31.07.2014, 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](http://www.conpet.ro), section “Info Shareholders/GMS documents – OGMS/ 02.09.2014, 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, **BOA and GMS Secretariate Bureau**, telephone/facsimile 0040-244-401.305, or telephone 0040-244-401.360, extension 2655, 2579, 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



*R. Mircea*