

**SC CONPET SA**

Str. Anul 1848 nr. 1-3, Ploiesti, 100559, Prahova, Romania
Tel: +40 - 244 - 401 360; fax: + 40-244 - 51 64 51
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



Reg. no. 5756/11/02.2015

Current Report no. 2/2015
as per Law no. 297/2004 and CNVM Regulation no. 1/2006

Date of the report	11.02.2015
Name of the Issuing Entity	S.C. CONPET S.A. Ploiesti
Registered Office	No. 1-3, Anul 1848 Street, Ploiesti
Phone/Facsimile/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., category Premium

Reporting significant events:

Following the Board of Administration meeting held on 11.02.2015, CONPET S.A. informs the investing public on the following significant events:

- I. Convening Notice of the Ordinary General Meeting of Shareholders (OGMS);
- II. Convening Notice of the Extraordinary General Meeting of Shareholders (EGMS);

I. OGMS is convened on 24.03.2015 (in first call)/25.03.2015 (in second call), 10:00 AM, at the registered offices of the company in Ploiesti, no. 1-3, Anul 1848 street. OGMS reference date: 10.03.2015. Registration Date proposed by the Board of Administration: 14.04.2015. Settlement of the date of 13.04.2015 as ex-date.

The OGMS Convening Notice comprises the following Agenda:

1. Approval of 2015 Income and Expenditure Budget – Annex no.1, accompanied by the substantiation Note no. 5405/09.02.2015.
2. Approval of 2015-2017 Investment Program, accompanied by the Substantiation Note no.4391/02.02.2015.
3. Approval of the amendment of the Organizational and Operational Rules and Regulations governing the Board of Administration as per the proposals within the Report no.4870/05.02.2015.
- 4.a) Approval of „CONPET” S.A. hiring, under the law, a lawyer/law firm with expertise in Private International Law, to provide legal assistance to the Board of Administration and Executive Management, related to the approaches that are to be undergone in view of extending the company’s business overseas, pursuant to the request set forth in the Report no.5754/11.02.2015.
- b) The empowerment of the members of the Board of Administration in view of establishing the maximum limit to be considered when negotiating the attorney’s fee to be paid to the respective lawyers and aiming at the empowerment of the company’s executive management for the negotiation and conclusion of the legal assistance contract, as per the request set forth in the Report no.5754/11/02/2015.
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 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.

6. The settlement:

- a) of the date of **14.04.2015**, advanced by the Board of Administration, as Registration Date, serving at the identification of the shareholders who will be affected by the OGMS Decision;
- b) of the date of **13.04.2015** as ex-date, in compliance with the provisions of Law no. 297/2004 regarding the capital market, of Regulation no.1/2006 regarding the issuers and securities operations and the Regulation no. 6/2009 regarding the exercising of certain rights of the shareholders within the general meetings of the commercial companies, further amendments and additions, and correlated with the Financial Supervisory Authority Decision (Rom.A.S.F.) no. 1430/07.10.2014.

II. EGMS is convened on 19.03.2015 (in first call)/20.03.2015 (in second call), 10:00 AM, at the registered offices of the company in Ploiesti, no. 1-3, Anul 1848 street. EGMS reference date:06.03.2015. Registration Date proposed by the Board of Administration: 08.04.2015. Settlement of the date of 07.04.2015 as ex-date.

The OGMS Convening Notice comprises the following Agenda:

1. Approval to amend the Articles of Incorporation of „CONPET S.A.”, as per the proposals contained in the Annex to the EGMS Convening Notice (Draft amendment of the Articles of Incorporation).

2. 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 sign the updated form of the Articles of Incorporation and 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 and the updated form of the Articles of Incorporation 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.

3. Settlement:

- a) of the date of **08.04.2015**, advanced by the Board of Administration, as Registration Date, serving at the identification of the shareholders who will be affected by the EGMS Decision.
- b) of the date of **07.04.2015**, as ex-date, in compliance with the provisions of Law no. 297/2004 regarding the capital market, of Regulation no.1/2006 regarding the issuers and securities operations and the Regulation no. 6/2009 regarding the exercising of certain rights of the shareholders within the general meetings of the trade companies, further amendments and additions, and correlated with the Financial Supervisory Authority Decision (Rom. A.S.F.) no. 1430/07.10.2014.

We hereby attach to this current report the OGMS Convening Notice for 24.03.2015 (25.03.2015), as well as the EGMS Convening Notice for 19.03.2015 (20.03.2015), accompanied by the Annex to the EGMS Convening Notice (Draft Amendment of the Articles of Incorporation).

**General Director
Eng. Liviu Ilasi
S.s. Illegible
Stamp**



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CONVENING NOTICE

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

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 regarding 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, based on the BOA Decision no. 2/11.02.2015

CONVENES

THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)

for the date of **24.03.2015, 10:00 AM**, which 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 **10.03.2015**, with the following

AGENDA

1. Approval of 2015 Income and Expenditure Budget – Annex no.1, accompanied by the substantiation Note no. 5405/09.02.2015 .
2. Approval of 2015-2017 Investment Program, accompanied by the substantiation Note no.4391/02.02.2015.
3. Approval of the amendment of the Organizational and Operational Rules and Regulations governing the Board of Administration as per the proposals set forth in the Report no.4870/05.02.2015.
- 4.a) Approval of „CONPET” S.A. hiring, under the law, a lawyer/law firm with expertise in Private International Law, to provide legal assistance to the Board of Administration and Executive Management, related to the approaches that are to be undergone in view of extending the company's business overseas, pursuant to the request set forth in the Report no.5754/11.02.2015.
b) The empowerment of the members of the Board of Administration in view of establishing the maximum limit to be considered when negotiating the attorney's fee to be paid to the respective lawyers and aiming at the empowerment of the company's executive management for the negotiation and conclusion of the legal assistance contract, as per the request set forth in the Report no.5754/11/02/2015.
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 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.

6. The Settlement:

- a) of the date of **14.04.2015**, advanced by the Board of Administration, as Registration Date, serving at the identification of the shareholders who will be affected by the OGMS Decision;
- b) of the date of **13.04.2015** as ex-date, in compliance with the provisions of Law no. 297/2004 regarding the capital market, of Regulation no.1/2006 regarding the issuers and securities operations and the Regulation no. 6/2009 regarding the exercising of certain rights of the shareholders within the general meetings of the commercial companies, further amendments and additions, and correlated with the Financial Supervisory Authority Decision (Rom.A.S.F.) no. 1430/07.10.2014.

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 **25.03.2015**, 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 04.03.2015, 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 04.03.2015, 10:00 A.M..

The requests regarding the introduction of new items on the agenda of the OGMS, as well as those regarding 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 24.03.2015"** (Romanian version - **"Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea Generala Ordinara a Actionarilor din data de 24.03.2015"**). 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 **10.03.2015**.

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 17.03.2015, 10:00 A.M., with the mention **"BOA and GMS Secretariate Bureau - For the Ordinary General Meeting of Shareholders to be held on 24.03.2015"** (Romanian version - **"Biroul**



Secretariat, C.A. si A.G.A. - Pentru Adunarea Generala Ordinara a Actionarilor din data de 18.12.2014". 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, section Info Shareholders/GMS Documents.

At the meeting can take part and vote only the shareholders registered at the Reference Date **10.03.2015**, in person or by representatives, based on a special or general 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 Art.2 paragraph 1, item 14, of Law no.297/2004 regarding the capital market, or to a lawyer.

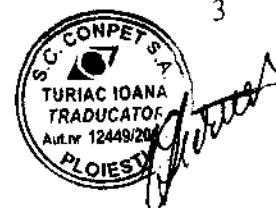
The capacity of legal representative can be proved based on the documents stipulated in CNVM Executive Order no. 26/20.12.2012, namely the Confirmation of Company Details issued by the Trade Register Office, submitted in original or in certified true copy, or any other document, in original or certified 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, "Info Shareholders/GMS Documents" section, as of 19.02.2015, 2:00 P.M.

The special or general 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 24.03.2015 (Romanian version - "Biroul Secretariat C.A. si A.G.A. - Pentru Adunarea Generala Ordinara a Actionarilor din data de 24.03.2014")**", namely up to 23.03.2015, 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, 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 19.02.2015, 2:00 A.M., 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.

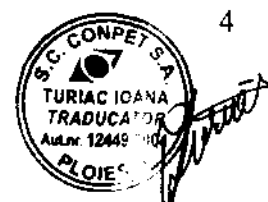
The capacity of legal representative is proved based on the documents stipulated in CNVM Executive Order no. 26/20.12.2012, namely the Confirmation of Company Details issued by the Trade Register Office, submitted in original or in certified true copy, or any other document, in original or certified 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 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 Correspondence Voting Bulletin form, accompanied by the legal documents, 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 24.03.2014"** (Romanian version - **"Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea Generala Ordinara a Actionarilor din data de 24.03.2014"**), 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 23.03.2015, 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.

Starting 19.02.2015, 2:00 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/ 18.12.2014, 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 "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

Stamp



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CONVENING NOTICE

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

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 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, based on the BoA Decision no. 2/11.02.2014

CONVENES

THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS)

For **19.03.2015, 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 **06.03.2015**, with the following

AGENDA

1. Approval to amend the Articles of Incorporation of „CONPET S.A.”, as per the proposals contained in the Annex to the EGMS Convening Notice (Draft amendment of the Articles of Incorporation).
2. 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 sign the updated form of the Articles of Incorporation and 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 and the updated form of the Articles of Incorporation 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.
3. Settlement:
 - a) of the date of **08.04.2015**, advanced by the Board of Administration, as Registration Date, serving at the identification of the shareholders who will be affected by the EGMS Decision.



b) of the date of **07.04.2015**, as ex-date, in compliance with the provisions of Law no. 297/2004 regarding the capital market, of Regulation no.1/2006 regarding the issuers and securities operations and the Regulation no. 6/2009 regarding the exercising of certain rights of the shareholders within the general meetings of the trade companies, further amendments and additions, and correlated with the Financial Supervisory Authority Decision (Rom. A.S.F.) no. 1430/07.10.2014.

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 **20.03.2015**, 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 EGMS; 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 03.03.2015, 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 03.03.2015, 10:00 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 "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 19.03.2015"** (Romanian version - **"Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea Generala Extraordinara a Actionarilor din data de 19.03.2015"**). 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 **06.03.2015**.

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 11.03.2015, 10:00 A.M., with the mention **"BoA and GMS Secretariate Bureau - For the Extraordinary General Meeting of Shareholders to be held on 19.03.2015"** (Romanian version - **"Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea Generala Extraordinara a Actionarilor din data de 19.03.2015"**). 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.

At the meeting may take part and vote only the shareholders registered at the Reference Date **06.03.2015**, in person or by representatives, based on a special or general 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 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, "Info Shareholders/GMS Documents" section, as of 16.02.2015, 1:00 P.M..

The Special or general 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 to be held on 19.03.2015**" (Romanian version - "**Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea Generala Extraordinara a Actionarilor din data de 19.03.2015**"), namely up to 18.03.2015, 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, 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 16.02.2015, 1:00 P.M., 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 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 forms, accompanied by the legal documents, 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 Secretariate Bureau - For the Extraordinary General Meeting of Shareholders to be held on 19.03.2015"** (Romanian version - **"Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea Generala Extraordinara a Actionarilor din data de 19.03.2015"**), 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 18.03.2015, 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 EGMS session.

Starting 16.02.2015, 1:00 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 – EGMS/ 19.03.2015, 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.

CHAIRMAN OF THE BOARD OF ADMINISTRATION

DAN WEILER
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ANNEX TO THE EGMS CONVENING NOTICE DATED 19/20.03.2015

DRAFT

Amendment of the Articles of Incorporation of "CONPET" S.A.

Art. 1, paragr. (1) of the Articles of Incorporation shall be amended and bear the following content:

- (1) The company name is „CONPET” S.A. (herein-after called also the „company”).

Art. 2, paragr. (1) of the Articles of Incorporation shall be amended and bear the following content:

- (1) „CONPET” S.A. is Romanian legal person, incorporated as a joint-stock company.
- (2) „CONPET” S.A. is publicly held company.
- (3) The Company is operating in compliance with the provisions of this Articles of Incorporation, of Law no. 31/1990 regarding the companies, of EGO no. 109/2011 regarding the corporate governance of the public enterprises, of the Civil Code and of all other laws and regulations applicable to the companies.
- (4) The emblem (logo) of the company is made up by the joining of two elements: in the left side, the symbol and in the right side, the company name (logotype). The symbol represents a set made of two drops: a green one and a blue one; the green drop is pointing top right (1 o'clock), while the blue drop is pointing down left (7 o'clock). The company name - „CONPET” S.A. - is placed right of the symbol, has a proportional dimension in relation hereto, is written in block letters, Italic, and in the same color with the blue drop.

Art. 3, paragr. (2) of the Articles of Incorporation shall be amended and bear the following content:

- (2) The company may also incorporate and disincorporate other sub-units (secondary establishments, work sites, branches, agencies, representative agencies, or other types of sub-units with no legal personality), to be found in the same locality and/or in other localities, in the country or abroad, under the law and as per this Articles of Incorporation, by the approval of the Board of Administration. The secondary establishments (work sites) of the company are comprised in Annex 2 to the Articles of Incorporation.

Art. 5 of the Articles of Incorporation shall be amended and bear the following content:

The company is the concessionnaire of the National Crude Oil, Rich Gas and Liquid Ethane Pipeline Transport system, inclusive of the major pipelines and equipment, installation and facilities related to the System, quality acquired by the conclusion with NAMR, in 2002, of the Oil Concession Agreement approved pursuant to GD no. 793/2002.

At Art. 7 of the Articles of Incorporation, shall be introduced NACE Code 7739 - Renting and leasing of other machinery, equipment and tangible goods n.e.c., this article is to bear the following content:

0150 Activities in mixed farming (crop and animal production),
0910 Support activities for petroleum and natural gas extraction,
1011 Processing and preserving of meat,
1012 Processing and Preserving of poultry meat,
1013 Production of meat, including poultry meat products,
1020 Processing and preserving of fish, crustaceans and molluscs,
1031 Processing and preserving of potatoes,
1032 Manufacture of fruit and vegetable juice,
1039 Processing and preserving of fruits and vegetables,
2529 Manufacture of tanks, cisterns and containers of metal
2593 Manufacture of wire products, chains and springs
3313 Repair of electronic and optical equipment
3314 Repair of electrical equipment
3319 Repair of other equipment
3320 Installation of industrial machinery and equipment
3513 Distribution of electricity



3530 Steam and air conditioning supply
 3600 Water collection, treatment and supply
 3700 Sewerage
 3811 Collection of non-hazardous waste
 3821 Treatment and disposal of non-hazardous waste
 3900 Remediation activities and other waste management services
 4321 Electrical installation
 4329 Other construction installation
 4511 Sale of cars and light motor vehicles (< 3.5 tons)
 4519 Sale of other motor vehicles
 4520 Maintenance and repair of motor vehicles
 4671 Wholesale of solid, liquid and gaseous fuels and related products
 4676 Wholesale of other intermediate products
 4677 Wholesale of waste and scrap
 4690 Non-specialized wholesale trade
 4711 Retail sale in non-specialized stores with predominant sale of food, beverages or tobacco,
 4719 Retail sale in non-specialized stores with predominant sale of non-alimentary products,
 4721 Retail sale of fresh fruits and vegetables in specialized stores,
 4722 Retail sale of meat and meat products in specialized stores,
 4723 Retail sale of fish, crustaceans and molluscs in specialized stores,
 4724 Retail sale of bread, cakes, flour and sugar confectionery in specialized stores
 4730 Retail sale of automotive fuel in specialized stores
 4920 Freight rail transport
 4939 Other passenger land transport
 4941 Freight transport by road
 5210 Warehousing and storage
 5221 Service activities incidental to land transportation
 5224 Cargo handling
 5229 Other transportation support activities
 5510 Hotels and similar accommodation
 5610 Restaurants
 5629 Other food service activities
 5829 Other software publishing
 6110 Wired telecommunications activities
 6120 Wireless telecommunications activities
 6203 Computer facilities management activities
 6209 Other information technology and computer service activities
 6311 Data processing, hosting and related activities
 6810 Buying and selling of own real estate
 6820 Renting and operating of own or leased real estate
 7112 Engineering activities and related technical consultancy
 7120 Technical testing and analysis
 7219 Research & Development on natural sciences and engineering
 7711 Renting and leasing of cars and light motor vehicles
 7712 Renting and leasing of trucks
 7721 Renting and leasing of recreational and sports goods
 7732 Renting and leasing of construction and civil engineering machinery and equipment
 7733 Renting and leasing of office machinery and equipment (including computers)
 7739 Renting and leasing of other machinery, equipment and tangible goods n.e.c.
 8299 Other business support service activities n.e.c.
 8559 Other education n.e.c.
 8610 Hospital assistance activities
 8690 Other human health activities



Art. 8, paragraph (1) and paragraph (3), of the Articles of Incorporation, shall be amended and bear the following content:

(1) The total share capital of "CONPET" S.A. amounts 28,569,842.40 Lei and is subscribed and entirely paid-up.

(3) The shareholding structure, in compliance with the consolidated synthetic shareholding structure at reference date 22.01.2015, is the following:

The Romanian State, by the Ministry of Energy, Small and Medium-sized Enterprises and Business Environment (line ministry or successors thereof, as per the Law)

Number of shares: 5,083,372

Contribution value to the share capital: 16,775,127.60 Lei

Share on benefit and loss: 58.7162%

SHAREHOLDERS LEGAL PERSONS

Number of shares: 2,920,264

Contribution value to the share capital: 9,636,871.20 Lei

Share on benefit and loss: 33.7309%

SHAREHOLDERS NATURAL PERSONS

Number of shares: 653,892

Contribution value to the share capital: 2,157,843.60 Lei

Share on benefit and loss: 7.5529%

Art. 9 paragraph (3) letter d) of the Articles of Incorporation shall be amended and bear the following content:

d) Compensation of certain liquid debts exigible to the company, by shares thereof;

Art. 10 paragraph (2) and paragraph (7) of the Articles of Incorporation shall be amended and bear the following content:

(2) The company shares are nominative and comprise all the elements stipulated by law. The nominal value of one share is 3.3 Lei. The shares are being issued in dematerialized form and are being registered in the Shareholders' Registry, the record thereof being held by Depozitarul Central S.A. Bucharest, to whom "CONPET" S.A. has concluded a contract.

(7) "CONPET" S.A. Employees have the right to purchase company shares from the State, up to the limit of the share capital set by the general meeting of shareholders and at the same selling price of the shares in case of privatization.

Art. 11 paragraph (8) of the Articles of Incorporation shall be amended and bear the following content:

(8) The company is authorized to issue bonds, under the law.

Art. 13 paragraph (2) and paragraph (4) of the Articles of Incorporation shall be amended and bear the following content:

(2) In any relationship with the company, this one acknowledges one or more owners for every share. Whenever a nominative share becomes property of more persons, the conveyance shall not be recorded unless these persons nominate one representative to exercise the rights resulting from the share.

(4) The direct transactions will be operated by Depozitarul Central S.A. Bucharest.

Art. 14 paragraph (1) and paragraph (2) of the Articles of Incorporation shall be amended and bear the following content:

(1) The majority shareholders of "CONPET" S.A. is the Romanian State. The rights and duties of the Romanian State, acting as majority shareholder, shall be exercised, within the General Meetings of Shareholders, by the line ministry coordinating the company business, by way of specific normative acts, by specially designated representatives, as per the legal provisions.

(2) The State representatives in the General Meeting of Shareholders are being nominated and revoked by order of the line ministry. The voting right of the State representatives in the General Meeting of Shareholders "CONPET" S.A. will be exercised based on the special power of attorney submitted to the



company in compliance with the legal provisions regarding the capital market and the other applicable regulations, the special power of attorney being accompanied by an Order of the Ministry of Economy/instruction for the General Meeting.

Art. 15 paragraph (1) and paragraph (3) letter g) of the Articles of Incorporation, shall be amended and bear the following content:

- (1) The General Meeting of Shareholders is "CONPET" S.A. management body who decides upon the company business and trade and economic policy, as per the option of the shareholders present or represented during the meeting;
- (3)
 - g) Approves the income and expenditure budget (Rom. BVC) and the investment program for the next financial year, as well as the BVC rectification;

Art. 15 paragraph (5) of the Articles of Incorporation shall be eliminated.

Art. 16 paragraph (2) of the Articles of Incorporation, shall be amended and bear the following content:

- (2) The call of the General Meeting of Shareholders shall comply with the legal provisions regarding the companies, as well as the regulations regarding the capital market and provisions of this Articles of Incorporation. The meeting deadline cannot be less than 30 days as of the publishing of the Convening Notice in the Official Gazette of Romania, part IV.

Art. 19 paragraph (6), paragraph (8), paragraph (15), paragraph 18) and paragraph (26) of the Articles of Incorporation, shall be amended and bear the following content:

- (6) Cannot be administrators the persons who, as per the law, are incapable or have been convicted for fraudulent management, breach of trust, forgery, use of forgery, fraud, peculation, false testimony, bribery, for the delinquencies provided by the Law no. 656/2002 for the prevention and penalization of money laundering, as well as for the settlement of several prevention and refutation measures related to the terrorist acts, subsequent amendments and completions, for the delinquencies provided at art. 143 - 145 of Law no. 85/2014 regarding the insolvency procedures, subsequent amendments and additions.
- (8) The Board of Administration usually meets at the company headquarters, any other company work site or at any other place communicated by way of call. May be organized operational meetings of the Board of Administration by means of remote communication that meet the technical conditions necessary to identify the participants, the effective participation thereof to the Board of Administration meetings and forwarding of the deliberations on ongoing basis (via e-mail, telephone, video-call or any other communication equipment), whenever necessary, but at least every 3 months, at the Chairman's call or at the substantiated request of 2 of the members of the Board or of the General Director. The Board is being presided by the Chairman. In case the Chairman is temporarily incapable of exercising his duties, all along that period, the Board of Administration can charge another administrator with the fulfillment of the Chairman capacity. The Board is also convened, at the substantiated request of at least two administrators or the General Director. In this case, the Agenda is being set by the authors of the request. The Chairman is bound to respond to such a request.
- (15) The Agenda is set by the Chairman. The call, the meeting Agenda and documentation shall be submitted to the administrators in due time prior to the meeting, the deadline is to be set by way of the own regulation of the Board of Administration. The minutes of the meeting shall be comprised in a Journal of the Meetings and BoA Deliberations, by courtesy of the Chairman of the Board. The Protocol shall comprise the name of the participants, the order of the deliberations, the decisions made, the number of votes cast and separate opinions. This will be signed by the Chairman of the Board of Administration and by the BoA Secretariate, and the one recorded in the Journal of the Meetings and BoA Deliberations shall be signed by the other administrators too. The BoA Secretariate is off the Board of Administration, the activity thereof being performed by the personnel within the BoA and GMS Secretariat Bureau.
- (18) The Board of Administration shall delegate the management of „CONPET” S.A. to the General Director. The General Director of „CONPET” S.A. is acting as company representative in third party relations.



(26) The Board of Administration members shall conclude professional liability insurance, the exchange value thereof being borne by „CONPET” S.A., under the Law.

Art. 20, paragraphs (1), letter b), f), o), r) and letter u) of the Articles of Incorporation shall be amended, complemented and bear the following content:

- (b) Prepares the annual report that is to be presented to the general meeting of shareholders, together with the annual financial statements and the report of the financial auditor, as well as other reports imposed by the applicable legislation, by way of observing the reporting requests set pursuant to CNVM/ASF regulations regarding the capital market and other incidental regulations;
- (f) Recommends for approval to the ordinary general meeting of shareholders the company's Income and Expenditure Budget (Rom. BVC) and the investment program for the following fiscal year, as well as the BVC rectification; approves the revision of the investment program within the same values; approves the current repairs program and revision thereof;
- (o) Approves the annual procurement program; approves/endorsees the protocols regarding the results of the goods inventory out of the company's Assets/the State's public property; approves/endorsees the proposals to decommission the fixed assets, end life of the materials such as inventory objects in use, downgrade and discard of certain material goods, other than the fixed assets to be found in the assets of the company/the State's public property, whose maintenance no longer justifies; approves /endorsees the means to capitalize these goods and upset prices for the goods proposed to be capitalized by auction; may delegate the General Director with signing the protocols to decommission the fixed assets/end life of the inventory objects in use, downgrade the material goods; approve the requests for sponsorship and include, in the company expenses, certain amounts representing penalties, delay penalties, fines etc.;
- (r) Files the request for the opening of the insolvency procedure as per Law no. 85/2014 regarding the insolvency prevention and insolvency procedures;
- (u) Approves the proposals regarding the global strategy for development, revamping, modernization, economic-financial restructuring of the company;

Art. 21, paragraph (1) and paragraph (2) letter d), g) and t) of the Articles of Incorporation shall be amended and bear the following content:

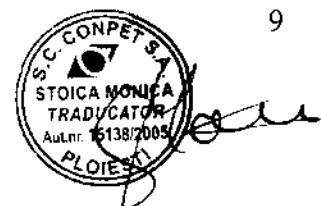
- (1) The General Director of "CONPET" S.A. is appointed by the Board of Administration, from among the members of the Board or off the Board of Administration;
- (2)
- (d) Drafts the company development and marketing strategies and policies and submits them for approval to the Board of Administration; applies the strategy, the company development and marketing strategies and policies set by the Board of Administration;
- (g) Organizes, coordinates and makes all necessary diligence to enforce the strategies and policies approved by the Board of Administration; approves the documents of normative nature and the Rules regulating the activities of the company;
- (t) Concludes juristic acts, in the name and on behalf of "CONPET" S.A., under the law and in compliance with the provisions of the contract of mandate and of the empowerments granted based on the decision of the Board of Administration;

Art. 22 paragraph (1), of the Articles of Incorporation, shall be amended and bear the following content:

- (1) The executive directors are hired/nominated/dismissed/promoted/suspended/fired by the General Director. The Executive Directors are under the subordination of the General Director, are company employees, are exercising the attributions set by the General Director and, as the case may be, by the Board of Administration, as well as by the Organizational and Operational Rules and Regulations governing "CONPET" S.A. and the job description.

Art. 23 B paragraph (4), of the Articles of Incorporation, shall be amended and bear the following content:

- (4) The Internal Public Audit Service is distinctly constituted under the direct subordination of the General Director. The internal audit activity is being recurrently reported to the Board of Administration who analyzes and sets the necessary measures for a good organization and functioning of the company. The head of the Internal Public Audit Service is appointed/dismissed by the General Director, only by the



opinion of the ministry under whose authority is "CONPET" S.A.. The General Director approves the annual internal public audit and the annual report of the internal public audit activity.

Art. 26 of the Articles of Incorporation, shall be amended and bear the following content:

The Board of Administration approves, under the Law, the method to depreciate the tangible and intangible assets of the company's Asset.

Art. 31, paragraph (2), of the Articles of Incorporation, shall be amended and bear the following content:

(2) The decision to dissolve the company must be inscribed in the Trade Registry and published in the Official Gazette of Romania, part IV.

Art. 35, paragraph (2), of the Articles of Incorporation, shall be amended and bear the following content:

(1) This Articles of Incorporation was updated on following the amendments approved pursuant to the EGMS Decision no. 1/..... grounded on the Articles of Incorporation updated on 05.11.2014 and was concluded and signed in 3 (three) original counterparts.

NOTE:

Annex 1 to the Articles of Incorporation comprising the componence of the Board of Administration, identification data of the General Director and financial auditor, is being filled in according to the new Identity Cards thereof, as the case may be.

Annex 2 to the Articles of Incorporation comprising the secondary establishments (work sites) is being amended in compliance with the BoA Decision no. 15/05.11.2014.

CHAIRMAN OF THE BOARD OF ADMINISTRATION

Dan WEILER

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