



## CONPET S.A.

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e-mail: conpet@conpet.ro; web: www.conpet.ro  
CIF: RO1350020 ; Cod CAEN 4950; Înregistrată la  
Registrul Comerțului Prahova sub nr. J29/6/22.01.1991  
Capital social subscris și vărsat 28 569 842,40 lei



# CONPET

### CONVENING NOTICE THE BOARD OF ADMINISTRATION OF "CONPET" S.A.

with registered offices in Ploiesti, no. 1-3, Anul 1848 Street, registered at the Trade Registry attached to Prahova Law Court under no. J29/6/1991, Sole Registration Number 1350020, with a subscribed and paid-up capital amounting 28,569,842.40 RON, 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 and incidental regulations, upon the BoA Resolution no. 2/09.02.2016.

#### CONVENES

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

For the date of **17.03.2016, 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 Depozitarul Central S.A. at the end of the reference date **07.03.2016**, with the following

#### AGENDA

1. Election of a Secretary of the Ordinary General Meeting of Shareholders.
2. Approval of 2016 Income and Expenditure Budget, in the form and contents proposed by the substantiation Note 3684/03.02.2016, drafted by the Economic Direction.
3. Approval of 2016 Investment Program, considering the substantiation Note no.1437/13.01.2014 drafted by the Economic Direction.
4. Approval of Annexes no. 1 and 1.1. to the administration contracts of the non-executive administrators, comprising the performance objectives and indicators resulted from correlation with 2016 Income and Expenditure Budget.
5. Approval of conclusion of an Addendum to the administration contracts of the non-executive administrators, having as scope: a) Annexes no.1 and 1.1. to the administration contracts.
6. The empowerment of a shareholders' representative for the execution of Annexes 1 and 1.1 and the Addendum to the administration contracts concluded with the non-executive administrators of „CONPET” S.A.



7. a) Approval of contracting external services of legal assistance and representation in File no.5216/204/2008\*/a1 pending before the Court of Appeal Ploiesti, in case the Decision no.3318/10.12.2015 of Prahova Law Court is subject to appeal, and b) approval of the empowerment of the Board of Administration members in view of settling the maximum limit that should be considered when negotiating the fee that is to be paid and, respectively, in view of empowering the company's management for the negotiation and conclusion of the legal assistance and representation contract in question.

**8. The Empowerment:**

- a) of the President of the meeting to sign the OGMS Resolution;
- b) of the Chairman of the Board of Administration to enforce the OGMS Resolution, as per the legal provisions.
- c) of the General Director to perform the necessary diligence in order to register the OGMS Decision at the Trade Register Office attached to Prahova Law Court, the publishing thereof in the Official Gazette of Romania, Part IV, as well as to be granted the right to delegate, to another person, the proxy to perform the above-mentioned diligence.

**9. Settlement:**

- a) of the date of **06.04.2016, as registration date**, serving at the identification of the shareholders will be affected by the OGMS Resolution;
- b) of the date of **05.04.2016, as ex-date**, representing the foregoing date to the registration date, with a settlement cycle minus a working day, as of which the financial instruments subject to the corporate bodies' resolutions are traded without the rights deriving from such resolution.

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 18.03.2015, by the maintenance of the Agenda, time and venue.

One or more shareholders, representing, individually or collectively, at least 5% of the share capital, have the right to:

- 1) introduce new items on the Agenda of the OGMS, provided that every item be attached a substantiation or a draft decision proposed 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 01.03.2016, 10:00 A.M.
- 2) forward draft resolutions 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 01.03.2016, 10:00 A.M..

The requests regarding the introduction of new items on the Agenda of the OGMS, as well as those draft resolutions 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 17.03.2016**" (Romanian version - "**Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea Generala Ordinara a Actionarilor din data de 17.03.2016**"). The requests will be accompanied by a copy of the valid Identity Card, signed

