



CONPET S.A.

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CUI: 1350020; Cod CAEN 4950; Înregistrată la Registrul
Comerțului Prahova sub numărul J29/6/22.01.1991
Capital social subscris și vărsat 28 569 842,40 lei



CONVENING NOTICE THE BOARD OF ADMINISTRATION OF “CONPET” S.A.

with registered offices in Ploiesti, no. 1-3, Anul 1848 Street, registered at the Trade Registry attached to Prahova Law Court under no. J29/6/1991, Sole Registration Number 1350020, with a subscribed and paid-up capital amounting 28,569,842.40 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, upon the BoA Resolution no. 3/24.03.2016.

CONVENES

THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)

for the date of **28.04.2016, 09:00 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 **18.04.2016**, with the following

AGENDA

1. Election of a Secretary of the OGMS.
2. The approval of the annual financial statements for the financial year ended 31.12.2015, prepared according to the applicable accounting regulations, based on the annual administrators Report for 2015 financial year and the Report of the financial auditor, KPMG Audit SRL, on the annual financial statements of CONPET S.A..
3. The approval of allocation of the net profit related to 2015 financial year, achieved by CONPET S.A., of the gross dividend per share amounting to 7.2998881436 RON/share and the date of 21.07.2016, as payment date.
4. The approval of the discharge of administration of the administrators employed along 2015 financial year.
5. Approval of the distribution, as special dividend, to the company shareholders, of the amount of **72,314,486 Lei**, existing at 31.12.2015 in the **Retained Earnings Account**, of the gross dividend per share amounting to **8,3527868463 RON/share** and of the date of 21.07.2016 as date of payment.
6. The annual Report of the Nomination and Remuneration Committee as regards the remunerations and other advantages granted to the non-executive administrators and the General Director – executive administrator, along 2015 financial year, the fulfilment rate, at 31.12.2015, of the performance criteria and objectives settled in the administration Contracts/mandate Contract.



7. The approval of the conclusion of an Addendum to the administration contracts concluded between the non-executive administrators and the company, having as scope the subcomponent 2 of the variable component of the administrators' remuneration for 2016.

8. Granting mandate to a shareholders' representative for the execution of the Addendum (subject to item 6 on the Agenda) to the administration contracts concluded by the non-executive administrators of the company.

9. Report no. 8084/17.03.2016 drafted by the Economic Direction with regards to state of achievement of the measures disposed by Decision no.28/2013 of Prahova Court of Auditors.

10. Notification no. 8400/21.03.2016, drafted by the Economic Direction with regards to the state of physical and value fulfilment of 2015 Investments Program.

11. 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.

12. Approval of the registration date proposed by the Board of Administration, 06.07.2016 (serving for the identification of the shareholders who will benefit from dividends/special dividends, or other rights and will be affected by the OGMS Resolution), respectively ex-date, 05.07.2016.

In case that, in first call, the quorum conditions stipulated by law and the Articles of Incorporation are not being met, the Ordinary General Meeting of Shareholders will be convened on **29.04.2016**, 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 13.04.2016, 09:00 A.M.

2) submit 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 13.04.2016, 09:00 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 28.04.2016**" (Romanian version - "**Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea Generala Ordinara a Actionarilor din data de 28.04.2016**"). The requests will be accompanied by a copy of the valid Identity Card, signed certified true copy by

