



## CONPET S.A.

str. Anul 1848 nr. 1-3, Ploiești, 100559, Prahova, România  
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e-mail: conpet@conpet.ro; web: www.conpet.ro  
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 Regulation no.6/2009 of the Financial Supervisory Authority (Rom. ASF) and of the applicable normative acts, as well as with the Articles of Incorporation of the company, by Telephone Note. 13/25.10.2016.

#### **CONVENES**

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

for the date of **29.11.2016, 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 **18.11.2016**, with the following

#### **AGENDA**

- 1.** Election of a Secretary of the Ordinary General Meeting Of Shareholders.
- 2.** Nomination of the company BDO AUDIT SRL Bucuresti in the capacity of financial auditor of the company CONPET S.A. for a period of 3 years, respectively for 2016, 2017 and 2018.
- 3.** Board of Administration Report on the administration activity related to January 1, 2016 - June 30, 2016, drafted in compliance with Article 55 of the EGO no. 109/2011 *regarding the corporate governance of the public enterprises*.
- 4.** The Empowerment:
  - a) of the President of the Meeting to sign the OGMS Resolution;
  - b) of the Chairman of the Board of Administration to update Annex 1 to the Articles of Incorporation regarding the data of the financial auditor, the contract duration and identification data of the Board of Administration members (as the case may be), as well as to enforce the OGMS Resolution, as per the legal provisions.

c) of the Director General to perform the necessary diligence in order to register the OGMS Resolution to the Trade Register Office attached to Prahova Law Court and publishing thereof in the Official Gazette of Romania, Part IV, register the updated form of the Articles of Incorporation regarding the financial auditor and the administrators to the Trade Register Office attached to Prahova Law Court, as well as to be granted the right to delegate, to another person, the proxy to perform the above-mentioned diligence.

5. Approval of the date of **21.12.2016**, advanced by the Board of Administration, as registration date, serving for the identification of the shareholders who will be affected by the OGMS Resolution, respectively ex-date, **20.12.2016**.

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 **05.12.2016**, 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 14.11.2016, 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 14.11.2016, 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 29.11.2016**" (Romanian version - "**Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea Generala Ordinara a Actionarilor din data de 29.11.2016**").

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 complemented/revised Agenda, prior to the reference date 18.11.2016.

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 22.11.2016, 09:00 A.M., with the mention **“BOA and GMS Secretariate Bureau - For the Ordinary General Meeting of Shareholders to be held on 29.11.2016” (Romanian version - “Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea Generala Ordinara a Actionarilor din data de 29.11.2016)”**. In order to identify the persons addressing questions, they will also have to attach to the named 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 “Investors Relation - Trading Information - FAQ.”

At the meeting may take part and vote only the shareholders registered at the reference date **18.11.2016**, in person or by representatives, based on a special or general empowerment, 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 capacity of legal representative; the documents asserting the capacity of legal representative shall be issued 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 empowerment 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 special empowerment, wherefrom to appear that the credit institution performs custody services for the respective shareholder and the instructions stipulated in the special

empowerment 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 empowerment form shall be available both in Romanian and English, at the company headquarters and electronically on the webpage thereof, on the website [www.conpet.ro](http://www.conpet.ro), **“Investors Relation/GMS Documents” Section - OGMS dated 29.11.2016**, starting 28.10.2016.

The general empowerment 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 and will be submitted, before its first use, to the company’s headquarters, up to 28.11.2016, 09:00 A.M.

The special empowerment, together with the statement, both in original, signed and, as the case may be, stamped, accompanied by the documentary evidence (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, as well as the general empowerment, in copy thereof, comprising the entry “certified true copy” worded below the signature of the representative, must be submitted to “CONPET” S.A. Registry in Ploiesti, no. 1-3, Anul 1848 street, Prahova County, in Romanian or English, 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 29.11.2016 (Romanian version - “Biroul Secretariat C.A. si A.G.A. - Pentru Adunarea Generala Ordinara a Actionarilor din data de 29.11.2016”)**, namely up to 28.11.2016, 09 A.M..

The special empowerment and the documentary evidence 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 regarding the companies, 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 27.10.2016, at the company headquarters, or on the company website [www.conpet.ro](http://www.conpet.ro), **“Investors Relation/GMS Documents” Section – OGMS dated 29.11.2016**.

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 capacity of legal representative; the documents asserting the capacity of legal representative shall be issued by no more than 3 months prior to the publishing date of the OGMS Convening Notice.

The company will accept a correspondence voting bulletin submitted, in written form, by a shareholder for whom a credit institution performs custody services without requesting other additional documents regarding that shareholder, if the correspondence voting bulletin is signed in original copy by the said shareholder and is accompanied by an affidavit given by the legal representative of the credit institution, wherefrom to appear that the credit institution performs custody services for the respective shareholder and the correspondence voting bulletin is signed by the shareholder and contains voting options identical with the ones mentioned by the shareholder in the SWIFT message received by the credit institution from the respective shareholder.

The Correspondence Voting Bulletin forms, accompanied by the above legal documents, signed and as the case may be, stamped, will 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 29.11.2016” (Romanian version - “Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea Generala Ordinara a Actionarilor din data de 29.11.2016”**, at “CONPET” S.A. headquarters, in Ploiesti, no. 1-3 Anul 1848 street, Prahova County, in such a way as to be recorded to having been received at the company Registry no later than 28.11.2016, 09:00 A.M., or signed electronically with extended electronic signature and submitted, as per the provisions of Law no. 455/2001 regarding the electronic signature, up to the same above-mentioned date and time, to the e-mail address: [actionariat@conpet.ro](mailto:actionariat@conpet.ro), under the penalty stipulated in Art. 125, paragraph 3 of Law no. 31/1990 regarding the companies, further amendments and additions.

The voting bulletins that are not being received at the company within the indicated time frames shall not be considered when determining the quorum and majority during the OGMS session.

In case the Agenda of the General Meeting is complemented/revised and the shareholders do not send the special empowerments and/or correspondence voting bulletins complemented/revised, the documents submitted prior to the complementing/revision of the Agenda will be considered only in relation to those items that are included on the complemented/revised Agenda.

The informative documents related to the issues included on the Agenda and the draft resolution (in Romanian and English), will be made available to the shareholders at the company, in view of consulting thereof, during the working days, starting 28.10.2016. All the materials for the general meeting will be also available online, at [www.conpet.ro](http://www.conpet.ro), section “**Investors Relation/GMS documents - OGMS/29.11.2016**”. 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](mailto:actionariat@conpet.ro).

**CHAIRMAN OF THE BOARD OF ADMINISTRATION**

**Dan WEILER**

**S.S. Illegible, Stamp**