



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 to 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 no. 13/25.10.2016.

CONVENES

THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS)

For **29.11.2016, 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 **18.11.2016**, with the following

AGENDA

- 1.** Election of a Secretary of the Extraordinary General Meeting of Shareholders;
- 2.** Approval of the proposals regarding:
 - a) Expiry of Article 2 of the EGMS Resolution no. 3/17.12.2015 regarding the sale of the asset made of buildings and land in surface of 1,144 sq.m located in Ploiesti Municipality, no. 7, Independentei Blvd., Prahova County;
 - b) The use, as offices destination for the company, of the asset made of buildings and land surfacing 1,144 sq.m, located in Ploiesti Municipality, no. 7, Independentei Blvd.,

Prahova County, following the execution of the repair works in order to bring the buildings operational.

3. Information regarding CONPET S.A. view on the company's strategic development perspectives for the period 2017-2025.
4. The empowerment:
 - a) of the President of the meeting to sign the EGMS Resolution;
 - b) of the Chairman of the Board of Administration to enforce the EGMS Resolution, as per the legal provisions;
 - c) of the Director General to perform the necessary diligence in order to register the EGMS Resolution 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 diligence.
5. Settlement of the date of **21.12.2016**, advanced by the Board of Administration, as registration date, serving at the identification of the shareholders who will be affected by the EGMS Resolution, respectively **20.12.2016** as ex-date.

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 **05.12.2016**, by 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 Extraordinary General Meeting of Shareholders, provided that every item be attached a substantiation or a draft resolution 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 14.11.2016, 10:00 A.M..
- 2) forward draft resolutions 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 CONPET S.A. in no more than 15 days as of the convening notice publishing date, namely 14.11.2016, 10:00 A.M..

The requests regarding both the introduction of new items on the Agenda of the EGMS, 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, by 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 Ploiești, 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 dated 29.11.2016” (Romanian version - “Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea Generală Extraordinară a Acționarilor 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 Ploiești, no. 1-3, Anul 1848 Street, Prahova county, up to 22.11.2016, 10:00 A.M., with the mention **“BOA and GMS Secretariate Bureau - For the Extraordinary General Meeting of Shareholders dated 29.11.2016” (Romanian version - “Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea Generală Extraordinară a Acționarilor dated 29.11.2016”)**. 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 “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 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 EGMS Convening Notice.

The credit institutions performing custody services, empowered by the shareholder to take part and vote within EGMS, 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, **“Investors Relation/GMS Documents” section - EGMS dated 29.11.2016**, as of 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 filed, prior to its first use, to the company's headquarters, up to 28.11.2016, 10 A.M..

The special empowerment, together with the statement, both in original, signed and, as the case may be, stamped, accompanied by the 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, as well as the general empowerment, in copy thereof, accompanied by 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 Extraordinary General Meeting of Shareholders on 29.11.2016 (Romanian version - “Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea Generală Extraordinară a Acționarilor din data de 29.11.2016)**, namely up to 28.11.2016, 10 A.M.

The Special empowerment and the supporting 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 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 28.10.2016, at the company headquarters, or on the company website www.conpet.ro, **“Investors Relation/GMS Documents” section - EGMS 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 quality of legal representative; the documents asserting the quality of legal representative shall be issued no more than 3 months prior to the publishing date of the EGMS 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 Extraordinary General Meeting of Shareholders to be held on 29.11.2016” (Romanian version - “Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea Generală Extraordinară a Acționarilor 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, 10:00 A.M., or signed electronically by extended electronic signature and submitted, as per the Law no. 455/2001 regarding the electronic signature, up to the same mentioned date and time, to the e-mail address: actionariat@conpet.ro, under the penalty provided by Art.125, paragraph 3 of Law no.31/1990 regarding the companies, subsequent amendments and additions.

The voting bulletins which 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.

In case the Agenda of the General Meeting shall be complemented/revised and the shareholders fail to send the complemented/revised special empowerments and/or correspondence voting bulletins, 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 materials regarding issues included on the Agenda and the draft resolution (available in Romanian and English), shall be made available to the shareholders, at the company headquarters, starting 28.10.2016, during business days, for review thereof. All the materials for the general meeting will be also available on the company website www.conpet.ro, section “**Investors Relation/GMS documents – EGMS dated 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 Ploiești, 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, CONPET Stamp