

No. 3033/25.01.2017

Current Report no. 1/2017
as per Law no. 297/2004 and CNVM Regulation no. 1/2006

Date of the report	25.01.2017
Name of the Issuing Entity	CONPET S.A. Ploiești
Registered Office	No. 1-3, Anul 1848 Street, Ploiești
Phone/Facsimile/E-mail	0244/ 401360/ 516451/ 402385/ actionariat@conpet.ro
Sole Registration Number	1350020
No. at the Trade Registry	J29/6/22.01.1991
Subscribed and paid-up share capital	28,569,842.40 RON
Total No. of Shares	8,657,528 nominative shares
The regulated market where the issued securities are being traded:	B.V.B., PREMIUM Category

Reporting significant events:

Following the meeting of the Board of Administration held on 25.01.2017, the company CONPET S.A. informs the shareholders and investors on the call of the Ordinary General Meeting of Shareholders (OGMS) on 07.03.2017 (in first call/08.03.2017 (in second call).

The OGMS is being convened for the date of 07.03.2017 (in first call) / 08.03.2017 (in second call), 10:00 A.M., at the registered office of the company, located in Ploiești, No. 1-3 Anul 1848 Street. The reference date of OGMS: 23.02.2017. The registration date proposed by the Board of Administration for the meeting: 28.03.2017. The settlement of the date 27.03.2017 as ex-date related to OGMS.

OGMS Convening Notice comprises the following Agenda:

1. Election of a secretary of the Ordinary General Meeting Of Shareholders.
2. Approval of the Income and Expenditure Budget for 2017 accompanied by annexes, based on the substantiation Note no.2896/25.01.2017 endorsed by the Board of Administration.
3. a) Approval of the investment Program for the year 2017, in the form and contents provided at Annex no.1 to the substantiation Note no.2841/25.01.2017 endorsed by the Board of Administration.
 b) Approval of the delegation of the Board of Administration to proceed to amendments (revisions) of the amounts comprised in the investment Program for the year 2017, without exceeding the total value of the investments expenditure.
4. Approval of the update of the performance objectives and indicators in Annexes no.1 and 1.1. to the administration contracts of the non-executive administrators, calculated in correlation with the provisions of the Income and Expenditure Budget for the year 2017.



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5. Approval of the conclusion of an Addendum to the administration contracts of the non-executive administrators to amend the Annexes no.1 and 1.1. to the administration contracts, respectively the performance objectives and indicators calculated based on the data within the Income and Expenditure Budget for the year 2017.
6. Granting mandate to a representative of the shareholders for the execution of Annexes no.1 and 1.1. and the Addendum to the contracts of administration concluded with the non-executive administrators of the company "CONPET" S.A.
7. The empowerment:
 - a) of the President of the Meeting to sign the OGMS Resolution;
 - b) of the Chairman of the Board of Administration for the application of the resolution of the Ordinary General Meeting of Shareholders, 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, as well as to be granted the right to delegate, to another person within the company, the proxy to perform the above-mentioned diligence.
8. Approval of the date of **28.03.2017**, 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, **27.03.2017 ex-date**.

We hereby attach to this current report the OGMS Convening notice for the date of 07.03.2017 (08.03.2017).

Director General,

Eng. Liviu ILAȘI

S.s. Illegible, Stamp

Director of Corporate Governance Direction, Human Resources and
Communication

Assistant. prof. PhD. Eng. PhD. Econ. NIȚĂ Mircea Aurel

S.s. Illegible

Head of Corporate Governance Department

Econ. PÎNZARIU Bogdan

S.s. Illegible



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

with registered offices in Ploiești, no. 1-3 Anul 1848 Street, registered at the Trade Registry attached to Prahova Law Court under no.J29/6/1991, Tax Identification 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 BoA Decision no.1/25.01.2017.

CONVENES

THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)

for the date of **07.03.2017, 10:00 AM**, which will take place at the registered offices of the company in Ploiești, 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 **23.02.2017**, with the following

AGENDA

1. Election of a secretary of the Ordinary General Meeting Of Shareholders.
2. Approval of the Income and Expenditure Budget for 2017 accompanied by annexes, based on the substantiation Note no.2896/25.01.2017 endorsed by the Board of Administration.
3. a) Approval of the investment Program for the year 2017, in the form and contents provided at Annex no.1 to the substantiation Note no.2841/25.01.2017 endorsed by the Board of Administration.
b) Approval of the delegation of the Board of Administration to proceed to amendments (revisions) of the amounts comprised in the investment Program for the year 2017, without exceeding the total value of the investments expenditure.
4. Approval of the update of the performance objectives and indicators in Annexes no.1 and 1.1. to the administration contracts of the non-executive administrators, calculated in correlation with the provisions of the Income and Expenditure Budget for the year 2017.
5. Approval of the conclusion of an Addendum to the administration contracts of the non-executive administrators to amend the Annexes no.1 and 1.1. to the administration contracts, respectively



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the performance objectives and indicators calculated based on the data within the Income and Expenditure Budget for the year 2017.

6. Granting mandate to a representative of the shareholders for the execution of Annexes no.1 and 1.1. and the Addendum to the contracts of administration concluded with the non-executive administrators of the company "CONPET" S.A.

7. The empowerment:

- a) of the President of the Meeting to sign the OGMS Resolution;
- b) of the Chairman of the Board of Administration for the application of the resolution of the Ordinary General Meeting of Shareholders, 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, as well as to be granted the right to delegate, to another person within the company, the proxy to perform the above-mentioned diligence.

8. Approval of the date of **28.03.2017**, 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, **27.03.2017 ex-date**.

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 **08.03.2017**, 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 14.02.2017, 10:00 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 14.02.2017, 10:00 A.M..



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[Signature]

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 General Meeting should be formulated in writing, by complying with 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 Ordinary General Meeting of Shareholders to be held on 07.03.2017**" (Romanian version - "Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea Generala Ordinara a Actionarilor din data de 07.03.2017"). 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 **23.02.2017**.

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 28.02.2017, 10:00 A.M., with the mention "**BOA and GMS Secretariate Bureau - For the Ordinary General Meeting of Shareholders to be held on 07.03.2017**" (Romanian version - "Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea Generala Ordinara a Actionarilor din data de 07.03.2017"). 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, section "Investors Relation - Trading Information - FAQ."

At the meeting may take part and vote only the shareholders registered at the reference date **23.02.2017**, 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



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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, “**Investors Relation/GMS Documents**” Section - OGMS dated **07.03.2017**, starting 03.02.2017.

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 06.03.2017, 10:00 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 Ploiești, no. 1-3, Anul 1848 street, Prahova County, in Romanian or English, no more than 24 hours prior to the



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meeting, in closed envelope, with the mention: **“BOA and GMS Secretariate Bureau - For the Ordinary General Meeting of Shareholders dated 07.03.2017 (Romanian version - “Biroul Secretariat C.A. si A.G.A. - Pentru Adunarea Generala Ordinara a Actionarilor din data de 07.03.2017”)**, namely up to **06.03.2017**, 10 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, 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 **03.02.2017**, at the company headquarters, or on the company website www.conpet.ro, **“Investors Relation/GMS Documents” Section – OGMS dated 07.03.2017**.

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



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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 07.03.2017” (Romanian version - “Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea Generala Ordinara a Actionarilor din data de 07.03.2017”**, 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 06.03.2017, 10:00 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, 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 03.02.2017,



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CONPET S.A., Romania
1-3 Anul 1848 Street, Ploiești 100559, Prahova
Tel: +40-244-401360; fax: +40-244-516451
TIN: RO 1350020; NACE Code 4950; CRN J29/6/22.01.1991
Subscribed and paid-up share capital 28 569 842.40 RON

during the working days. All the materials for the general meeting will be also available online, at www.conpet.ro, section “**Investors Relation/GMS documents - OGMS/07.03.2017**”. 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

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