

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, 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 Resolution no.3/20.03.2017.

CONVENES

THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)

for the date of **26.04.2017, 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 **13.04.2017**, with the following

AGENDA

1. Election of a Secretary of the Ordinary General Meeting of Shareholders;
2. Approval of the financial statements for the financial year ended on December 31,2016, prepared according to the applicable accounting regulations, based on the Annual Report of the administrators for the financial year 2016 and on the Report of the financial auditor BDO Audit S.R.L. on the annual financial statements of CONPET S.A. Company.
3. Approval of the allocation of the net profit associated with the financial year 2016 and of certain amounts of the retained earnings, settling the gross dividend per share and the date of payment of the dividends to the shareholders, as follows:
 - a) Distribution, according to legal destinations, of the accounting profit remaining after the deduction of the income tax at December 31st, 2016 (reunified with the employees' share of profit provision), amounting to 76,302,914 RON, as follows:
 - Employees' share of profit: 4,756,310 RON (6.23%);
 - Other allocations stipulated by law - exemption from the payment of the reinvested profit tax: 1,710,000 RON (2.24%);
 - Dividends due to shareholders: 69,836,604 RON (91.53%), results a value of the gross dividend proposed to be distributed to the shareholders of 8.06657559 RON / share.

b) The distribution, as dividends, of the amount of 17,118,920 RON representing retained earnings from correction of some elements having affected the prior years' profit, resulting a value of the gross dividend of 1.97734501 RON / share.

c) The distribution, as dividends, of the amount of 56,606,750 RON, representing surplus achieved from revaluation reserves, recognized in the retained earnings, resulting a value of the gross dividend proposed to be distributed to the shareholders, by 6.53844261 RON/share.

d) The date of payment of dividends due to shareholders, respectively the date of payment of the dividends is 20.07.2017.

e) The dividends will be paid in RON, the shareholders who are to benefit of dividends being the ones registered in the Shareholders' Register (kept by "Depozitarul Central" S.A.) on the registration date established by the General Meeting of Shareholders. The dividends' payment method will be notified to the shareholders prior to the starting date of such payment. The expenses related to the payment of dividends are borne by the shareholders.

4. Approval of the discharge from the administration of CONPET S.A. of the company administrators for the financial year ended on December 31, 2016.

5. The Annual report of the Nomination and Remuneration Committee regarding the remunerations and other benefits granted to the non – executive administrators and to the Director General – executive administrator, during the financial year 2016, the achievement, on 31.12.2016, of the performance criteria and objectives established in the Administration Contracts / Mandate Contract.

6. Approval of the conclusion of an Addendum to the administration contracts concluded by the non – executive administrators with the company, having as object the subcomponent 2 of the variable component of administrators' remuneration for 2017.

7. Empowerment of a shareholders' representative to sign the Addendum no. 10 (having as object the subcomponent 2 of the variable component of the administrators' remuneration for 2017) to the administration contracts concluded by the non – executive administrators with the company.

8. Empowerment of the:

a) President of the meeting to sign the O.G.M.S. Resolution;

b) Chairman of the Board of Administration to apply the O.G.M.S. resolution according to the legal provisions;

c) 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, the proxy to perform the above-mentioned diligence.

9. Approval of the registration date advanced by the Board of Administration, namely July 30, 2017 (serving for the identification of the shareholders who are to be benefit of dividends or other rights and who will be affected by the OGMS Resolution), namely ex-date June 29, 2017.

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 **27.04.2017**, 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 07.04.2017, 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 07.04.2017, 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 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 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 26.04.2017” (Romanian version - “Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea Generală Ordinară a Acționarilor din data de 26.04.2017”)**. 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 **13.04.2017**.

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 Ploiesti, no. 1-3, Anul 1848 Street, Prahova County, up to 18.04.2017, 10:00 A.M., with the mention **“BOA and GMS Secretariate Bureau - For the Ordinary General Meeting of Shareholders to be held on 26.04.2017” (Romanian version - “Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea Generala Ordinara a Actionarilor din data de 26.04.2017”)**. 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 **13.04.2017**, 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 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 26.04.2017**, starting 27.03.2017.

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 25.04.2017, 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 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 dated 26.04.2017 (Romanian version - “Biroul Secretariat C.A. si A.G.A. - Pentru Adunarea Generala Ordinara a Actionarilor din data de 26.04.2017”)**, namely up to 25.04.2017, 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 27.03.2017, at the company headquarters, or on the company website www.conpet.ro, **“Investor Relations/GMS Documents” Section – OGMS dated 26.04.2017**.

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 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 26.04.2017” (Romanian version - “Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea Generală Ordinară a Acționarilor din data de 26.04.2017”**, 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 25.04.2017, 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/revise and the shareholders do not send the special empowerments and/or correspondence voting bulletins complemented/revise, 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/revise Agenda.

The annual financial statements, the annual report of the administrators and the proposal regarding the allocation of profit will be made available to the shareholders at the date of the call of the Ordinary General Meeting of Shareholders. The remaining materials related to the issued proposed to be included on the agenda and the draft resolution (both in Romanian and English), will be made available to the shareholders at the company, in view of consulting thereof, during the working days, starting 27.03.2017.

All the materials for the general meeting will be also available online, at www.conpet.ro, section **“Investor Relations/GMS documents - OGMS/26.04.2017”**. The shareholders may receive copies of the documents, upon request and against payment.

The shareholders may receive, upon request and against payment, copies of the documents. 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.

CHAIRMAN OF THE BOARD OF ADMINISTRATION

Dan WEILER

S.S. Illegible, Stamp



e-mail: conpet@conpet.ro
www.conpet.ro