

No. 14175 / 07.04.2017

**Current Report no. 5/2017
as per Law no. 24/2017 and CNVM Regulation no. 1/2006**

Date of the report	07.04.2017
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: BVB., PREMIUM	
Category	

Reporting significant events:

The completion (revision) of the Agenda of the Ordinary General Meeting of shareholders convened for 26.04.2017 – in first call/27.04.2017 – in second call, 10:00 A.M., at the company's headquarters, in Ploiești, No.1-2 Anul 1848 Street.

The reference date of the meeting is 13.04.2017. The registration date proposed by the Board of administration for the meeting is 30.06.2017 (serving at the identification of the shareholders who are to benefit from the dividends or other rights and who will be affected by the OGMS Resolution). Settlement of the date of 29.06.2017 as ex-date related to OGMS.

The revision of the Agenda of the OGMS Convening Notice took place upon the request of the shareholder Fondul Proprietatea S.A., of introducing an additional item on the Agenda, respectively:

„Approval of the distribution of the amount of 80,000,000 RON, as dividends, to the company's shareholders, proportionally with the participation thereof to the share capital, out of the



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distributable reserves of the company representing other reserves – own financing source. The proposed gross dividend amounts to 9.24051299 RON/share.

The pay date of the dividends due to the shareholders, respectively the pay date of the dividends is 20.07.2017.

The payment of dividends shall be performed in RON, the shareholders being entitled to benefit from dividend being the ones registered in the Shareholders Register (held by “Depozitarul Central”) at the registration date set out 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 expenditure incurred by the payment of dividends are borne by the shareholders.”

The initial agenda of the OGMS dated 26.04.2017 – in first call/27.04.2017 – in second call is being completed (revised) accordingly, with the related renumbering according to the items included herein, therefore resulting 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.



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- 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 distribution of the amount of 80,000,000 RON, as dividends, to the company's shareholders, proportionally with the participation thereof to the share capital, out of the distributable reserves of the company representing other reserves – own financing source. The proposed gross dividend amounts to 9.24051299 RON/share.

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

6. 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.

7. 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.

8. 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.

9. 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.



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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

10. Approval of the registration date advanced by the Board of Administration, namely June 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.

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We hereby attach to this current report the OGMS Convening Notice for the date of 26.04.2017 (27.04.2017) comprising the Agenda (completed) revised.

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

(completion of the Agenda of the Ordinary General Meeting of Shareholders (OGMS)
convened for the date of 26.04.2017 – in first call/27.04.2017 – in second call)

by BoA Resolution no.4/07.04.2017

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, publicly announces that it has approved the completion (revision) of the Agenda of the Ordinary General Meeting of Shareholders, convened for 26.04.2017 – in first call/27.04.2017 – in second call, 10:00 A.M., at the company's registered offices in Ploiești, No.1-3 Anul 1848 Street, for all shareholders registered in the Shareholders Register held by Depozitarul Central S.A. at the end of the reference date 13.04.2017 (mentioning that only the persons acting as shareholders to date are entitled to participate and vote within the general meeting), in compliance with the provisions of Law no. 31/1990 regarding the companies, republished, further amendments and additions, of Law no. 24/2017, 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, upon Fondul Proprietatea S.A. request, acting as shareholder, to introduce an additional item on the Agenda, namely:

“The approval to distribute the amount of 80,000,000 RON as dividends to the company's shareholders, proportionally with the participation thereof to the share capital, out of the distributable reserves of the company representing other reserves – own financing source. The proposed gross dividend amounts to 9.24051299 RON/share.

The pay date of the dividends due to the shareholders, respectively the pay date of the dividends is 20.07.2017.

The payment of dividends shall be performed in RON, the shareholders being entitled to benefit from dividend being the ones registered in the Shareholders Register (held by “Depozitarul Central”) al the registration date set out 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 initial agenda of the OGMS dated 26.04.2017 – in first call/27.04.2017 – in second call is being completed (revised) accordingly, with the related renumbering according to the items included herein, therefore resulting the following



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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:
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 - 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 distribution of the amount of 80,000,000 RON, as dividends, to the company's shareholders, proportionally with the participation thereof to the share capital, out of the distributable reserves of the company representing other reserves – own financing source. The proposed gross dividend amounts to 9.24051299 RON/share.

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be notified to the shareholders prior to the starting date of such payment. The expenditure incurred by the payment of dividends are borne by the shareholders.

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

6. 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.

7. 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.

8. 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.

9. 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.

10. Approval of the registration date advanced by the Board of Administration, namely June 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.

The initial call of the Ordinary General Meeting of shareholders was performed in compliance with the legal conditions, the convening notice being published in the Official Gazette of Romania Part IV, no.968/23.03.2017 and the newspaper "România Liberă" dated 23.03.2017. The OGMS Convening notice was integrated as annex to the Current Report no.4/21.03.2017 that was submitted to BVB and ASF on 21.03.2017, with cover letter no.11417/21.03.2017 and published at www.bvb.ro on 21.03.2017 and www.conpet.ro on 21.03.2017.

The Convening Notice comprising the Agenda completed (revised), the request of Fondul Proprietatea SA, the special power of attorney, the OGMS draft resolution, the correspondence voting bulettin, related to the completed (revised) Agenda and a document prepared by CONPET S.A. following the request received from Fondul Proprietatea S.A. are available as of 07.04.2017, 9:00 P.M. 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 Convening Notice comprising the Agenda completed (revised), the request of Fondul Proprietatea SA, the special power of attorney, the OGMS draft resolution, the correspondence voting bulettin, related to the completed (revised) Agenda and a document prepared by CONPET S.A.



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Subscribed and paid-up share capital 28 569 842.40 RON

following the request received from Fondul Proprietatea S.A. are available as of 07.04.2017, 09:00 P.M. 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.

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 MEETING OF THE BOARD OF ADMINISTRATION

DARIUS-DUMITRU MESCA

S.S. Illegible



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