

CONVENING NOTICE

THE BOARD OF ADMINISTRATION OF "CONPET" S.A.

one-tier corporate governance company, incorporated and functioning according to the applicable Romanian legislation, registered at the Trade Registry Office attached to Prahova Law Court under no. J29/6/1991, tax registration number RO 1350020, headquartered in Ploiești, no. 1-3, Anul 1848 Street, with a subscribed and paid-in capital amounting to 28,569,842.40 lei (hereinafter called "CONPET" S.A. or "Company"), in compliance with the provisions of Law no. 31/1990 on the companies, republished, with subsequent amendments and completions, of Law no. 297/ 2004 on the capital market, with subsequent amendments and completions, of the National Securities Commission Regulations no. 1/2006 and no. 6/2009, of Law no. 24/2017 on issuers of financial instruments and market operations and other applicable documents, as well as with the updated Articles of incorporation of the company, convened in the meeting n 10.08.2017

CONVENES

THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)

For the date of **19.09.2017**, at the registered office of the company in Ploiești Municipality, 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 at the end of the reference date **07.09.2017**, with the following

AGENDA:

1. Election of a Secretary of the Ordinary General meeting of Shareholders;
2. Presentation of the Biannual Report of the Board of Administration regarding the economic-financial activity of the company "CONPET" S.A. for the period January-June 2017, prepared in compliance with Art. 55 of EGO no. 109/ 2011 *regarding the Corporate Governance of the Public Enterprises*, accompanied by the Statement of the persons in charge and the Simplified interim financial statements at the date and for the six months period ended June 30st 2017, prepared according to International Accounting Standard 34 "Interim Financial Reporting".
- 3 Ascertaining the limitation of the shareholders' right to request for the payment of dividends related to 2009 – 2013, which have not been required up to 31.07.2017 and approval of the registration of value thereof in the revenues account of the Company.

4. Approval of the date of **13.10.2017**, 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 **12.10.2017** ex- date.

5. 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.

In case that, on the date of first call of the Ordinary General Meeting of Shareholders, namely **19.09.2017**, the quorum/validity conditions stipulated by law and the Articles of Incorporation are not being met for performing the general meeting, the Ordinary General Meeting of Shareholders will be convened on **26.09.2017, 9 :00 a.m.**, at the registered office of the Company from Ploiești Municipality, no. 1-3, Anul 1848 Street, with the same agenda.

Only the shareholders registered as shareholders of "CONPET" S.A. on **07.09.2017 (reference date)** in the Registry of Company Shareholders kept and issued by Depozitarul Central S.A. are entitled to take part and vote at the Ordinary General Meeting of Shareholders (first convocation/second convocation).

The documents and meeting materials related to the agenda of the Ordinary General Meeting of Shareholders will be available to shareholders at the Company (BOA and GMS Secretariat Bureau), in Romanian and English language, for their consultation, starting with **18.08.2017**, on business days, between 8:00 a.m. - 04:30 p.m. All materials for the general meeting will be also available on the Company webpage, at the address www.conpet.ro, section "**Relation with investors/GMS Documents**"- **Ordinary General Meeting of Shareholders from 19.09.2017**. The shareholders may receive, upon request, the copies of documents related to the items from the agenda of the Ordinary General Meeting of Shareholders.

One or more shareholders, representing, individually or collectively, at least 5% of the share capital, has/have the right to:

1) introduce new items on the agenda of the Ordinary General Meeting of Shareholders, provided that every item is accompanied by a substantiation or a draft decision advanced to be adopted by the general meeting, the requests following to be received by "CONPET" S.A. within no more than 15 days from the date of convening notice publication, namely **31.08.2017**.

2) forward draft decisions for the items included or proposed to be included on the agenda of the Ordinary General Meeting of Shareholders, the requests following to be received by "CONPET" S.A. within no more than 15 days from the date of convening notice publication, namely **31.08.2017**.

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 from the published convening notice, the Company will make all due diligence to republish the convening notice of the Ordinary General Meeting of Shareholders considering the revised agenda, prior to the reference date **07.09.2017**.

The requests concerning the introduction of new items on the agenda of the Ordinary General Meeting of Shareholders, as well as substantiation or draft decisions for the items included or proposed to be included on the agenda of the Ordinary General Meeting of Shareholders should be formulated in writing to the Board of Administration, with the compliance of the above deadlines and shall be submitted by courier services with acknowledgment of receipt, directly to "CONPET" S.A. Registry, in Ploiești, no. 1-3, Anul 1848 Street, Prahova County, in closed envelope or by e-mail with extended electronic signature incorporated according to the Law no. 455/ 2001 on the electronic signature, to the address actionariat@conpet.ro, with the mention "**BOA and GMS Secretariat Bureau – For the Ordinary General Meeting of Shareholders to be held on 19.09.2017**".

The Company's shareholders, notwithstanding their contribution to the share capital, are entitled to address questions in writing, in Romanian or English language, regarding the items on the agenda of the Ordinary General Meeting of Shareholders, the questions following to be submitted and registered at the registered office of the Company

from Ploiești, no. 1-3, Anul 1848 Street, Prahova County, by any form of courier services with acknowledgment of receipt, directly to “CONPET” S.A. Registry, in Ploiești, no. 1-3, Anul 1848 Street, Prahova County, in closed envelope or by e-mail with extended incorporated electronic signature according to the Law no. 455/ 2001 on the electronic signature, to the address actionariat@conpet.ro, until **11.09.2017, 9:00 a.m.**, with the mention **“BOA and GMS Secretariat Bureau – For the Ordinary General Meeting of Shareholders to be held on 19.09.2017”**.

The answers to the addressed questions will be published on the Company webpage, at the address www.conpet.ro, section “Relation with investors – Trading information – Frequent questions”, as well as in the section **“Relation with investors/GMS Documents” - the Ordinary General Meeting of Shareholders to be held on 19.09.2017**.

In order to identify the natural person shareholder or legal representative of the legal person shareholder or the entity without legal personality, as the case may be, addressing questions, making proposals for completing the agenda or proposing draft decisions, they will also annex to that request the copies of the documents asserting their identity.

At the Ordinary General Meeting of Shareholders may take part and vote only the shareholders registered in the Registry of Company Shareholders on the reference date of 07.09.2017, in person or by representative, based on the special or general power of attorney, as per the legal provisions.

The special power of attorney form and the general power of attorney form will be available in Romanian and English language, at the company headquarters and in electronic format on its webpage, at the address www.conpet.ro, section **“Relation with investors/GMS Documents” - the Ordinary General Meeting of Shareholders from to be held on 19.09.2017**, starting with **18.08.2017**.

If the agenda of the general meeting will be completed/updated and the shareholders do not submit the special powers of attorney and/or updated correspondence voting bulletins, the special powers of attorneys and correspondence voting bulletins submitted before the completion/update of the agenda will be taken into account only for their items found on the completed/updated agenda.

The special power of attorney may be granted to any person for representation in only one general meeting and includes specific voting instructions from the shareholder, with the clear mention of the voting option for every item from the agenda of the Ordinary General Meeting of Shareholders.

In case of discussing within the Ordinary General Meeting of Shareholders the items not included on the published agenda, the empowered person may vote on these according to the interest of the represented shareholder and according to legal provisions.

The shareholder may give the general power of attorney valid for a period that will not exceed 3 years, allowing its representative to vote in all aspects under the debate of general meetings of shareholders of one or more issuers identified in the power of attorney, individually or by general formulation related to a certain category of issuers, including concerning the acts of disposition, provided that the power of attorney is granted by the shareholder, as client, to an intermediary defined according to the provisions of art. 2 par. (1) point 20 from Law no. 24/ 2017 or to an attorney.

The original special power of attorney, signed and stamped, as the case may be, as well as the signed general power of attorney, before its first use, in copy, with the mention of conformity with the original under the signature of the legal representative and accompanied by the affidavit in original, signed and stamped, as the case may be, given by the legal representative of the intermediary or by the attorney who received the power of attorney for representation by general power of attorney, from which to result that the power of attorney is granted to that shareholder, as client, to the intermediary or attorney, as the case may be, and that the power of attorney is signed by the shareholder, including by annexing the extended electronic signature, if applicable, as well as the mandate received by the Order of the minister of Energy for the participation of the state representative in the General Meeting of Shareholders, in original, may be submitted, in Romanian or English language, at "CONPET" S.A. Registry, in Ploiești, no. 1-3, Anul 1848 Street, Prahova County, within maximum 24 hours before the meeting, namely until **18.09.2017, 9:00 a.m.**, in closed envelope, with the mention: **"BOA and GMS Secretariat Bureau - For the Ordinary General Meeting of Shareholders to be held on 19.09.2017"** or submitted with extended incorporated electronic signature according to

the provisions of Law no. 455/ 2001 on the electronic signature, until the same date and time mentioned before, to the de e-mail address: actionariat@conpet.ro, under the sanction provided by art. 125 par. (3) from Law no. 31/1990 on companies, with subsequent amendments and completions.

If the shareholder is represented by a credit institution performing custody services, it may vote in the general meeting of shareholders based on the voting instructions received by electronic communication means, without being necessary to draw up the special or general power of attorney by the shareholder. The custodian exclusively votes in the Ordinary General Meeting of Shareholders according to and within the limit of instructions received from its clients with the quality of shareholders on the reference date of 07.09.2017.

The Company's shareholders may also vote by correspondence, before the Ordinary General Meeting of Shareholders, using the correspondence voting bulletin available in Romanian and English, starting with **18.08.2017**, at the Company headquarters and in electronic format on its webpage, at the address www.conpet.ro, section "**Relation with investors/GMS Documents**" - **the Ordinary General Meeting of Shareholders to be held on 19.09.2017.**

The correspondence voting bulletins must be filled in and signed by the shareholders – natural persons and accompanied by the copy of the identity card of the shareholder signed according to the original by the holder of the identity card/filled in and signed by the legal representative of the shareholder – legal person, accompanied by the official document asserting its capacity of legal representative.

The capacity of shareholder, as well as legal representative, in case of shareholders – legal persons or entities without legal personality, is proved based on the list of shareholders on the reference/registration date, received by the Company from Depozitarul Central S.A. or, as the case may be, for different reference/registration dates, based on the following documents submitted to the Company by the shareholder, issued by Depozitarul Central S.A. or by the participants defined at art. 168 par. (1) letter b) from Law no. 297/2004, with subsequent amendments and completions, providing custody services:

a) the bank statement which certifies the capacity of shareholder and number of owned shares;

b) the documents certifying the registration of information concerning the legal representative at Depozitarul Central S.A./respective participants.

The documents attesting the capacity of legal representative, drawn up in a foreign language, other than English, will be accompanied by the translation carried out by an authorized translator in Romanian or English language. The legalization or apostillation of documents certifying the capacity of legal representative of the shareholder is not necessary.

The correspondence voting bulletins, accompanied by legal documents, will be submitted in original, in Romanian or English language, by any form of courier services with acknowledgment of receipt, directly to “CONPET” S.A. Registry, in Ploiești, no. 1-3, Anul 1848 Street, Prahova County, in closed envelope or by e-mail with extended incorporated electronic signature according to Law no. 455/2001 on the electronic signature, to the address actionariat@conpet.ro, until **18.09.2017, 09:00 a.m.**, with the mention **“BOA and GMS Secretariat Bureau – For the Ordinary General Meeting of Shareholders to be held on 19.09.2017”**.

The correspondence voting bulletins / special or general powers of attorney that are not received at the Company Registry within the terms indicated will not be taken into account for determining the quorum and majority in the Ordinary General Meeting of Shareholders.

Additional information can be obtained from “CONPET” S.A. headquarters in Ploiești, no. 1-3, Anul 1848 Street, BOA and GMS Secretariat Bureau, tel. 0244.401.360 int. 2655, 2579, fax 0244.516.451, between 08:00 a.m. - 04:30 p.m., e-mail: actionariat@conpet.ro.

CHAIRMAN OF THE BOARD OF ADMINISTRATION MEETING

RADU BUGICĂ

S.S. Illegible, Stamp

