

No. 39949/19.09.2017

Current Report no.14/2017

as per Law no. 24/2017 and CNVM Regulation no. 1/2006

Date of the report	19.09.2017
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 1350020
Sole Registration Number at ORC	J29/6/22.01.1991
No at the Trade Registry	28,569,842.40 RON
Subscribed and paid-up share capital	8,657,528 nominative shares
Total No of Shares	
The regulated market where the issued securities are being traded:	BVB, PremiumCategory

Reporting significant events:

Following the meeting of the Board of Administration held on 19.09.2017, the company CONPET S.A. informs the investing public **with regards to the call of the Ordinary General Meeting of Shareholders (OGMS)**.

The OGMS is being convened for the date of 25.10.2017 (in first call)/26.10.2017 (in second call), 9:00 A.M., at the company's registered offices, located in Ploiești, No.1-3 Anul 1848 Street. The reference date of the OGMS: 13.10.2017. The registered date proposed by the Board of Administration for the Meeting: 10.11.2017. The settlement of the date of 09.11.2017 as ex-date related to OGMS.

The OGMS convening notice includes the following Agenda:

1. Election of a Secretary of the Ordinary General Meeting of Shareholders.
2. Approval of the allocation of the amount of 85,000,000 RON as dividends, based on the provisions of Art. II and Art. III of EGO no. 29/ 2017, to the Company's shareholders, proportionally with the participation thereof to the share capital. The value of the gross dividend is of 9,81804506 RON/ share.



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3. The settlement of the payment term of the dividends due to the shareholders, namely no later than 15 working days as of the registration date, **the payment date** advanced by the Board of Administration being **28.11.2017**.

4. The settlement of the dividends payment method, namely the payment shall be performed in RON, the shareholders that are to benefit from the dividends being the ones registered in the Shareholders Registry, 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.

5. The approval of the renewal of the mandates of the members of the Board of Administration of CONPET S.A. starting 29.11.2017.

6. The settlement of the fix gross monthly allowance of the non-executive administratos, in amount of 10,210 RON/ month, representing the average on the last 12 months of the gross monthly average earnings for the activity performed according to the core business registered by the Company, at the level of class as per the classification of the activities in the national economy, communicated by the National Statistics Institute prior to the appointment.

7. The settlement of the maximum limit of the fix gross monthly allowance of the executive administrator, namely six times the average on the last 12 months of the average gross monthly earnings, for the activity performed according to the core business registered by the Company, at the level of class as per the classification of the activities in the national economy, communicated by the National Statistics Institute prior to the appointment.

8. Approval of the form of the mandate contract that is to be concluded with CONPET S.A. administrators.

9. The empowerment of a representative of the shareholders to sign, on behalf of the Ordinary General Meeting of Shareholders of CONPET S.A. the mandate contracts that are to be concluded with the Company's administrators.

10. The settlement of the registration date serving at the identification of the shareholders that are to benefit from the dividends and fall under the effects of the resolution of the Ordinary General Meeting of Shareholders, the **registration date** advanced by the Board of Administration being **10.11.2017**, with **ex-date 09.11.2017**.



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11. The empowerment:

- a) of the President of the general meeting for the execution of OGMS resolution
- b) of the President of the Board of Administration for the application of the resolution of the Ordinary General Meeting of Shareholders, as per the legal provisions and the update of Annex 1 to the Articles of Incorporation concerning the Company's administratos, as well as the execution and registration of the updated Articles of Incorporation.
- c) 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, the proxy to perform the above-mentioned diligence.

We hereby attach to this current report the OGMS Convening Notice for the date of 25.10.2017 (26.10.2017).

Director General,
Eng. ILAȘI Liviu
S.s. Illegible. Stamp

Head of the Corporate Governance, Strategy and Management Systems Unit
Eng. MARUSSI Mădălina
S.s. Illegible

Head of the Corporate Governance Department
Econ. Pînzariu Bogdan
S.s. illegible



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CONVENING NOTICE

THE BOARD OF ADMINISTRATION OF “CONPET” S.A.

unitary system managed company, being set up and functioning in compliance with the Romanian applicable legislation, registered at the Trade Registry attached to Prahova Law Court under no.J29/6/1991, Tax Identification Number 1350020, headquartered in Ploiești, No. 1-3, Anul 1848 Street, with a subscribed and paid-up capital amounting 28,569,842.40 RON (hereinafter called “CONPET S.A.” or “the Company”), as per the provisions of Law no.31/1990 regarding the companies, republished, ulterior amendments and completions, of the Law no. 297/ 2004 regarding the capital market, ulterior amendments and completions, of the CNVM regulation no. 1/ 2006 and CNVM regulation no. 6/ 2009, of Law no.24/ 2017 regarding the issuers of financial instruments and market operations and other applicable acts, as well as the updated Articles of Incorporation of the Company, met at the meeting dated 19.09.2017, considering the request of the Romanian State by the Ministry of Energy (majority shareholder, holder of a number of 5,083,372 shares representing 58,7162 % of the share capital), formulated based on Art. 119 of the Companies Law no. 31/1990 republished, ulterior amendments and completions, having as main item on the Agenda the approval of allocation of the amount of 85,000,000 RON as dividends to the company’s shareholders.

CONVENES

THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)

for the date of **25.10.2017, 9:00 A.M.**, at the company’s headquarters, Ploiești City, No.1-3 Anul 1848 Street, Prahova County, to which have the right to participate and vote exclusively those persons acting as shareholders, namely those persons who are being registered in the Company’s Shareholders Register at the end of the reference date **13.10.2017**, with the following

AGENDA:

1. Election of a Secretary of the Ordinary General Meeting of Shareholders.
2. Approval of the allocation of the amount of 85,000,000 RON as dividends, based on the provisions of Art. II and Art. III of EGO no. 29/ 2017, to the Company’s shareholders, proportionally with the participation thereof to the share capital. The value of the gross dividend is of 9,81804506 RON/ share.



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3. The settlement of the payment term of the dividends due to the shareholders, namely no later than 15 working days as of the registration date, **the payment date** advanced by the Board of Administration being **28.11.2017**.
4. The settlement of the dividends payment method, namely the payment shall be performed in RON, the shareholders that are to benefit from the dividends being the ones registered in the Shareholders Registry, 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.
5. The approval of the renewal of the mandates of the members of the Board of Administration of CONPET S.A. starting 29.11.2017.
6. The settlement of the fix gross monthly allowance of the non-executive administratos, in amount of 10,210 RON/ month, representing the average on the last 12 months of the gross monthly average earnings for the activity performed according to the core business registered by the Company, at the level of class as per the classification of the activities in the national economy, communicated by the National Statistics Institute prior to the appointment.
7. The settlement of the maximum limit of the fix gross monthly allowance of the executive administrator, namely six times the average on the last 12 months of the average gross monthly earnings, for the activity performed according to the core business registered by the Company, at the level of class as per the classification of the activities in the national economy, communicated by the National Statistics Institute prior to the appointment.
8. Approval of the form of the mandate contract that is to be concluded with CONPET S.A. administrators.
9. The empowerment of a representative of the shareholders to sign, on behalf of the Ordinary General Meeting of Shareholders of CONPET S.A. the mandate contracts that are to be concluded with the Company's administrators.
10. The settlement of the registration date serving at the identification of the shareholders that are to benefit from the dividends and fall under the effects of the resolution of the Ordinary General Meeting of Shareholders, the **registration date** advanced by the Board of Administration being **10.11.2017**, with **ex-date 09.11.2017**.



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11. The empowerment:

- a) of the President of the general meeting for the execution of OGMS resolution
- b) of the President of the Board of Administration for the application of the resolution of the Ordinary General Meeting of Shareholders, as per the legal provisions and the update of Annex 1 to the Articles of Incorporation concerning the Company's administratos, as well as the execution and registration of the updated Articles of Incorporation.
- c) the Director General to perform the necessary diligence in order to register the OGMS Resolution 1 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, at the date of the first call of OGMS, namely **25.10.2017**, are not being achieved the quorum/validity conditions provided by the law and the Articles of Incorporation for the performance of the general meeting, the OGMS will be convened for the date of **26.10.2017, 9:00 A.M.**, at the company's headquarters in Ploiești City, No 1-3, Anul 1848 Street, with the same Agenda.

At OGMS (first call/second call) have the right to participate and vote only the shareholders being registered as shareholders of "CONPET" S.A. at the date of **13.10.2017 (the reference date)**, in the Company's Shareholders Registry held and issued by Depozitarul Central S.A.

The meeting documents and materials related to the agenda of the OGMS will be available to the shareholders at the Company (BOA and GMS Secretariat Bureau), in Romanian or English, in view of consultation thereof, starting **25.09.2017**, during the working days, between 8:00 A.M. - 16:30 P.M. All the materials for the general meeting will be available also on the company's web page, at the address www.conpet.ro, section "**Investor Relations/GMS Documents**"- OGMS on **25.10.2017**. The shareholders can receive, upon request, copies of the documents related to the items included on the OGMS agenda.

One or more shareholders, representing individually or together, at least 5% of the Company's share capital has/have the right:

- 1) to introduce items on the OGMS agenda, provided that each item be accompanied by an explanation or a draft resolution proposed for adoption by the general meeting, the requests being



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received thereafter by the company “CONPET” S.A. within no more than 15 days as of the publication of the convening notice, namely 06.10.2017.

2) forward draft resolutions for the items included or proposed to be included on the Agenda of the 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 06.10.2017.

In case the exercising of the right to introduce items on the Agenda of the general meeting determines the amendment of the agenda belonging to the already published convening notice, the Company shall due the necessary diligence for republishing the OGMS convening notice, having the Agenda revised before the reference date 13.10.2017.

The requests regarding the introduction of new items on the Agenda of the OGMS and substantiation or draft resolutions for the items included or proposed to be included on the Agenda of the OGMS should be formulated in writing to the Board of Administration, with compliance with the above-mentioned deadlines and shall be submitted by any form of 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, or by e-mail with electronic signature, at the address actionariat@conpet.ro, with the mention **“BOA and GMS Secretariate Bureau - For the Ordinary General Meeting of Shareholders to be held on 25.10.2017”** (Romanian version - **“Biroul Secretariat, C.A. și A.G.A. - Pentru Adunarea Generală Ordinată a Actionarilor din data de 25.10.2017”**).

The Company's shareholders, notwithstanding their contribution to the share capital, have the right to address questions in writing, in Romanian or English, regarding the items on the Agenda of the OGMS; these questions will be then submitted to the company Registry in Ploiești, No. 1-3, Anul 1848 Street, Prahova County, by any form of courier services with confirmation of receipt, right to “CONPET” S.A. registry in Ploiești, No. 1-3, Anul 1848 Street, Prahova County, in close envelope or by e-mail with extended electronic signature incorporated as per the Law no.455/2001 regarding the electronic signature, at the address actionariat@conpet.ro, up to **17.10.2017**, 9:00 A.M., with the mention **“BOA and GMS Secretariate Bureau - For the Ordinary General Meeting of Shareholders to be held on 25.10.2017”** (Romanian version - **“Biroul Secretariat, C.A. și A.G.A. - Pentru Adunarea Generală Ordinată a Actionarilor din data de 25.10.2017”**).



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The answers to the addressed questions will be published on the Company's website www.conpet.ro, at the address www.conpet.ro, section "**Investor Relations/GMS Documents - OGMS dated 25.10.2017**".

For the identification of the shareholder natural person or, as the case may be, the legal representative of the shareholder legal person or entity without legal personality addressing questions, making proposals for the completion of the Agenda or advances draft resolutions, the latter will attach to the respective request also copies of the documents that testify their identity.

At the OGMS meeting can take part and vote only the shareholders registered in the Company's Shareholders Register at the reference date 13.10.2017, in person or by representatives, based on a special or general empowerment, as per the legal provisions.

The special empowerment form and the general empowerment form will be available in Romanian and English, at the Company's headquarters and in electronic form on the company's website, at www.conpet.ro, section "**Investor Relations/GMS Documents**"- OGMS on **25.10.2017**, starting **25.09.2017**.

In case the Agenda of the general meeting is completed/updated and the shareholders do not submit the special empowerments and/or the updated correspondence voting forms, the special empowerments and the correspondance voting forms submitted prior to the completion/update of the Agenda will be considered exclusively for the items therein that are to be found on the completed/updated agenda.

The general empowerment may be granted to any person for representation in one single general meeting and contains specific voting guidelines of the shareholder, with the exact specification with regards to the voting option for each and every item included on the OGMS agenda.

In case of debating, during the OGMS, as per the legal provisions, over certain items that have not be included on the published Agenda, the authorized person can vote on these discussions, according to the interest of the represented shareholder.

The shareholder can grant special empowerment available for a period not exceeding 3 years, thus allowing his representative to vote on all the aspects debated over in the shareholders general meetings of one or more issuers identified in the empowerment, individually or by a generic wording regarding a certain category of issuers, here included acts of disposition,



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provided that the empowerment be granted by the shareholder, as client, to an intermediary defined as per the provisions of Art.2, Par. (1), item 20 of Law 24/2017 or to a lawyer.

The special empowerment in original, signed and, as the case may be, stamped, as well as the special empowerment signed prior to its first use, in copy, including the conformity mention with the original under the signature of the legal representative and accompanied by a statutory declaration in original signed and, as the case may be, stamped, given by the legal representative of the intermediary or the lawyer who was given the representation empowerment by general empowerment to reveal that the empowerment is granted by the named shareholder, as client, to his intermediary, as the case may be the lawyer and that the empowerment is being signed by the shareholder, also by attachment of extended electronic signature, as the case may be, as well as the mandate received by Order of the Ministry of Energy for the participation of the state at the Shareholders General Meeting, in original, can be submitted, in Romanian or English, at “CONPET” S.A. registry in Ploiești, No.1-3, Anul 1848 Str, Prahova County, with no more than 24 hours prior to the meeting, namely until the date of **24.10.2017**, 9:00 A.M., in closed envelope, with the mention: **“BOA and GMS Secretariat Bureau - For the Ordinary General Meeting of Shareholders on 25.10.2017 (Romanian version - “Biroul Secretariat C.A. și A.G.A. - Pentru Adunarea Generală Ordinată a Actionarilor din data de 25.10.2017”)**. They can be also submitted by incorporated 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, Para (3) of Law no. 31/1990 regarding the companies, further amendments and additions.

In case the shareholder is being represented by a credit institution performing custody services, the latter can vote in the shareholders general meeting based on the voting guidelines received by electronic communication means, without being necessary the preparation of a special or general empowerment by the shareholder. The custodian votes in the OGMS exclusively in compliance and within the limits of the instructions received by his clients, having the quality of shareholders at the reference date 13.10.2017.

The Company's shareholders may also vote by correspondence, prior to OGMS, by using the correspondence voting form available in Romanian and English, starting the date of



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25.09.2017, at the Company's headquarters and in electronic form on the webpage thereof, at www.conpet.ro, section "**Investors Relation/GMS Documents**" – OGMS on **25.10.2017**.

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 of the shareholder, 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 document asserting his capacity of legal representative.

The quality of shareholder, as well as, in case of shareholders legal persons or entities without legal personality, the quality of legal representative is being ascertained based on the shareholders list at the reference/registration date, as per the following documents submitted to the Company by Depozitarul Central S.A., or, as the case may be, for data other than the reference/registration date, based on the following documents submitted to the Company by the shareholder, issued by Depozitarul Central S.A. or the participants defined at Art. 168 Para (1) letter b) of Law no. 297/ 2004, ulterior amendments and completions, who supply custody services:

- a) the statement of account wherefrom results the shareholder quality and the number of shares held
- b) documents attesting the entrance of the information regarding the legal representative at Depozitarul Central S.A./ the respective participants.

The documents attesting the quality of legal representative, drafted in a foreign language, other than the English language, will be accompanied by a translation drafted by an authorized translator in the Romanian or English language. No legalization or apostille of the documents attesting the quality of legal representative of the shareholder.

The Correspondence Voting Bulletin forms, accompanied by the above legal documents, will be submitted, in original, in Romanian or English, by any form of courier services with confirmation of receipt, right to "CONPET" S.A. registry, in Ploiești, No.1-3, Anul 1848 Street, Prahova County, in close envelope, or by e-mail with extended electronic signature incorporated as per the Law no.455/2001 regarding the electronic signature, at the address actionariat@conpet.ro, up to **24.10.2017, 9:00 A.M.**, with the mention signed and as per the case, 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**



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**Secretariat Bureau - For the Ordinary General Meeting of Shareholders to be held on
25.10.2017" (Romanian version - "Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea
Generală Ordinara a Actionarilor din data de 25.10.2017".**

The correspondence voting forms/the special or general empowerment that are not received at the Company's register within the terms indicated will not be considered in the calculation for the determination of the quorum and majority in the OGMS.

Additional information can be obtained at "CONPET" S.A. headquarters in Ploiești, No. 1-3, Anul 1848 Street, BOA and GMS Secretariat Bureau, telephone 0040.244.401.360 ext. 2655, 2579, fax 0040 244.516.451, in the interval 08:00 A.M.-16:30 P.M., e-mail: actionariat@conpet.ro.

CHAIRMAN OF THE BOARD OF ADMINISTRATION

DAN WEILER

S.S. ILLEGIBLE

STAMP



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