



**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

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## **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 RON (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 dated 25.10.2017, 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), prepared pursuant to Article 111, para. (2) letter (b) and Art. 119 para. (1) of the Company's Law no. 31/1990 republished, further amendments and additions, of Art. 84 para. (1) and Art. 92 para. (23) of law no. 24/2017

## **CONVENES**

### **THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)**

for the date of **28.11.2017, 09:00 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 **17.11.2017**, with the following



## AGENDA

1. Election of a Secretary of the Ordinary General Meeting of Shareholders.
2. Election, based on the cumulative vote method, of the provisional administrators of the Company CONPET S.A., given the termination ipso jure of the contracts of mandate of the administrators in capacity.
3. Settlement of the mandate duration for the provisional administrators elected by way of cumulative vote.
4. Approval of the form and content of the mandate contract for the provisional administrators elected by cumulative vote.
5. Settlement of the monthly fixed gross allowance for the provisional administrators elected by cumulative vote.
6. Approval of the appointment of the representative of the Ministry of Energy in the Ordinary General Meeting of Shareholders to sign the mandate contracts of the provisional administrators elected by cumulative vote.
7. Settlement of the date of 19.12.2017 as registration date advanced by the Board of Administration, serving for the identification of the shareholders who will be affected by the effects of the Resolution of the Ordinary General Meeting of Shareholders and of the date of 18.12.2017 as ex-date.
8. The Empowerment:
  - a) of the President of the Meeting to sign the OGMS Resolution;
  - b) of the Director General to perform the necessary diligence in order to register the OGMS Resolution and the updated Articles of Incorporation to the Trade Register Office attached to Prahova Law Court, 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.

**9.** Empowerment of the Chairman of the Board of Administration to enforce the OGMS Resolution, as per the legal provisions and update Annex 1 to the Articles of incorporation regarding the Company's administrators, as well as to execute and register the updated Articles of Incorporation.

**10.** Approval to extend, by addendum, the insurance period contained in the professional liability insurance policy of the administrator and Director General concluded with Generali Reasigurare Asigurare S.A., respectively up to the end of the selection procedure provided by EGO no. 109/2011 regarding the corporate governance of the public enterprises, approved with amendments and completions by Law no. 111/2016), but no later than 30.04.2018.

In case that, in first call of the OGMS, respectively **28.11.2017**, the quorum/validity conditions stipulated by law and the Articles of Incorporation related to the lay down of general meetings are not being met, the Ordinary General Meeting of Shareholders will be convened on **29.11.2017**, 09:00 AM, at the company's headquarters in Ploiești, no. 1-3, Anul 1848 Street, by the maintenance of the Agenda.

At the OGMS (in first call / in second call) have the right to participate and vote only shareholders which are registered as CONPET S.A. shareholders on **17.11.2017 (the reference date)**, in the Company's Shareholders Registry held and issued by Depozitarul Central S.A..

The list including information with names, home town and professional qualifications of the proposed persons for the position of administrator of the company CONPET S.A. will be made available to the shareholders starting with **27.10.2017, 05:00 PM** (Romania time zone), to the Company's Registration Desk and on Company's website, as well.

The list will be updated periodically to the extend proposals will be received within the given deadline, at least once a day.

When the Board of Administration members are elected by the cumulative vote method, the administrators in capacity up to the OGMS date are registered, by right, on the candidates' list for the election on the new Board of Administration.

The shareholders of the company have the right to make candidate proposals to fill the positions of administrators, according to the law and the Articles of Incorporation.

The proposals shall be transmitted either (i) in hard copy / printed, to "CONPET" S.A. Registry located at the Company's registered offices 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 on 28.11.2017 or (ii) by e-mail, with incorporated extended electronic signature, according to Law no. 455/2001 regarding the electronic signature, to

the e-mail address: [actionariat@conpet.ro](mailto:actionariat@conpet.ro), as to be received until **13.11.2017, 05:00 PM** (Romania time zone).

As for the candidates, every proposal must be attached at least the following documents:

- (a) The Curriculum Vitae of the candidate stating the experience and the professional background and a copy of his ID card.
- (b) In case of proposals for independent candidates, the substantiating documents which prove the fact that they meet the conditions stipulated in the Articles of Incorporation, including a statutory declaration of the candidate, in authentic form, which attest that he fulfills all the conditions and independence criteria under the law and the Articles of Incorporation.

The OGMS draft resolution and the meeting materials related to the OGMS Agenda shall be made available to the Company shareholders (BoA and GMS Secretariate Bureau), in Romanian and English, for review thereof, starting 27.10.2017, during working days, between 8:00 – 16:30 and will be published on the company's web page, at the address [www.conpet.ro](http://www.conpet.ro), **Investor Relations/GMS Documents** section – OGMS dated **28.11.2017**. The shareholders can receive, upon request, copies of the documents related to items included on the OGMS agenda.

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 13.11.2017.

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 13.11.2017.

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 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 17.11.2017.

In case the Agenda of the General meeting shall be complemented/revised and the shareholders fail to submit the updated special empowerment forms and/or the correspondence voting bulletins, the special empowerment and the correspondence voting bulletins submitted prior

to the complementation/revision of the Agenda will be considered exclusively for the items herein included in the complemented/revised Agenda.

The requests regarding the introduction of new items on the OGMS Agenda and substantiation or draft resolutions for the items included or proposed to be included on the Agenda of the OGMS must be formulated in writing by the Board of Administration, by the observance of the afore-mentioned deadlines and shall be submitted by any form of courier service with receipt of confirmation, directly to CONPET S.A. Registry in Ploiesti, no. 1-3, Anul 1848 street, Prahova County, in closed envelope or by email with incorporated, extended electronic signature as per law no. 455/2001 regarding the electronic signature, at the address [actionariat@conpet.ro](mailto:actionariat@conpet.ro), with the mention **“BOA and GMS Secretariate Bureau - For the Ordinary General Meeting of Shareholders to be held on 28.11.2017” (Romanian version - “Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea Generala Ordinara a Actionarilor din data de 28.11.2017)”**.

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 Ploiesti, no. 1-3, Anul 1848 Street, Prahova County, by any form of courier service with receipt of confirmation, directly to CONPET S.A. Registry in Ploiesti, no. 1-3, Anul 1848 street, Prahova County, in closed envelope or by email with incorporated, extended electronic signature as per law no. 455/2001 regarding the electronic signature, at the address [actionariat@conpet.ro](mailto:actionariat@conpet.ro), up to 20.11.2017, 9:00 AM, with the mention **“BOA and GMS Secretariate Bureau - For the Ordinary General Meeting of Shareholders to be held on 28.11.2017” (Romanian version - “Biroul Secretariat, C.A. si A.G.A. - Pentru Adunarea Generala Ordinara a Actionarilor din data de 28.11.2017)”**

In order to identify the natural person, or, as the case may be, the legal representative of the shareholder legal persons or entity bearing no legal personality addressing questions, making proposals for the complementation of the Agenda or advancing draft resolutions, 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](http://www.conpet.ro), section “Investor Relations - Trading Information - FAQ”, as well as in the section **“Investor Relations/ GMS Documents” - OGMS dated 28.11.2017.**

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

17.11.2017, in person or by representative, based on the special or general empowerment, as per the legal provisions.

The special and general empowerment 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](http://www.conpet.ro), section “**Investor Relations/GMS Documents**” – **OGMS dated 28.11.2017**, starting with **27.10.2017**.

The special empowerment 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, in compliance with the legal provisions, of certain items not included on the published agenda, the empowered person may vote on these according to the interest of the represented shareholder.

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

The original special empowerment, signed and stamped, as the case may be, as well as the signed general empowerment, 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 empowerment, wherefrom to result that the power of attorney is granted by that shareholder, as client, to the intermediary or attorney, as the case may be, and that the empowerment 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, shall 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 prior to the meeting, namely until **27.11.2017, 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 28.11.2017”** or can be 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](mailto:actionariat@conpet.ro), under the sanction provided by art. 125 para. (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 empowerment by the shareholder. The custodian votes in the Ordinary General Meeting of Shareholders exclusively according to and within the limit of instructions received from its clients with the quality of shareholders on the reference date of 17.11.2017.

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 **27.10.2017**, at the Company headquarters and in electronic format on its webpage, at the address [www.conpet.ro](http://www.conpet.ro), section **“Investor Relations/GMS Documents” – OGMS dated 28.11.2017.**

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](mailto:actionariat@conpet.ro), until **27.11.2017, 09:00 A.M.**, with the mention **"BOA and GMS Secretariat Bureau – For the Ordinary General Meeting of Shareholders to be held on 28.11.2017"**.

The correspondence voting bulletins / special or general empowerments 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, facsimile 0244.516.451, between 08:00 A.M. - 04:30 P.M., e-mail: [actionariat@conpet.ro](mailto:actionariat@conpet.ro).

**CHAIRMAN OF THE BOARD OF ADMINISTRATION**

**Dan WEILER**

**S.S. Illegible, Stamp**