



THE MINISTER'S CABINET

To,

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

For the attention of: Mr. Liviu ILAȘI – Director General

The Ministry of Energy, acting as shareholder of the Company Conpet S.A. Ploiești, holding a number of 5,083,372 shares representing 58.7162% of the total number of 8,657,528 shares issued by the Company, requests, under art. 111 para.(2) letter .b) and art. 119 para. (1) of the Companies' Law no. 31/1990, republished, further amendments and additions, of the art. 84 para.(1) and 92 para (23) of Law no. 24/2017 regarding financial instruments and market operations issuers, for the call of an Ordinary General Meeting of Shareholders, proposed for the date of November 28, 2017 (in first call)/ November 29, 2017 (in second call), at the Company's headquarters, with the following items included on the Agenda:

1. 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.
2. Settlement of the mandate duration for the provisional administrators elected by way of cumulative vote.
3. Approval of the form and content of the mandate contract for the provisional administrators elected by cumulative vote.
4. Settlement of the monthly fixed gross allowance for the provisional administrators elected by cumulative vote.
5. 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.
6. Settlement of the registration date, 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 ex-date.
7. The Empowerment:
 - a) of the President of the ordinary general 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.



THE MINISTER'S CABINET

Also, we request that, in the OGMS Convening Notice be introduced, without limitation to, provisions related to the shareholders' right to propose candidates for the positions of Company administrators, as follows:

*"The list comprising information regarding the name, place of domicile and professional qualification 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 are 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 in 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 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, as to be received until 13 November 2017, 05:00 PM.

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."

In compliance with the provisions of art. 92 para. (3) of Law no. 24/2017 regarding the financial instruments and market operations issuers, the Ministry of Energy formulates the following draft resolutions for the items included on the Agenda:

1. *Appoints, following the application of the cumulative vote, the following provisional administrators:*

i) [●], citizen [●], born in [●], at the date [●], domiciled in [●], identified by [●] series [●] no. [●], issued by [●] at the date [●], with PIN [●],

[●] cumulated votes

ii) [●], citizen [●], born in [●], at the date [●], domiciled in [●], identified by [●] series [●] no. [●], issued by [●] at the date [●], with PIN [●],

[●] cumulated votes

iii) [●], citizen [●], born in [●], at the date [●], domiciled in [●], identified by [●] series [●] no. [●], issued by [●] at the date [●], with PIN [●],

[●] cumulated votes

iv) [●], citizen [●], born in [●], at the date [●], domiciled in [●], identified by [●] series [●] no. [●], issued by [●] at the date [●], with PIN [●],



THE MINISTER'S CABINET

[●] cumulated votes

v) [●], citizen [●], born in [●], at the date [●], domiciled in [●], identified by [●] series [●] no. [●], issued by [●] at the date [●], with PIN [●],

[●] cumulated votes

vi) [●], citizen [●], born in [●], at the date [●], domiciled in [●], identified by [●] series [●] no. [●], issued by [●] at the date [●], with PIN [●],

[●] cumulated votes

vii) [●], citizen [●], born in [●], at the date [●], domiciled in [●], identified by [●] series [●] no. [●], issued by [●] at the date [●], with PIN [●],

[●] cumulated votes

Are deemed revoked the following Board of Administration members: [●].

They have not been reconfirmed due to the application of the cumulative vote, their mandate ceasing as a consequence at the date of this OGMS, as per the provisions of art. 124 para.(5) of CNVM Regulation no. 1/2006.

(The list of the candidates proposed for the shareholder Ministry of Energy will be submitted up to the date mentioned in the Convening Notice.)

2. *Is being set the duration of the provisional administrators' duration nominated at item 1 of the Agenda, namely 4 months or until the termination of the selection procedure stipulated by EGO no. 109/2011 regarding the corporate governance of the public enterprises, approved with amendments and additions by Law no. 111/2016, in case this takes place earlier than 4 months as of the appointment of the provisional administrators;*
3. *Is being approved the contract of mandate for the provisional administrators in the annexed form;*
4. *Is being set the monthly fixed gross allowance of the provisional administrators appointed based on the cumulative vote method, equivalent with twice 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.*
5. *Is being appointed Ms./Mr.....representative of the Ministry of Energy in order to sign the mandate contracts for the provisional administrators appointed at item 1 of the Agenda;*
6. *Is being set the date of "X" as registration date 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 "X-1" as ex-date.*
7. *Approves the empowerment:*



MINISTERUL ENERGIEI
Profesionalism. Integritate. Transparență

THE MINISTER'S CABINET

- a) of the President of the ordinary general meeting for the execution of 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 and 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.*

Regards,

MINISTER,
Toma-Florin PETCU

S.s. Illegible
Stamp