

MINISTRY OF ENERGY

THE MINISTER'S CABINET

To:

THE COMPANY CONPET S.A. PLOIESTI
To the attention of the Board of Administration

The Romanian State by the Ministry of Energy, with registered offices in Bucharest, no. 202E, Splaiul Independentei, district 6, identified by TIN 33933936/30.12.2014, acting as shareholder of the company CONPET S.A. Ploiesti, holding a number of 5,083,372 shares issued by CONPET S.A., representing 58.7162% of the total number of 8,657,528 shares,

Regarding the call of the Ordinary General Meeting of Shareholders (OGMS) for the date of 05.03.2018

Pursuant to:

- The provisions of Art. 92, para. 3) of Law no. 24/21.03.2017 regarding the issuers of financial instruments and market operations;
- Provisions of para. (1), Art. 7, of CNVM Regulation no. 6/2009 regarding the exercising of certain rights of the shareholders in the general meeting of the trade companies, updated;
- Provisions of Art. 117¹ of the Companies Act no. 31/1990, republished, further amendments and additions;

And given:

- The provisions of Art. 64¹, para. (5) of EGO no. 109/2011 regarding the corporate governance, approved, further amendments and completions by law no. 111/2016;
- The provisions of Art. 4 et seq. from Annex 1 to the GD no. 722/2016 for the approval of the Methodological Norms for the application of certain provisions from the Emergency Government Ordinance no. 109/2011 regarding the corporate governance of the public enterprises;
- Provisions of Art. 29 and 61 of the EGO. No. 109/2011, approved with amendments and completions by Law no. 111/2016,

Requests the introduction on the Agenda of the Ordinary General Meeting of Shareholders on 05.03.2018, of the following additional items:

1. Extension, based on the provisions of Art. 64¹, para. (5) of the Emergency Government Ordinance no. 109/2011 regarding the corporate governance of the public enterprises, approved with further amendments and completions by Law no. 111/2016, of the mandate of the administrators in capacity at 28.03.2018, by a two months' period, respectively, until 28.05.2018;
2. Approval to conclude the Addenda to the administration contracts approved pursuant to the OGMS Resolution no. 5/28.11.2017 for the extension, by a two months' period, of the mandates' duration of the provisional administrators in capacity at 28.03.2018;



3. Appointment of a representative of the Ministry of Energy to sign the Addenda to extend, by two months, the duration of the mandates of the provisional administrators in capacity at 28.03.2018;
4. Approval of the initiation of the procedure for the selection of the company's administrators as per the provisions of EGO no. 109/2011, approved with amendments and completions by Law no. 111/2016. The procedure will be carried out by the Board of Administration of CONPET S.A..

As per the provisions of Art. 92, para. 3, letter a) of Law no. 24/2017 on the issuers of financial instruments and market operations, we hereby submit to you the following Draft Resolutions:

1. By the vote of the shareholders representing...% of the share capital and% of the voting rights of the present/represented shareholders, is being approved, pursuant to the provisions of Art. 64¹ of EGO no. 109/2011, approved with further amendments and completions by Law no. 111/2016, the extension of the mandate of the provisional administrators in capacity at 28.03.2018, by a two months period, respectively, until 28.05.2018;
2. By the vote of the shareholders representing...% of the share capital and% of the voting rights of the present/represented shareholders, is being approved, the conclusion of the addenda to the administration contracts approved pursuant to the OGMS Resolution no. 5/28.11.2017 for the extension, by a two months period, of the mandates' duration of the provisional administrators in capacity at 28.03.2018; the other administration contract provisions rest unamended;
3. By the vote of the shareholders representing...% of the share capital and% of the voting rights of the present/represented shareholders, is being approved, the empowerment of the representative of the Ministry of Energy in the Ordinary General Meeting of Shareholders to sign the Addenda to extend, by two months, the duration of the mandate of the provisional administrators in capacity at 28.03.2018;
4. By the vote of the shareholders representing...% of the share capital and% of the voting rights of the present/represented shareholders, is being approved, the initiation of the procedure for the selection of the company's administrators and granting mandate to the Board of Administration of the company CONPET S.A. to commence and pursue the selection procedure on the company's administrators.

We hereby ask you to make all legal diligence in order to supplement the convening notice, by the renumbering of the items on the Agenda and communicate this request.

MINISTER

Anton ANTON
S.S. Illegible, Stamp

