

No. 6264 / 16.02.2018

**Current Report no. 6/ 2018**  
**As per Law no. 24/ 2017 and CNVM Regulation no. 1/2006**

Date of the report:	16.02.2018
Name of the issuing entity:	CONPET S.A. Ploiești
Registered offices:	No. 1-3, Anul 1848 Street, Ploiesti
Telephone/facsimile/email:	0244/ 401360/ 516451/ 402385/ <a href="mailto:actionariat@conpet.ro">actionariat@conpet.ro</a>
Sole Registration Number:	1350020
No. at the Trade Registry:	J29/6/22.01.1991
Subscribed and paid-up share capital:	28,569,842.40 RON
Total number of shares:	8,657,528 nominative shares
The regulated market where the issued securities are being traded:	B.S.E., PREMIUM Category

**Reporting significant events:**

The supplementation of the Agenda of the Ordinary General Meeting of Shareholders (OGMS) of CONPET S.A., convened for the date of 05.03.2018 – in first call/06.03.2018 – in second call, 9 A.M., at the registered offices of the company, in Ploiesti, no. 1-3, Anul 1848 Street. Reference date of the meeting is 22.02.2018. Registration date advanced by the Board of Administration for the meeting is 22.03.2018 (serving for the identification of the shareholders who will be affected by the OGMS Resolution). Settlement of the date of 21.03.2018 as ex-date related to the OGMS.

The supplementation of the Agenda of the OGMS Convening Notice took place following the receipt, from the Ministry of Energy - on behalf of the Romanian State, majority shareholder of the company CONPET S.A. (holder of a number of 5,083,372 shares, representing 58.7162% of the share capital), of one request on the introduction of four additional items on the Agenda, respectively:

1. "Extension, based on the provisions of Art. 64<sup>1</sup>, 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..”

The initial OGMS Agenda dated 05.03.2018 - in first call/06.03.2018 - in second call, shall be supplemented accordingly, by the related renumbering of the items herein, resulting the following

## AGENDA

1. Election of a Secretary of the Ordinary General Meeting of Shareholders.
2. Appointment of a provisional administrator of the Company CONPET S.A., in the place of Mr. Matei Ion Cristian, provisional administrator appointed by the Board of Administration, in compliance with the provisions of the Art. 137<sup>2</sup> of Law no. 31/1990 regarding the companies, republished, subsequent amendments and additions, whose mandate terminates upon the OGMS meeting.
3. Settlement of the mandate duration for the provisional administrator appointed at item 2 of the Agenda, respectively up to 28.03.2018 or until the completion of the selection procedure stipulated in the EGO no. 109/2011 regarding the corporate governance of the public enterprises, approved with amendments and completions by Law no. 111/2016, if this takes place prior to the date of expiry of the mandate of the provisional administrator.
4. Settlement of the monthly fixed gross allowances of the provisional administrators stipulated in the administration contracts concluded with the company CONPET S.A., recalculated pursuant to the provisions of article 18 of the EGO no. 90/2017, as to provide the maintenance of the level of the monthly fixed net allowance valid at the appointment date, for harmonizing with the new binding social contributions due as per the Law no. 227/2015, further amendments and completions, as amended pursuant to EGO no.79/2017 for the amendment and completion of Law no. 227/2015 regarding the Fiscal Code, which is to augment by 20.61%, namely from 10,210 RON to 12,314 RON.
5. Settlement of the monthly fixed gross allowance of the provisional administrator appointed at item 2 of the Agenda, within the quantum that is to be approved by OGMS at item 4 of the Agenda for the provisional administrators in capacity as it is being recalculated based on the provisions of Art. 18 of the EGO no. 90/2017 (calculated based on the 12 months average of the gross average earnings for the activity carried out as per the core business registered by the Company, at the level of class pursuant to the classification of the activities in the national economy, communicated by the National Institute of Statistics, prior to the appointment, namely the address of the National Institute of Statistics registered under no.34977/14.09.2017), for the compliance with the new binding social contributions due as per Law no.227/2015, subsequent amendments and completions, as it was amended by EGO no.79/2017 for the amendment and completion of Law no.227/2015 with regards to the Fiscal Code.



6. Approval of the form and content of the Addendum to the administration contracts of the provisional administrators in capacity, according to item 4 of the Agenda regarding the settlement of the monthly fixed gross allowance recalculated as per the law.
7. Appointment of a representative of the Ministry of Energy to sign the Addendum to the administration contracts concluded with the provisional administrators in capacity of the company "CONPET" S.A..
8. Approval of the administration contract for the provisional administrator appointed at item 2 of the Agenda, in the form approved pursuant to the OGMS Resolution no. 5/28.11.2017 for the other provisional administrators of the Company; the monthly fixed gross allowance is to be the one stipulated in the OGMS at item 5 of the Agenda.
9. Appointment of a representative of the Ministry of Energy to sign the administration contract for the provisional administrator appointed at item 2 of the Agenda.
10. Settlement of the general limits of the monthly fixed gross allowance of the Director General, recalculated based on the provisions of Art. 18 of EGO no. 90/2017, as to provide the maintenance of the level of the monthly fixed net allowance valid at the appointment date, for harmonizing with the new binding social contributions due as per the Law no.227/2015, further amendments and completions, as amended pursuant to EGO no. 79/2017 for the amendment and completion of Law no.227/2015 regarding the Fiscal Code, namely:
  - a) Settlement of the minimum amount which is 5 times the average within the 12 months of the gross average earnings for the activity performed as per 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; this is to increase by 19.9%, from 25,635 RON to 30,736 RON.
  - b) Settlement of the maximum amount which is 6 times the average within the 12 months of the gross average earnings for the activity performed as per 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; this is to augment by 19.9%, from 30,762 RON to 36,884 RON.
11. Approval of the Investments Program for 2018 (annexes 1, 2 and 3).
12. Approval of the Revenues and Expenditure Budget related to 2018, Annex no. 1, accompanied by the Substantiation annexes no. 2-5.
13. Extension, based on the provisions of Art. 64<sup>1</sup>, 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;
14. 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;

15. 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;

16. 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..

17. Settlement of the date of 22.03.2018 as registration date advanced by the Board of Administration, respectively ex-date 21.03.2018.

18. The Empowerment:

a) of the President of the meeting of the Ordinary General Meeting of Shareholders to sign the OGMS Resolution;

b) of the Chairman of the Board of Administration to enforce the Resolution of the Ordinary General Meeting of Shareholders, as per the legal provisions and update Annex 1 to the Articles of Incorporation regarding the Company's Administrators, as well as to sign and register the updated Articles of Incorporation.

c) 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, publish it 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.

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We hereby attach to this current report the **OGMS Convening Notice for the date of 05.03.2018 (06.03.2018) comprising the supplemented Agenda**, as well as the **letter of the Ministry of Energy no. 100.543/AA/14.02.2018, registered in the company under number 6159/15.02.2018.**

**Director General**

Eng. Dan - Silviu BACIU, M.B.A.

S.s. Illegible, Stamp

**Deputy Director General 1**

Jurist Mihaela Anamaria DUMITRACHE

S.s. Illegible

**Head of Corporate Governance**

Econ. Bogdan PÎNZARIU

S.s. Illegible



## CONVENING NOTICE

(supplementation of the Agenda of the Ordinary General Meeting of Shareholders (OGMS) convened for 05.03.2018 – in first call/06.03.2018 – in second call)

By Telephone Note no. 1/15.02.2018

### 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"), publicly announces on the approval of the **supplementation of the Agenda of the Ordinary General Meeting of Shareholders** convened for the date of **05.03.2018 - in first call/06.03.2018 - in second call, 9 a.m.**, which will take place at the registered offices of the company in Ploiești, no.1-3, Anul 1848 Street, Prahova County, 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 **22.02.2018**, in compliance with the the provisions of Law no. 31/1990 on the companies, republished, further amendments and additions, of Law no. 24/2017 on issuers of financial instruments and market operations, of the EGO no. 109/2011 on the corporate governance of the public enterprises, approved with amendments and completions by Law no. 111/2016, GD no. 722/2016 for the approval of the methodological Norms for the application of certain provisions stipulated in the Emergency Government Ordinance no. 109/2011 on the corporate governance of the public enterprises, CNVM Regulation no.6/2009 regarding he exercising of certain rights of the shareholders within the general meetings of the trade companies, updated, as well as with the Articles of incorporation of the Company, **at the request of the Ministry of Energy**, acting as shareholders, to introduce 4 additional items on the Agenda, respectively:

1. "Extension, based on the provisions of Art. 64<sup>1</sup>, 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;



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[www.conpet.ro](http://www.conpet.ro)



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..”

The initial OGMS Agenda dated 05.03.2018 - in first call/06.03.2018 - in second call, shall be supplemented accordingly, by the related renumbering of the items herein, resulting the following

#### **AGENDA**

1. Election of a Secretary of the Ordinary General Meeting of Shareholders.
2. Appointment of a provisional administrator of the Company CONPET S.A., in the place of Mr. Matei Ion Cristian, provisional administrator appointed by the Board of Administration, in compliance with the provisions of the Art. 137<sup>2</sup> of Law no. 31/1990 regarding the companies, republished, subsequent amendments and additions, whose mandate terminates upon the OGMS meeting.
3. Settlement of the mandate duration for the provisional administrator appointed at item 2 of the Agenda, respectively up to 28.03.2018 or until the completion of the selection procedure stipulated in the EGO no. 109/2011 regarding the corporate governance of the public enterprises, approved with amendments and completions by Law no. 111/2016, if this takes place prior to the date of expiry of the mandate of the provisional administrator.
4. Settlement of the monthly fixed gross allowances of the provisional administrators stipulated in the administration contracts concluded with the company CONPET S.A., recalculated pursuant to the provisions of article 18 of the EGO no. 90/2017, as to provide the maintenance of the level of the monthly fixed net allowance valid at the appointment date, for harmonizing with the new binding social contributions due as per the Law no. 227/2015, further amendments and completions, as amended pursuant to EGO no.79/2017 for the amendment and completion of Law no. 227/2015 regarding the Fiscal Code, which is to augment by 20.61%, namely from 10,210 RON to 12,314 RON.



5. Settlement of the monthly fixed gross allowance of the provisional administrator appointed at item 2 of the Agenda, within the quantum that is to be approved by OGMS at item 4 of the Agenda for the provisional administrators in capacity as it is being recalculated based on the provisions of Art. 18 of the EGO no. 90/2017 (calculated based on the 12 months average of the gross average earnings for the activity carried out as per the core business registered by the Company, at the level of class pursuant to the classification of the activities in the national economy, communicated by the National Institute of Statistics, prior to the appointment, namely the address of the National Institute of Statistics registered under no.34977/14.09.2017), for the compliance with the new binding social contributions due as per Law no.227/2015, subsequent amendments and completions, as it was amended by EGO no.79/2017 for the amendment and completion of Law no.227/2015 with regards to the Fiscal Code.
6. Approval of the form and content of the Addendum to the administration contracts of the provisional administrators in capacity, according to item 4 of the Agenda regarding the settlement of the monthly fixed gross allowance recalculated as per the law.
7. Appointment of a representative of the Ministry of Energy to sign the Addendum to the administration contracts concluded with the provisional administrators in capacity of the company "CONPET" S.A..
8. Approval of the administration contract for the provisional administrator appointed at item 2 of the Agenda, in the form approved pursuant to the OGMS Resolution no. 5/28.11.2017 for the other provisional administrators of the Company; the monthly fixed gross allowance is to be the one stipulated in the OGMS at item 5 of the Agenda.
9. Appointment of a representative of the Ministry of Energy to sign the administration contract for the provisional administrator appointed at item 2 of the Agenda.
10. Settlement of the general limits of the monthly fixed gross allowance of the Director General, recalculated based on the provisions of Art. 18 of EGO no. 90/2017, as to provide the maintenance of the level of the monthly fixed net allowance valid at the appointment date, for harmonizing with the new binding social contributions due as per the Law no.227/2015, further amendments and completions, as amended pursuant to EGO no. 79/2017 for the amendment and completion of Law no.227/2015 regarding the Fiscal Code, namely:
- a) Settlement of the minimum amount which is 5 times the average within the 12 months of the gross average earnings for the activity performed as per 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; this is to increase by 19.9%, from 25,635 RON to 30,736 RON.

b) Settlement of the maximum amount which is 6 times the average within the 12 months of the gross average earnings for the activity performed as per 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; this is to augment by 19.9%, from 30,762 RON to 36,884 RON.

**11.** Approval of the Investments Program for 2018 (annexes 1, 2 and 3).

**12.** Approval of the Revenues and Expenditure Budget related to 2018, Annex no. 1, accompanied by the Substantiation annexes no. 2-5.

**13.** Extension, based on the provisions of Art. 64<sup>1</sup>, 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;

**14.** 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;

**15.** 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;

**16.** 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..

**17.** Settlement of the date of 22.03.2018 as registration date advanced by the Board of Administration, respectively ex-date 21.03.2018.

**18.** The Empowerment:

a) of the President of the meeting of the Ordinary General Meeting of Shareholders to sign the OGMS Resolution;

b) of the Chairman of the Board of Administration to enforce the Resolution of the Ordinary General Meeting of Shareholders, as per the legal provisions and update Annex 1 to the Articles of Incorporation regarding the Company's Administrators, as well as to sign and register the updated Articles of Incorporation.



c) 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, publish it 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 initial call of the ordinary General meeting of Shareholders was made by the observance of the legal conditions, the Convening Notice being published in the Official Gazette of Romania part IV, no. 419/31.01.2018 and in Romania Libera newspaper dated 02.02.2018. The Convening Notice was annexed to the Current Report no. 3/30.01.2018 which was submitted to the BVB and ASF on 30.01.2018 and published on the website [www.bvb.ro](http://www.bvb.ro) on 30.01.2018 and [www.conpet.ro](http://www.conpet.ro) on 30.01.2018.

The supplementation of the Agenda of the Ordinary General Meeting of Shareholders convened for the date of 05.03.2018 - in first call/ 06.03.2018 - in second call, was made in compliance with the provisions of Art. 117<sup>1</sup> of Law no. 31/1990 and of CNVM Regulation no. 6/2009, following the request of the shareholder Ministry of Energy, to introduce 4 additional items on the Agenda of the General Meeting.

The Convening Notice comprising the supplemented Agenda, at the request of the Ministry of Energy, the special empowerment form, the OGMS draft Resolution, the correspondence voting bulletin, related to the supplemented agenda will be available starting 16.02.2018, 10 A.M., on the website [www.conpet.ro](http://www.conpet.ro), Investor Relations/GMS Documents section – OGMS 05.03.2018, as well as at CONPET S.A. headquarters. The shareholders may receive, upon request, copies of the documents regarding the items included in the OGMS Agenda.

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, extension 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**

**MANUELA - PETRONELA - STAN - OLTEANU**

**S.S. Illegible, Stamp**



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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. 117<sup>1</sup> of the Companies Act no. 31/1990, republished, further amendments and additions;

And given:

- The provisions of Art. 64<sup>1</sup>, 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. 64<sup>1</sup>, 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. 64<sup>1</sup> 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**  
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