

No. 15522 / 25.04.2018

Current Report no. 16/ 2018
As per Law no. 24/ 2017 and CNVM Regulation no. 1/2006

Date of the report: 24.04.2018
Name of the issuing entity: CONPET S.A. Ploiești
Registered offices: No. 1-3, Anul 1848 Street, Ploiești
Telephone/facsimile/email: 0244/ 401360/ 516451/ 402385/
actionariat@conpet.ro
Tax Identification 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:

Supplementation of the Agenda of the Ordinary General Meeting of Shareholders (OGMS) convened for the date of 17.05.2018 – in first call/18.05.2018 – in second call, 9 a.m., at the registered offices of the company, located in Ploiești, no. 1-3, Anul 1848 Street. Reference date of the meeting is 08.05.2018. Registration date advanced by the Board of Administration for the meeting is 08.06.2018 (serving for the identification of the shareholders who will be affected by the effects of the OGMS Resolution). Setting the date of 07.06.2018 as OGMS ex-date.

The supplementation of the Agenda of the OGMS Convening Notice took place following the receipt, from Societatea de Investiții Financiare Banat - Crișana S.A., who is shareholder of the company CONPET S.A. (holder of a number of 562,740 shares, representing 6.5 % of the share capital), of a request regarding the introduction of six additional items on the Agenda, namely:

1. Revocation of the members of the Board of Administration.
2. Election of a new Board of Administration formed of 7 members, by the application of the cumulative voting method and settlement of the duration of mandate of the elected administrators to 4 months, 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;
3. Approval of the form and content of the contract of mandate of the administrators elected by the cumulative voting method and approval of the appointment of the representative of the Ministry of Energy in the Ordinary General Meeting of Shareholders to sign the contracts of mandate of the administrators elected by the cumulative voting method;



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4. Settlement of the monthly fixed gross allowance of the elected administrators.
5. Empowerment of the Chairman of the Board of Administration to update and sign Annex. No. 1 to the Articles of Incorporation of the company in what regards the constituency of the Board of Administration.
6. Empowerment 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, publish it 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."

The initial Agenda of the OGMS dated 17.05.2018 - in first call/18.05.2018 - in second call is supplemented accordingly, by the corresponding renumbering of the related items, consequently resulting the following

AGENDA

1. Election of a Secretary of the Ordinary General Meeting of Shareholders;
2. Approval of the Board of Administration and candidate profile;
3. Revocation of the members of the Board of Administration.
4. Election of a new Board of Administration formed of 7 members by the application of the cumulative voting method and settlement of the duration of mandate of the elected administrators to 4 months 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.
5. Approval of the form and content of the contract of mandate of the administrators elected by the cumulative voting method and approval of the appointment of the representative of the Ministry of Energy in the Ordinary General Meeting of Shareholders to sign the contracts of mandate of the administrators elected by the cumulative voting method.
6. Settlement of the monthly fixed gross allowance of the elected administrators.
7. Empowerment of the Chairman of the Board of Administration to update and sign Annex. No. 1 to the Articles of Incorporation of the company in what regards the constituency of the Board of Administration.
8. Empowerment 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, publish it 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.
9. Approval of the registration date 08.06.2018 advanced by the Board of Administration, with ex-date 07.06.2018.
10. Empowerment of the:
 - a) President of the meeting to sign the O.G.M.S. Resolution;



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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

b) Chairman of the Board of Administration to enforce the O.G.M.S. resolution according to the legal provisions;

c) 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 within the Company, the proxy to perform the above-mentioned diligence.

We hereby attach to this Current Report the OGMS Convening Notice for the date of 17.05.2018 (18.05.2018) comprising the **supplemented** Agenda.

Director General

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

S.s. Illegible, Stamp

Head of Corporate Governance

Econ. Bogdan PÎNZARIU

S.s. Illegible



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CONVENING NOTICE

**(Supplementation of the Agenda of the Ordinary General Meeting of Shareholders
(OGMS) convened for the date of 17.05.2018 – in first call/18.05.2018 – in second
call)**

BoA Decision no. 9/24.04.2018 (conference call)

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 that they have approved the supplementation of the **Agenda of the Ordinary General Meeting of Shareholders**, convened for the date of **17.05.2018 - in first call/18.05.2018 - in second call, 9 a.m.**, which will be held at the registered offices of the Company in Ploiești, no. 1-3, Anul 1848 Street, Prahova County and where have the right to take part and vote only the persons acting as shareholders, respectively are registered in the Company’s Shareholder Registry at the end of reference date **08.05.2018**, in compliance with the provisions of the Companies’ Act no. 31/1990, republished, subsequent amendments and additions, of Law no. 24/2017 regarding the issuers of financial instruments and market operations, of CNVM Regulation no. 6/2009 regarding the exercising of certain rights of the shareholders in the general meetings of the trade companies, further amendments and completions, as well as with the Articles of Incorporation of the Company, **at the request of the Investment Financial Company SIF Banat-Crisana S.A.**, acting as shareholder, to introduce six additional items on the Agenda, respectively:



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- “ 1. Revocation of the members of the Board of Administration.
- 2. Election of a new Board of Administration formed of 7 members, by the application of the cumulative voting method and settlement of the duration of mandate of the elected administrators to 4 months 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;
- 3. Approval of the form and content of the contract of mandate of the administrators elected by the cumulative voting method and approval of the appointment of the representative of the Ministry of Energy in the Ordinary General Meeting of Shareholders to sign the contracts of mandate of the administrators elected by the cumulative voting method.
- 4. Settlement of the monthly fixed gross allowance of the elected administrators.
- 5. Empowerment of the Chairman of the Board of Administration to update and sign Annex. No. 1 to the Articles of Incorporation of the company in what regards the constituency of the Board of Administration.
- 6. Empowerment 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, publish it 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.”

The initial Agenda of the OGMS dated 17.05.2018 - in first call/18.05.2018 - in second call is being supplemented accordingly, by the corresponding renumbering of the related items, consequently resulting the following

AGENDA

- 1. Election of a Secretary of the Ordinary General Meeting of Shareholders;
- 2. Approval of the Board of Administration and candidate profile;



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- 3. Revocation of the members of the Board of Administration.**
- 4. Election of a new Board of Administration formed of 7 members by the application of the cumulative voting method and settlement of the duration of mandate of the elected administrators to 4 months 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.**
- 5. Approval of the form and content of the contract of mandate of the administrators elected by the cumulative voting method and approval of the appointment of the representative of the Ministry of Energy in the Ordinary General Meeting of Shareholders to sign the contracts of mandate of the administrators elected by the cumulative voting method.**
- 6. Settlement of the monthly fixed gross allowance of the elected administrators.**
- 7. Empowerment of the Chairman of the Board of Administration to update and sign Annex No. 1 to the Articles of Incorporation of the company in what regards the constituency of the Board of Administration.**
- 8. Empowerment 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, publish it 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.**
- 9. Approval of the registration date 08.06.2018 advanced by the Board of Administration, with ex-date 07.06.2018.**
- 10. Empowerment of the:**
 - a) President of the meeting to sign the O.G.M.S. Resolution;**
 - b) Chairman of the Board of Administration to enforce the O.G.M.S. resolution according to the legal provisions;**
 - c) 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 within the Company, the proxy to perform the above-mentioned diligence.**



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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. 1458/16.04.2018 and in Romania Libera newspaper dated 17.04.2018. The OGMS Convening Notice was annexed to the Current Report no. 14/13.04.2018 which was submitted to the BSE and ASF (Financial Supervisory Authority) on 13.04.2018 and published on the website www.bvb.ro on 13.04.2018 and www.conpet.ro on 13.04.2018.

The supplementation of the Agenda of the Ordinary General Meeting of Shareholders convened for the date of 17.05.2018 - in first call/ 18.05.2018 - in second call, was made in compliance with the provisions of Art. 117¹ of Law no. 31/1990, of Art. 92 para. (3) of Law no. 24/2017 and of Art. 7 para. (1) of CNVM Regulation no. 6/2009, following the request of the shareholder Societatea de Investitii Financiare Banat-Crisana, to introduce 6 additional items on the Agenda of the General Meeting.

The list comprising information regarding the name, place of domicile and professional qualification of the persons proposed for the capacity of administrator of the company CONPET S.A. shall be made available to the shareholders starting **27.04.2018, 10 a.m.** at the Company Registry, as well as on the Company website.

The list shall be updated periodically, whenever new proposals are being received within the mentioned timeframe, no more than once a day.

Given that it was requested that the BoA members be elected by way of cumulative voting, the administrators in capacity until the date of the OGMS are de jure included in the list of the candidates for the election of a new Board of Administration.

The Company Shareholders have the right to advance candidate proposals to occupy the administrator positions, under the law and the Company's Articles of Incorporation.

The proposals will be submitted either (i) on hard copy, at the Registry of the company CONPET S.A. from the registered offices of the Company in Ploiești, no. 1-3, Anul 1848 Street, Prahova County, in closed envelope with the mention: "BOA and GMS Secretariat Bureau - For the Ordinary General Meeting of Shareholders dated



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17.05.2018" or (ii) by email, with incorporated extended electronic signature, as per Law no. 455/2001 regarding the electronic signature, at the email address actionariat@conpet.ro, so as to be received up to **08.05.2018, 10 a.m..**

In what regards the candidates, each proposal must be accompanied by at least the following documents:

- a) Curriculum Vitae of the candidate wherefrom to result the experience and professional background and copy of the Identity Card;
- b) In case of the independent candidates' proposals, the substantiating documents/the statutory declaration of the candidate, in authentic form, asserting that he observes all independence conditions and criteria under the law.

The Convening Notice comprising the supplemented Agenda, the request of the Societatea de Investitii Financiare Banat-Crisana S.A., the special empowerment form sample, the OGMS draft Resolution, the correspondence voting bulletin, related to the supplemented agenda will be available starting 03.05.2018, 10 a.m., on the website www.conpet.ro, Investor Relations/GMS Documents section - OGMS 17.05.2018", as well as to 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 8 a.m. - 4:30 p.m., e-mail: actionariat@conpet.ro.

CHAIRMAN OF THE BOARD OF ADMINISTRATION
MANUELA - PETRONELA STAN OLTEANU
S.s. Illegible, Stamp



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