

CONVENING NOTICE

THE BOARD OF ADMINISTRATION OF “CONPET” S.A.

Unitary-system administered 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, subsequent amendments and completions, of ASF Regulation no.5/2018 on issuers of financial instruments and market operations, of Law no. 24/2017 on issuers of financial instruments and market operations and other applicable documents, as well as with the Articles of Incorporation of the Company, summoned in the Board of Administration meeting dated 18.07.2018.

CONVENES

THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)

for the date of **22.08.2018, 09:00 AM**, which will take place at the Company’s headquarters in Ploiesti, 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 Company’s Shareholders’ Registry at the end of the reference date **13.08.2018**, with the following

AGENDA

1. Ascertainment of the termination of administrators mandates as per the provisions of the administration contracts, following the completion of the selection procedure provided in EGO no.109/2011 regarding corporate governance of the public enterprises, approved with amendments and completions by Law no.111/2016.

2. Election of a new Board of Administration made up of 7 members.
3. The settlement of the mandate duration of the elected administrators at 4 years.
4. Approval of the form and contents of the administrators' mandate contract.
5. The settlement of the fix monthly gross allowance for the elected administrators.
6. The approval of the designation of the representative of the Ministry of Energy in the Ordinary General Meeting of Shareholders for the execution of the mandate contracts of the elected administrators.
7. The Empowerment:
 - a) of the President of the Ordinary General Meeting of Shareholders to sign the OGMS Resolution;
 - b) of the Chairman of the Board of Administration for the update and execution of Annex no.1 to the Articles of Incorporation of the company in what regards the constituency of the Board of Administration.
 - c) of the Director General to perform the necessary diligence in order to register the OGMS Resolution and the updated Articles of Incorporation at 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, the proxy to perform the above-mentioned diligence.
8. The approval of the registration date 13.09.2018 advanced by the Board of Administration, with ex-date 12.09.2018.

In case that, in first call of the OGMS, respectively **22.08.2018, 9 A.M.**, have not been accomplished the quorum/validity conditions stipulated by law and the Articles of Incorporation for the carry out of the general meeting, the OGMS is being convened for the date of **23.08.2018, 9:00 A.M.**, at the Company's headquarters in Ploiești, No. 1-3, Anul 1848 Street, by the maintenance of the Agenda.

The list comprising information on the name, domicile locality and professional qualification of the persons proposed for the capacity of administrator of the Company CONPET S.A. will be available to the shareholders as of 23.07.2018, 9:00 A.M., at the Company's Registry, as well as on the Company's website.

The list will be periodically updated as proposals are being received, within the mentioned term, once a day at the most.

The Company's shareholders have the right to formulate proposals on candidates to occupy administrators positions, under the law and the Company's Articles of Incorporation.

The proposals will be submitted in (i) original/printed copy, at the Company's CONPET S.A. registry 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 dated 22.08.2018"** or (ii) by e-mail, by incorporated extended electronic signature, as per the Law no.455/2001 on electronic signature, at the address actionariat@conpet.ro, so that they be received until **10.08.2018, 09.00 A.M.**, this date representing the deadline for proposals on candidates for administrator positions.

As regards the candidates, each proposal should be accompanied by at least the following documents:

(a) Curriculum Vitae of the candidate, which will reflect his professional experience and background and the copy of the identity card;

(b) In case of the proposals for independent candidates, the substantiating documents/statutory declaration of the candidate, signed in authenticated form, to assert the fact that they observe all independence conditions and criteria set by the law.

The OGMS draft resolution and the meeting materials related to the OGMS Agenda shall be made available to the shareholders at the Company (BoA and GMS Secretariate Bureau), for review thereof, starting **23.07.2018**, during working days, between 08:00 – 16:30.

All materials for the general meeting will be published on the company's web page, in Romanian and English, at the address www.conpet.ro, „Investor Relations/GMS Documents” section - **OGMS dated 22.08.2018**.

One or more shareholders, representing, individually or collectively, at least 5% of the share capital, have the right to:

1) introduce 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 06.08.2018, inclusively.

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 06.08.2018, inclusively.

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 OGMS Convening Notice comprising the complemented/revised Agenda, prior to the reference date 13.08.2018.

In case the Agenda of the general meeting will be complemented/revised and the shareholders fail to submit the updated special empowerment forms and/or correspondence voting bulletins, the special empowerments and the correspondence voting bulletins submitted prior to the supplementation/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, with the mention **“BOA and GMS Secretariate Bureau - For the Ordinary General Meeting of Shareholders to be held on 22.08.2018”**.

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, up to **14.08.2018, 09:00 AM**, with the mention **“BOA and GMS Secretariat Bureau - For the Ordinary General Meeting of Shareholders to be held on 22.08.2018”**.

In order to identify the shareholder natural person, or, as the case may be, the legal representative of the shareholder legal person or entity bearing no legal personality, addressing questions, making proposals for the supplementation 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, section “Investor Relations - Trading Information - FAQ”, as well as in the section **“Investor Relations/ GMS Documents” - OGMS dated 22.08.2018**.

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 **13.08.2018**, 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, starting with **23.07.2018**, in Romanian and English language, at the Company’s headquarters and in electronic format on its webpage, at the address www.conpet.ro, section **“Investor Relations/GMS Documents” – OGMS dated 22.08.2018**.

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 included in 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 in 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 of 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, acting 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, as the case may be, stamped, 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 empowerment 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 **21.08.2018, 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 22.08.2018**” 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, under the sanction provided by art. 125 para. (3) of Law no. 31/1990 on companies, with subsequent amendments and completions.

If the shareholder is represented by a credit institution performing custody services, he 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 13.08.2018.

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 **23.07.2018**, at the Company headquarters and in electronic format on its webpage, at the address www.conpet.ro, section "**Investor Relations/GMS Documents**" – **OGMS dated 22.08.2018**.

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 true copy 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 dates different from the reference/registration date, 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 para. (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./the 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 email address actionariat@conpet.ro, until **21.08.2018, 09:00 A.M.**, with the mention **“BOA and GMS Secretariat Bureau – For the Ordinary General Meeting of Shareholders to be held on 22.08.2018”**.

The correspondence voting bulletins / special or general empowerments that are not received at the Company Registry within the indicated time frames, 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, extension 2655, 2579, facsimile 0244.516.451, between 08:00 A.M. - 04:30 P.M., e-mail: actionariat@conpet.ro.

**CHAIRMAN OF THE BOARD OF ADMINISTRATION
MANUELA - PETRONELA STAN OLTEANU**

S.s. Illegible, Stamp