

CONVENING NOTICE

The Board of Administration (BoA) of the company 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-up capital in amount of 28,569,842.40 Lei (hereinafter called “CONPET” S.A. or the “Company”), as per the provisions of Law no.31/1990 on the companies, republished subsequent amendments and completions, of ASF Regulation no.5/2018 with regards to the issuers of financial instruments and market operations, of Law no. 24/2017 on the financial instruments and market operations issuers and other applicable acts, as well as the Articles of Incorporation of the Company, met at the Board of Administration meeting dated 13.11.2018.

CONVENES

THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS)

for the date of **18.12.2018, 10:00 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 **07.12.2018**, with the following:

AGENDA

1. Election of a Secretary of the Extraordinary General Meeting of Shareholders.
2. Approval of the proposal of association of CONPET S.A. with other companies in view of settling the Romanian National Committee for the World Petroleum Council (CNR-CMP) and the acquiring by CONPET S.A. of the quality of associate member in this non-governmental organization.
3. Approval of the amendment of the Articles of Incorporation of “CONPET” S.A., as per the proposals in the Annex to the EGMS Convening Notice. (The Articles of Incorporation Draft Amendment)
4. Approval of the registration date 15.01.2019 advanced by the Board of Administration, with ex-date 14.01.2019.



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5. The Empowerment:

- a) The President of the Extraordinary General Meeting of Shareholders to sign the EGMS Resolution;
- b) The Chairman of the Board of Administration or the President of EGMS meeting (if applicable) for the execution of the updated form of the Articles of Incorporation;
- c) of the Director General to perform the necessary diligence in order to register this OGMS Resolution and submission/registration of 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.

In case that, in first call of the EGMS, respectively **18.12.2018, 10 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 EGMS is being convened for the date of **19.12.2018, 10:00 AM**, at the Company's headquarters in Ploiești, str. No. 1-3, Anul 1848 Street, by the maintenance of the Agenda.

At EGMS (in first call/in second call) have the right to participate and vote only shareholders who are registered as CONPET S.A. shareholders on **07.12.2018 (the reference date)**, in the Company's Shareholders Registry held and issued by Depozitarul Central S.A..

The EGMS draft project and the meeting materials related to the EGMS agenda will be available for the shareholders at the Company (BoA and GMS Secretariat) in view of consultation thereof, starting **16.11.2018**, during the working days, between 08.00 - 16.30.

All materials for the general meeting will be published also on the Company's web page, in Romanian and English, at the address www.conpet.ro "**Investor Relations/GMS Documents section – GMS Documents**" – EGMS dated **18.12.2018.**

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

- 1) introduce items on EGMS agenda, provided that each item be accompanied by an argumentation or a draft decision proposed for adoption by the general meeting; the requests are to be received by the company "CONPET" S.A. in no more than 15 days as of the convening notice publishing date, respectively **03.12.2018** inclusive of.