



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



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 28,569,842.49 RON (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 28.05.2019.

CONVENES

THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS)

for the date of **04.07.2019, 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 the ones registered in the Company's Shareholders' Registry at the end of the reference date **25.06.2019**, with the following:

AGENDA:

1. Election of a Secretary of the Extraordinary General Meeting of Shareholders.
2. Approval of the augmentation of the share capital by the maximum value of 101,763,954.60 RON representing contributions in kind (lands) amounting to 59,751,935.10 RON and cash amounting to 42,012,019.50 RON from the current value of 28,569,842.40 RON to a maximum of 130,333,797 RON by issuing a maximum of 30,837,562 new shares, nominative, dematerialized, at a price of 3.3 RON/share, equal to the nominal value, without share premium, of which:
 - (i) 18,106,647 new shares in amount of 59,751,935.10 RON representing the contribution in kind of the Romanian State by representative the Ministry of Energy with lands covering 554,537.61



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sq.m in total subject to 48 land ownership certificates for which CONPET has obtained, during 2001-2005 land ownership certificates.

(ii) 12,730,916 new shares in amount of 42,012,019.50 RON that will be offered, within the exercise of the preemption right, for subscription in exchange of the contribution in kind of the Romanian State by representative the Ministry of Energy to the other CONPET shareholders, namely to the persons entitled as shareholder at the registration date, in view of maintaining the shareholding held within CONPET at the registration date.

CONPET shareholders will be able to exercise the preemption rights within maximum one-month time as of the date mentioned in the prospectus, date subsequent to the registration date and the publishing date of the resolution of the Extraordinary General Meeting of Shareholders in the Official Gazette of Romania, Part IV, namely they will be entitled to subscribe a number of shares proportional to the number of shares held at the registration date.

The new shares will not be offered for subscription at the nominal value, namely 3.3 RON/share without share premium.

The subscription rate will be of 3.561936 determined by the ratio between the maximum number of new shares issued for the exercising of the preemption right (30,837,562 shares) and the total number of shares held by the shareholders in the existing share capital (8,567,528 shares).

Therefore, each shareholder recorded at the registration date may subscribe to each held share 3.561936 newly issued shares.

The due number of new shares that can be subscribed based on the preemption rights held is being calculated by multiplication of the subscription Rate (3.561936) by the number of held shares and the result, in case it's not an integer, will be rounded down to the closest integer.

At the expiry of the term of exercising of the preemption rights all the unsubscribed shares will be annulled.

3. The approval of the transfer to the company's reserves of the amount of 1.9 RON representing the difference of contribution in kind of the Romanian State by representative the Ministry of Energy for which cannot be issued a whole share.

4. The Empowerment of the Board of Administration of the Company, as per the dispositions of Art.114 Para (1) of Law no.31/1990 republished and amended and the dispositions of Art. 85 of Law no. 24/2017 for the performance of any and all the necessary diligence for the fulfillment of



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the resolution of the Extraordinary General Meeting of Shareholders, here included but not limited to, the initiation (selection of the intermediary for the preparation of the offer prospectus and offer announcement with regards to the augmentation of the share capital and the coordination of the process for submission of all documents related to the approval of the offer Prospectus by the financial Supervisory Authority), the carry out (here included the establishing and approval of the subscription procedure, payment methods, payment date, the place where the operations are being performed, the ascertainment and validation of the performed subscriptions, cancellation of the unsubscribed shares, the settlement of the exact value by which the share capital is being augmented), the closing (approval of the augmentation of the share capital following subscription and payment of the price/issuance of new shares), registration and performance of the augmentation of the share capital, the due amendment of the articles of incorporation of the Company, the wording and execution of all documents and the performance of all due diligence for the application and registration of the share capital to the competent authorities.

5. Approval of the registration date 23.07.2019 advanced by the Board of Administration, with ex-date 22.07.2019 and payment date 24.07.2019 (ASF Regulation 5/2018).

6. The Empowerment:

a) of the President of the Extraordinary General Meeting of Shareholders to sign the EGMS Resolution;

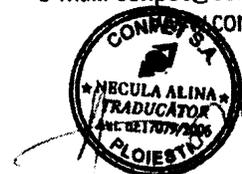
b) of the Director General to perform the necessary diligence in order to register the present EGMS Resolution, publish it in the Official Gazette of Romania, Part IV, as well as to be granted the right to delegate, to another person, the proxy to perform the above-mentioned diligence.

In case that, in first call of the EGMS, respectively **04.07.2019, 10.00 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 **05.07.2019, 10:00 AM**, at the Company's headquarters in Ploiești, No. 1-3, Anul 1848 Street, with the same 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 **25.06.2019 (the reference date)**, in the Company's Shareholders Registry held and issued by Depozitarul Central S.A..



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The EGMS draft resolution and the meeting materials related to the Agenda of the EGMS shall be made available to the shareholders at the Company (BoA and GMS Secretariat Bureau), for review thereof, starting **04.06.2019**, during working days, between 8:00–14:30.

All materials for the general meeting will be also available on the Company's web page, in Romanian and English, at the address www.conpet.ro, section **“Investor Relations/GMS Documents section – GMS Documents” – EGMS dated 04.07.2019.**

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

- 1) introduce new items on the Agenda of the EGMS, provided that every item be attached by a substantiation or a draft decision proposed to be adopted by the general meeting, the requests following to be received by “CONPET” S.A., in no more than 15 days as of the convening notice publishing date, namely the date 14.06.2019, 10:00 AM.
- 2) submit draft resolutions for the items included or proposed to be included on the Agenda of the general meeting, the requests following to be received by “CONPET” S.A. in no more than 15 days as of the convening notice publishing date, namely the date 14.06.2019, 10.00 AM.

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 EGMS Convening Notice considering the complemented/revised Agenda, prior to the reference date of 25.06.2019.

In case the Agenda of the General meeting is being complemented/revised and the shareholders fail to submit the updated special empowerment forms and/or the correspondence voting bulletins, the special empowerments and the correspondence voting bulletins submitted prior to the complementation/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 EGMS Agenda and substantiation or draft resolutions for the items included or proposed to be included on the Agenda of the EGMS must be formulated in writing by the Board of Administration, in compliance with the aforementioned deadlines and shall be submitted by any form of courier service with receipt of confirmation, directly to “CONPET” S.A., headquartered in Ploiesti, No. 1-3, Anul 1848 Street Prahova County, in closed envelope or by email with incorporated, extended electronic signature



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as per law no. 455/2001 regarding the electronic signature, at the address actionariat@conpet.ro, with the mention **“BOA and GMS Secretariat Bureau - for the Extraordinary General Meeting of Shareholders dated 04.07.2019”**.

The shareholders of the company, regardless of its participation in the share capital have the right to ask questions in writing in Romanian or English, on the items on the agenda of the EGMS, questions following to be sent to the Company's headquarters 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., headquartered 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 **27.06.2019, 10.00 AM**, with the mention **“BOA and GMS Secretariat Bureau - for the Extraordinary General Meeting of Shareholders dated 04.07.2019”**.

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 complementation of the Agenda or advancing draft resolutions, they will also have to attach to the named request and copies of the documents asserting their identity.

The answers to the addressed questions will be published on the Company's website at www.conpet.ro, section “Investor Relations - Trading Information - FAQ”, as well as in the section **“Investor Relations/ GMS Documents” - EGMS dated 04.07.2019**.

At EGMS (in first call/in second call) may take part and vote only the shareholders registered in the consolidated Registry of Company Shareholders held by Depozitarul Central S.A. at the reference date **25.06.2019**, in person or by representatives, based on a special or general empowerment, as per the legal provisions.

The special and general empowerment will be available, as of **04.06.2019**, in Romanian and English language, at the company headquarters and in electronic format on its webpage, at the address www.conpet.ro, section **“Investor Relations/GMS Documents” - EGMS dated 04.07.2019**.

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



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mention of the voting option for every item from the Agenda of the Extraordinary General Meeting of Shareholders.

In case of discussing within the EGMS, in compliance with the legal provisions, of certain items not included on 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, 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 stamped, as the case may be, given by the legal representative of the intermediary or by the attorney who received the power of attorney for representation by general empowerment, where from to result that the power of attorney 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. headquartered in Ploiesti, No. 1-3, Anul 1848 Street Prahova County, within at least 24 hours prior to the meeting, namely until **03.07.2019, 10:00 AM**, in closed envelope, with the mention: **"BOA and GMS Secretariat Bureau"** - **For the Extraordinary General Meeting of Shareholders dated 04.07.2019**, or can be submitted by incorporated electronic extended signature, as per the provisions of Law no. 455/2001 regarding the electronic signature, up to the same above-mentioned date and time, to the e-mail address: actionariat@conpet.ro, under the penalty provided by Art. 125 paragraph (3) of Law no.31/1990 regarding companies, subsequent amendments and additions.



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If the shareholder is represented by a credit institution performing custody services, it 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 EGMS exclusively according to and within the limit of instructions received from its clients with the capacity of shareholders at the reference date 25.06.2019.

The Company's shareholders may also vote by correspondence, before the EGMS, using the correspondence voting bulletin available in Romanian and English, starting **04.06.2019** at the Company headquarters and in electronic format on its web page, at the address www.conpet.ro section "**Investor Relations/GMS Documents**" - **EGMS dated 04.07.2019**.

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 according to the original 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, in case of shareholders – legal persons or entities without legal personality, legal representative 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 different reference/registration data, based on the following documents submitted to the Company by the shareholder, issued by Depozitarul Central S.A. or by the participants defined according to capital market legislation custody services:

- a) the bank statement which certifies the capacity of shareholder and number of held shares;
- b) the documents certifying the registration of information concerning the legal representative at Depozitarul Central S.A./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



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of receipt, directly to “CONPET” S.A. headquartered 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 **03.07.2019, 10.00 AM**, with the mention “**BOA and GMS Secretariat Bureau - for the Extraordinary General Meeting of Shareholders dated 04.07.2019**”.

The correspondence voting bulletins/special or general empowerments that are not received at the Company’s headquarters within the indicated terms will not be taken into account for determining the quorum and majority in the Extraordinary General Meeting of Shareholders.

Additional information can be obtained from “CONPET” S.A. headquarters in Ploiesti, No. 1-3, Anul 1848 Street, BOA and GMS Secretariat Bureau, tel. 0244.401.360, ext. 2655, 2579, facsimile 0244.516.451, between 08:00 A.M.-14:30 PM, e-mail: actionariat@conpet.ro.

CHAIRMAN OF THE BOARD OF ADMINISTRATION

CRISTIAN - FLORIN GHEORGHE

S.s. Illegible

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