

## 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, Anul 1848 street, with a subscribed and paid-up share capital in amount of 28,569,842.40 RON (hereinafter called

## CONVENES

### **THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)**

for the date of **27.09.2019, 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 **17.09.2019**, with the following:

#### AGENDA:

1. Election of a Secretary of the Ordinary General Meeting of Shareholders (OGMS).
2. Approval of the Revenue and Expenditure Budget (R.E.B.) rectified for the year 2019.
3. Presentation of the Administrators’ Report regarding the activity for Half I, 2019 (period January - June 2019), prepared as per the provisions of Art.223 of ASF Regulation no.5/2018 and Art. 55 of EGO no.109/2011, accompanied by the Financial Statements at the date and for the period of six months ended June 30, 2019, as per OMPF no.2844/2016 and the International Accounting Standard 34 “Interim Financial Reporting”, as well as the Revision Report of the interim financial statement drafted by the financial auditor BDO Audit SRL.
4. For and behalf of BDO Audit SRL Bucharest as financial auditor of the company CONPET S.A. and the settlement of the duration of the financial audit services contract for a period of 3 years starting the date of appointment thereof by the OGMS, namely for the years 2019, 2020 and 2021.

5. The election of a member in the Board of Administration of the Company CONPET S.A., the mandate duration being at the date of OGMS decision and up to the date of completion of mandate of this Board of Administration (21.08.2022, inclusive of).
6. The approval of the mandate contract that will be concluded with the new member in the Board of Administration.
7. 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 contract of the administrators.
8. The presentation of the Information Note no. 31335/05.08.2019 to the Ordinary General Meeting of Shareholder with regards to the prescription of the shareholder's rights to the dividends related to the financial year 2015, unclaimed up to 31.07.2019.
9. Approval of the registration date 17.10.2019 advanced by the Board of Administration, with ex-date 16.10.2019.
10. The Empowerment:
  - a) of the President of the Ordinary General Meeting of Shareholders to sign the OGMS Resolution;
  - b) of the Director General to perform the necessary diligence in order to register the present OGMS 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 OGMS, respectively **27.09.2019, 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 OGMS is being convened for the date of **30.09.2019, 10:00 AM**, at the Company's headquarters in Ploiești, No. 1-3, Anul 1848 Street, with the same Agenda.

At the OGMS (in first call/in second call) have the right to participate and vote only shareholders who are registered as CONPET S.A. shareholders on **17.09.2019 (the reference date)**, in the Company's Shareholders Registry held and issued by Depozitarul Central S.A..

The list comprising information with regards to the name, place of domicile and the professional qualification of the persons proposed for the position of administrators of the company CONPET S.A. Will be made available to the shareholders starting **26.08.2019, 10:00 A.M.**, at the Company's Registry, as well as on the Company's website.



The list will be periodically updated according to the receipt of proposals within the mentioned term, once a day at the most.

The company's shareholders have the right to formulate proposals for the occupation of the administrator's position, under the law and the Company's Articles of Incorporation.

The proposals shall be submitted either (i) in physical format/by mail, at the Company's registry from the Company's headquarters in Ploiesti, 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 27.09.2019**, or (ii) can be submitted by incorporated electronic extended signature, as per the provisions of Law no. 455/2001 regarding the electronic signature, at the address, so that they should be received up to **11.09.2019, 10:00 A.M.**, being the deadline up to which can be made proposals related to the candidates for the administrator positions.

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

(a) Curriculum Vitae of the candidate wherefrom can be distinguished the professional experience and training and the ID copy.

(b) In case of proposals of independent candidates, the supporting documents/self declaration of the candidate, in original form, attesting the fact that he meets all the conditions and independence criteria set by the law.

The OGMS draft resolution and the meeting materials related to the Agenda of the OGMS shall be made available to the shareholders at the Company (BoA and GMS Secretariat Bureau), for review thereof, starting **26.08.2019**, during working days, between 8:00–14:30.

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](http://www.conpet.ro), section **“Investor Relations/GMS Documents section – GMS Documents” – OGMS dated 27.09.2019**.

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

1) introduce new items on the Agenda of the OGMS, 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 03.09.2019, 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 are to be received by “CONPET” S.A. in no more than 15 days as of the convening notice publishing date, namely the date 03.09.2019, 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 OGMS Convening Notice considering the supplemented/revised Agenda, prior to the reference date 17.09.2019.

In case the Agenda of the general meeting is being completed/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 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, in compliance with the afore-mentioned 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 as per law no. 455/2001 regarding the electronic signature, at the address [actionariat@conpet.ro](mailto:actionariat@conpet.ro), with the mention **“BOA and GMS Secretariat Bureau - for the Ordinary General Meeting of Shareholders dated 27.09.2019”**.

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 following to be submitted and registered 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](mailto:actionariat@conpet.ro), up to **13.09.2019, 10.00 AM**, with the mention **“BOA and GMS Secretariat Bureau - for the Ordinary General Meeting of Shareholders dated 27.09.2019”**.

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 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](http://www.conpet.ro), section **“Investor Relations - Trading Information - FAQ”**, as well as in the section **“Investor Relations/ GMS Documents”**. - **OGMS dated 27.09.2019**.

At the OGMS (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 **17.09.2019**, 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 **26.08.2019**, in Romanian and English language, at the company headquarters and in electronic format on its webpage, at the address [www.conpet.ro](http://www.conpet.ro), section **“Investor Relations/GMS Documents”** - **OGMS dated 27.09.2019**.

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 mention of the voting option for every item from 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 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 special empowerment in the original, 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 **26.09.2019, 10:00 AM**, in closed envelope, with the mention: **“BOA and GMS Secretariat Bureau“ - For the Ordinary General Meeting of Shareholders dated 27.09.2019**, 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](mailto:actionariat@conpet.ro), under the penalty provided by Art. 125 paragraph (3) of Law no.31/1990 regarding companies, subsequent amendments and additions.

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 OGMS exclusively according to and within the limit of instructions received from its clients with the capacity of shareholders at the reference date 17.09.2019.

The Company’s shareholders may also vote by correspondence, before the OGMS, using the correspondence voting bulletin available in Romanian and English, starting **26.08.2019** at the

Company headquarters and in electronic format on its webpage, at the address [www.conpet.ro](http://www.conpet.ro) section **“Investor Relations/GMS Documents” - OGMS dated 27.09.2019.**

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, providing 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 apostille 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. 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](mailto:actionariat@conpet.ro), up to **26.09.2019, 10.00 AM**, with the mention **“BOA and GMS Secretariat Bureau - for the Ordinary General Meeting of Shareholders dated 27.09.2019”**.

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 Ordinary 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](mailto:actionariat@conpet.ro).

**CHAIRMAN OF THE BOARD OF ADMINISTRATION**  
**CRISTIAN - FLORIN GHEORGHE**

