

No.31865/ 10.08.2018

**Current Report no. 28/ 2018
as per Law no. 24/ 2017 and ASF Regulation no.5/2018**

Date of the report:	10.08.2018
Name of the issuing entity:	CONPET S.A. Ploiești
Registered offices:	No. 1-3, Anul 1848 Street, Ploiesti
Telephone/facsimile/email:	0244/ 401360/ 516451/ 402385/ <u>actionariat@conpet.ro</u>
Sole Registration Number at ORC:	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:

The OGMS call for the date of 14.09.2018 (first call)/17.09.2018 (second call), 10:00 A.M.

Following the decision of the Board of Administration dated 10.08.2018, the company CONPET S.A. informs the shareholders and the investing public on the calling of the Ordinary General Meeting of Shareholders (OGMS) dated 14.09.2018 (in first call)/17.09.2018 (in second call).

OGMS is being convened for the date of **14.09.2018/17.09.2018, 10:00 A.M.**, at the company's registered offices, located in Ploiești, No.1-3, Anul 1848 Street. **The reference date of the OGMS is 05.09.2018. The registration date proposed** by the Board of Administration for the meeting is **04.10.2018**, the settlement of the date of **03.10.2018 as ex-date** related to OGMS.

The OGMS convening notice had the following Agenda:

- 1. Election of a Secretary of the Ordinary General Meeting of Shareholders.**
- 2. Presentation of the Administrators' Report regarding the activity for Semester I 2018 (period January- June 2018), prepared in compliance with the provisions of Art. 223 of ASF Regulation no.5/2018 and Art. 55 of the EGO no. 109/2011, accompanied by the interim financial statements at the date and for the six months period ended at 30.06.2018, prepared in compliance with the International Accounting Standard 34 - "Interim Financial Reporting".**
- 3. Approval of the 2018 rectified Revenues and Expenditure Budget (REB).**
- 4. Approval of the 2018 Investments Program and estimates for 2019-2020, rectified.**



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



5. Ascertainment of the fulfillment of the prescription of the shareholders' material right to share, in view of making the dividend payments related to 2014 financial year, unclaimed until 31.07.2018 and approval of the registration of the value thereof in the Company's revenues account.

6. Approval of the registration date 04.10.2018 advanced by the Board of Administration, with ex-date 03.10.2018.

7. The empowerment:

a) of the President of the general meeting for the execution of OGMS resolution;

b) of the Director General to perform the necessary diligence in order to register the OGMS Resolution at 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.

We hereby attach to this current report the OGMS Convening Notice for the date of 14.09.2018 (17.09.2018).

Director General

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

S.s. Illegible

Stamp



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CONVENING NOTICE

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

unitary system managed company, being set up and functioning in compliance with the Romanian applicable legislation, registered at the Trade Registry attached to Prahova Law Court under no.J29/6/1991, Tax Identification Number 1350020, headquartered in Ploiesti, No. 1-3, Anul 1848 Street, with a subscribed and paid-up capital amounting 28,569,842.40 RON (hereinafter called “CONPET S.A.” or “the Company”), as per the provisions of Law no.31/1990 regarding the companies, republished, further amendments and completions, of ASF Regulation no. 5/2018 regarding the issuers of financial instruments and market operations, of Law no.24/ 2017 regarding the issuers of financial instruments and market operations and other applicable acts, as well as the Articles of Incorporation of the Company, met during the Board of Administration meeting dated 10.08.2018,

CONVENES

THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)

for the date of **14.09.2018, 10:00 A.M.**, at the company’s headquarters, Ploiești City, No.1-3 Anul 1848 Street, Prahova County, to which have the right to participate and vote exclusively those persons acting as shareholders, namely those persons who are being registered in the Company’s Shareholders Register at the end of the reference date **05.09.2018**, with the following

AGENDA:

1. Election of a Secretary of the Ordinary General Meeting of Shareholders.
2. Presentation of the Administrators’ Report regarding the activity for Semester I 2018 (period January- June 2018), prepared in compliance with the provisions of Art. 223 of ASF Regulation no.5/2018 and Art. 55 of the EGO no. 109/2011, accompanied by the interim financial statements at the date and for the six months period ended at 30.06.2018, prepared in compliance with the International Accounting Standard 34 - “Interim Financial Reporting”.
3. Approval of the 2018 rectified Revenues and Expenditure Budget (REB).
4. Approval of the 2018 Investments Program and estimates for 2019-2020, rectified.
5. Ascertainment of the fulfillment of the prescription of the shareholders’ material right to share, in view of making the dividend payments related to 2014 financial year, unclaimed until 31.07.2018 and approval of the registration of the value thereof in the Company’s revenues account.
6. Approval of the registration date 04.10.2018 advanced by the Board of Administration, with ex-date 03.10.2018.
7. The empowerment:
 - a) of the President of the general meeting for the execution of OGMS resolution;
 - b) of the Director General to perform the necessary diligence in order to register the OGMS Resolution at 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.

In case, at the date of the first call of OGMS, namely **14.09.2018, 10:00 AM**, are not being achieved the quorum/validity conditions provided by the law and the Articles of Incorporation for the performance of the general meeting, the OGMS will be convened for the date of **17.09.2018, 10:00**

A.M., at the company's headquarters in Ploiesti City, No 1-3, Anul 1848 Street, with the same Agenda.

At the OGMS (first call/second call) have the right to participate and vote only the shareholders being registered as shareholders of "CONPET" S.A. at the date of **05.09.2018 (the reference date)**, in the Company's Shareholders Registry held and issued by Depozitarul Central S.A..

The OGMS draft resolution and the meeting materials related to the OGMS Agenda will be made available to the shareholders at the Company (BoA and GMS Secretariate Bureau), for consultation thereof, starting with **14.08.2018**, during the working days, between 8 AM and 4:30 PM.

All the materials for the general meeting will be available also on the company's web page, in Romanian and English, at the address www.conpet.ro, section "**Investor Relations/GMS Documents**"- **OGMS dated 14.09.2018**.

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

- 1) to introduce items on the OGMS agenda, provided that each item be accompanied by a substantiation or a draft resolution proposed for adoption by the general meeting, the requests being received thereafter by the company "CONPET" S.A. within no more than 15 days as of the publication of the convening notice, namely 29.08.2018, inclusive of.
- 2) forward draft resolutions for the items included or proposed to be included on the Agenda of the 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 29.08.2018, inclusive of.

In case the exercising of the right to introduce items on the Agenda of the general meeting determines the amendment of the agenda belonging to the already published convening notice, the Company shall pay all due diligence for republishing the OGMS convening notice, having the Agenda supplemented/revised before the reference date 05.09.2018.

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 supplemented/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 to the Board of Administration, by the observance of the aforementioned 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 Secretariat Bureau - For the Ordinary General Meeting of Shareholders to be held on 14.09.2018**".

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



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1848 Street, Prahova County, by any form of courier services with confirmation of receipt, right to “CONPET” S.A. registry in Ploiesti, No. 1-3, Anul 1848 Street, Prahova County, in close envelope or by e-mail with extended electronic signature incorporated as per the Law no.455/2001 regarding the electronic signature, at the address actionariat@conpet.ro, up to **05.09.2018, 10:00 A.M.**, with the mention **“BOA and GMS Secretariate Bureau - For the Ordinary General Meeting of Shareholders to be held on 14.09.2018”** .

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 14.09.2018.**

At the OGMS (in first call/in second call) meeting can take part and vote only the shareholders registered in the Company’s Shareholders’ Register consolidated by DEPOZITARUL CENTRAL S.A. at the reference date **05.09.2018**, in person or by representatives, based on a special or general empowerment, as per the legal provisions.

The special empowerment form and the general empowerment form will be available starting with **14.08.2018**, in Romanian and English, at the Company’s headquarters and in electronic form on the company’s website, at www.conpet.ro, section **“Investor Relations/GMS Documents”- OGMS dated 14.09.2018.**

The special empowerment may be granted to any person for representation in one single general meeting and contains specific voting guidelines of the shareholder, with the exact specification with regards to the voting option for each and every item included on the OGMS agenda.

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



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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, with minimum 24 hours prior to the meeting, namely until **13.09.2018, 10:00 A.M.**, in closed envelope, with the mention: **“BOA and GMS Secretariat Bureau – For the Ordinary General Meeting of Shareholders to be held on 14.09.2018”**, 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 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.

In case the shareholder is being represented by a credit institution performing custody services, the latter can vote in the shareholders general meeting based on the voting guidelines received by electronic communication means, without being necessary the preparation of a special or general empowerment by the shareholder. The custodian votes in the OGMS exclusively in compliance and within the limits of the instructions received by his clients, having the quality of shareholders at the reference date 05.09.2018.

The Company’s shareholders may also vote by correspondence, prior to OGMS, by using the correspondence voting form available in Romanian and English, starting the date of **14.08.2018**, at the Company’s headquarters and in electronic form on the webpage thereof, at www.conpet.ro, section **“Investors Relation/GMS Documents” – OGMS dated 14.09.2018**.

The correspondence voting bulletins must be filled in and signed by the shareholders - natural persons and accompanied by a copy of the identity card of the shareholder, signed true copy by the holder thereof/ filled in and signed by the legal representative of the shareholder legal person, accompanied by the official document asserting his capacity of legal representative.

The quality of shareholder, as well as, in case of shareholders legal persons or entities without legal personality, the quality of legal representative is being ascertained based on the shareholders list at the reference/registration date, submitted to the Company by Depozitarul Central S.A., or, by the participants defined at Art. 168 Para (1) letter b) of Law no. 297/ 2004, ulterior amendments and completions, who supply custody services:

- a) the statement of account wherefrom results the shareholder quality and the number of shares held;
- b) the documents certifying the registration of information concerning the legal representative at Depozitarul Central S.A./the respective participants.

The documents attesting the quality of legal representative, drafted in a foreign language, other than the English language, will be accompanied by a translation drafted by an authorized translator in the Romanian or English language. No legalization or apostille of the documents attesting the quality of legal representative of the shareholder is necessary.

The Correspondence Voting Bulletin forms, accompanied by the legal documents, will be submitted, in original, in Romanian or English, by any form of courier services with confirmation of receipt, right to “CONPET” S.A. registry, in Ploiesti, No.1-3, Anul 1848 Street, Prahova County, in close envelope, or by e-mail with extended electronic signature incorporated as per the Law no.455/2001 regarding the electronic signature, at the address actionariat@conpet.ro, up to



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The correspondence voting forms/the special or general empowerments that are not received at the Company’s register within the terms indicated will not be considered in the calculation for the determination of the quorum and majority in the OGMS.

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.

for **CHAIRMAN OF THE BOARD OF ADMINISTRATION**
CONSTANTIN VĂDUVA
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