

No.44050/ 13.11.2018

Current Report no. 36/ 2018
As per Law no. 24/ 2017 and ASF Regulation no. 5/2018

Date of the report:	13.11.2018
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>
Tax Identification Number:	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:

- I. OGMS Call for the date of 18.12.2018 (in first call)/ 19.12.2018 (in second call), 09:00 AM**
- II. EGMS Call for the date of 18.12.2018 (in first call)/ 19.12.2018 (in second call), 10:00 AM**
- III. Approval of a new organizational structure of the company CONPET S.A.**

I. - II. The call of the OGMS and EGMS for the date of 18.12.2018 (in first call)/ 19.12.2018 (in second call), 09 AM, respectively 10 AM

Following the Board of Administration decision dated 13.11.2018, the company CONPET S.A. informs the investing public on the call of the OGMS and EGMS for the date of 18.12.2018 (in first call)/ 19.12.2018 (in second call).

The **OGMS** is convened for the date of **18.12.2018 (in first call)/ 19.12.2018 (in second call), 09 AM**, at the registered offices of the company in Ploiesti, no.1-3, Anul 1848 Street. **The reference date of the OGMS is 07.12.2018. The registration date advanced** by the Board of Administration for the meeting is **15.01.2019**, settlement of the date of **14.01.2019 as ex-date** of the OGMS.

The OGMS Convening Notice includes the following Agenda:

1. Election of a Secretary of the Ordinary General Meeting of Shareholders.
2. Approval of the financial and non-financial performance indicators that will be annex to the contract of mandate of the administrators.
3. Approval of the amount of the variable component of the administrators' remuneration.
4. Approval of the conclusion of the addendum to the contracts of mandate of the administrators in capacity, having as scope:
 - a) The financial and non-financial performance indicators for the period of the contract of mandate.
 - b) The amount of the variable component of the administrators' remuneration, the means to calculate and award the remuneration.
5. Appointment of the representative of the Ministry of Energy to sign the addendum to the contracts of mandate concluded with the administrators in capacity of the Company "CONPET" S.A..
6. Approval of the general limits of the remuneration of the Director General and of the remuneration of the Economic Director.
7. Approval of the registration date 15.01.2019 advanced by the Board of Administration, with ex-date 14.01.2019.
8. 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 this OGMS Resolution, as well as to be granted the right to delegate the proxy to another person, in relation to the Trade Register Office attached to Prahova Law Court.

The EGMS is convened for the date of 18.12.2018 (in first call)/ 19.12.2018 (in second call), 10 AM, at the registered offices of the company in Ploiesti, no.1-3- Anul 1848 Street. **The reference date of the EGMS is 07.12.2018. The registration date** advanced by the Board of Administration for the meeting is **15.01.2019**, settlement of the date of 14.01.2019 **as ex-date** of the EGMS.

The EGMS Convening Notice includes 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.

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.

III. Approval of a new organizational structure of the company CONPET S.A.

The company CONPET S.A. informs the shareholders and investors that, pursuant to Decision no. 29/13.11.2018 of the Board of Administration, was approved a new organizational structure which will become effective starting with 01.12.2018, with applicability until 31.12.2018.

We hereby attach to this report the OGMS Convening Notice and the EGMS Convening Notice (here-included the annex comprising the Draft Amendment of the Articles of Incorporation of CONPET S.A.) for the date of 18.12.2018 (19.12.2018).

Director General
Eng. Timur – Vasile CHIȘ
S.s. Illegible, Stamp

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-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 Regulations 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 13.11.2018

CONVENES

OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)

for the date of **18.12.2018, 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 **07.12.2018**, with the following

AGENDA

1. Election of a Secretary of the Ordinary General Meeting of Shareholders.
2. Approval of the financial and non-financial performance indicators that will be annex to the contract of mandate of the administrators.
3. Approval of the amount of the variable component of the administrators’ remuneration.

4. Approval of the conclusion of the addendum to the contracts of mandate of the administrators in capacity, having as scope:
 - a) the financial and non-financial performance indicators for the period of the contract of mandate.
 - b) the amount of the variable component of the administrators' remuneration, the means to calculate and award the remuneration.
5. Appointment of the representative of the Ministry of Energy to sign the addendum to the contracts of mandate concluded with the administrators in capacity of the Company "CONPET" S.A..
6. Approval of the general limits of the remuneration of the Director General and of the remuneration of the Economic Director.
7. Approval of the registration date 15.01.2019 advanced by the Board of Administration, with ex-date 14.01.2019.
8. 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 this OGMS Resolution, as well as to be granted the right to delegate the proxy to another person, in relation to the Trade Register Office attached to Prahova Law Court.

In case that, in first call of the OGMS, respectively **18.12.2018**, , 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 **19.12.2018**, 9:00 AM, at the Company's headquarters in Ploiești, No. 1-3, Anul 1848 Street, by the maintenance of the 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 **07.12.2018** (**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 Agenda of the OGMS shall be made available to the shareholders at the Company (BoA and GMS Secretariat Bureau), for review thereof, starting **16.11.2018**, during working days, between 8:00–16:30.



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



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" – OGMS 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 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 are then to be received by CONPET S.A., in no more than 15 days as of the convening notice publishing date, namely the date of 03.12.2018, inclusive of.
- 2) submit draft resolutions for the items included or proposed to be included on the Agenda of general meeting; 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 03.12.2018, inclusive of.

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 complemented/revised Agenda, prior to the reference date 07.12.2018.

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 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, Anul 1848 Street, Ploiesti Prahova County, in closed envelope or by email with incorporated, extended electronic signature as per law no. 455/2001 regarding the



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electronic signature, at the address actionariat@conpet.ro, with the mention **“BOA and GMS Secretariate Bureau - for the Ordinary General Meeting of Shareholders dated 18.12.2018”**.

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 and registered to the Company’s headquarters in Ploiesti, Anul 1848 Street, Ploiesti Prahova, by any form of courier service with receipt of confirmation, directly to CONPET S.A. Registry in Ploiesti, Anul 1848 Street, Ploiesti 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 **10.12.2018, 9 AM**, with the mention **“BOA and GMS Secretariate Bureau - for the Ordinary General Meeting of Shareholders dated 18.12.2018”**.

In order to identify the 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” - OGMS dated 18.12.2018**.

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 **07.12.2018**, in person or by representatives, based on the special or general empowerment, as per the legal provisions.

The special and general empowerment will be available, as of **16.11.2018**, 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” - OGMS dated 18.12.2018**.

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 from the Agenda of the Ordinary General Meeting of Shareholders.



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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 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, wherefrom 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. Registry, Anul 1848 Street, Ploiesti Prahova County, within at least 24 hours prior to the meeting, namely until **17.12.2018, , 9:00 AM**, in closed envelope, with the mention: **“BOA and GMS Secretariat Bureau “ - For the Ordinary General meeting of Shareholders dated 18.12.2018**, 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 at 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 07.12.2018.

The Company's shareholders may also vote by correspondence, before the OGMS, using the correspondence voting bulletin available in Romanian and English, starting **16.11.2018** at the Company headquarters and in electronic format on its webpage, at the address www.conpet.ro section "**Investor Relations/GMS Documents**" - **OGMS dated 18.12.2018**.

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 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 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 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 at art. 168 par. (1) letter b) from Law no. 297/2004, subsequent amendments and completions, 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 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



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receipt, directly to “CONPET” S.A. Registry, in Ploiești, Anul 1848 Street, Ploiesti 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 **17.12.2018, 9 AM**, with the mention **“BOA and GMS Secretariate Bureau - for the Ordinary General Meeting of Shareholders dated 18.12.2018”**.

The correspondence voting bulletins / special or general empowerments that are not received at the Company’s Registry 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 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

CRISTIAN - FLORIN GHEORGHE

S.s. Illegible



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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

2. 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.

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.

2) submit draft resolutions for the items included or proposed to be included on the Agenda of general meeting; 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 03.12.2018, inclusive of.

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 comprising the complemented/revise Agenda, prior to the reference date **07.12.2018**.

In case the Agenda of the General meeting is being complemented/revise and the shareholders fail to submit the updated special empowerment forms and/or the updated 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/revise 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, 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, Anul 1848 Street, Ploiesti 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 Extraordinary General Meeting of Shareholders dated 18.12.2018**”.

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 EGMS; these questions will be, then, submitted and registered to the Company’s headquarters in Ploiesti, Number 1-3, Anul 1848 Street, Ploiesti Prahova, by any form of courier service with receipt of confirmation, directly to CONPET S.A. Registry in Ploiesti, Anul 1848 Street, Ploiesti 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 **10.12.2018, 10**



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AM, with the mention “BOA and GMS Secretariate Bureau - for the Extraordinary General Meeting of Shareholders dated 18.12.2018”.

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 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 18.12.2018**.

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 **07.12.2018**, in person or by representatives, based on the special or general empowerment, as per the legal provisions.

The special and general empowerment will be available, as of **16.11.2018**, 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 18.12.2018**.

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 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.



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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, wherefrom 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. Registry, Anul 1848 Street, Ploiesti Prahova County, within at least 24 hours prior to the meeting, namely until **17.12.2018, 10:00 AM**, in closed envelope, with the mention: **“BOA and GMS Secretariat Bureau “ - For the Extraordinary General meeting of Shareholders dated 18.12.2018**, 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 at 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 EGMS exclusively according to and within the limit of instructions received from its clients with the capacity of shareholders at the reference date 07.12.2018.

The Company’s shareholders may also vote by correspondence, before the OGMS, using the correspondence voting bulletin available in Romanian and English, starting 16.11.2018, at the Company headquarters and in electronic format on its webpage, at the address www.conpet.ro, section “Investor Relations/GMS Documents” - EGMS dated 18.12.2018.

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 according to the



e-mail: conpet@conpet.ro
www.conpet.ro



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



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 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 data different from the reference/registration date, based on the following documents submitted to the company by the shareholders issued by Depozitarul Central S.A. or the participants defined at Art. 168 Para 1, letter b, of Law no.297/2004 subsequent amendments and completions supplying 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 postulation 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, Ploiesti 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 **17.12.2018, 10 AM**, with the mention **“BOA and GMS Secretariate Bureau - for the Extraordinary General Meeting of Shareholders dated 18.12.2018”**.

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



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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 int. no. 0244.401/360 regarding 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

CRISTIAN - FLORIN GHEORGHE

S.s. Illegible



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ANNEX TO THE EGMS CONVENING NOTICE DATED 18.12.2018/19.12.2018

DRAFT

Amendment of CONPET S.A. Articles of Incorporation

Art.7 Secondary lines of business, of the Articles of Incorporation is being completed with the following activities:

- NACE code 5520 – Accommodation facilities for vacancies and short-term periods;
- NACE code 5590 – Other accommodation services;
- NACE code 4322 – Sanitary installations, heating and air conditions works ;

and will bear the following contents :

0150 Activities in mixed farming (crop and animal production),
0910 Support activities for crude oil and natural gas extraction,
1011 Processing and preserving of meat,
1012 Processing and Preserving of poultry meat,
1013 Production of meat, including poultry meat products,
1020 Processing and preserving of fish, crustaceans and mollusks',
1031 Processing and preserving of potatoes,
1032 Manufacture of fruit and vegetable juice,
1039 Processing and preserving of fruits and vegetables,
2529 Manufacture of tanks, cisterns and containers of metal
2593 Manufacture of wire products, chains and springs
3313 Repair of electronic and optical equipment
3314 Repair of electrical equipment
3319 Repair of other equipment
3320 Installation of industrial machinery and equipment
3513 Distribution of electricity
3530 Steam and air conditioning supply
3600 Water collection, treatment and supply
3700 Sewerage
3811 Collection of non-hazardous waste
3821 Treatment and disposal of non-hazardous waste
3900 Remediation activities and other waste management services
4321 Electrical installation works
4322 Sanitary installation, heating and air conditioning works
4329 Other construction installation

4511 Sale of cars and light motor vehicles (< 3.5 tons)
4519 Sale of other motor vehicles
4520 Maintenance and repair of motor vehicles
4671 Wholesale of solid, liquid and gaseous fuels and related products
4676 Wholesale of other intermediate products
4677 Wholesale of waste and scrap
4690 Non-specialized wholesale trade
4711 Retail sale in non-specialized stores with predominant sale of food, beverages or tobacco,
4719 Retail sale in non-specialized stores with predominant sale of non-alimentary products,
4721 Retail sale of fresh fruits and vegetables in specialized stores,
4722 Retail sale of meat and meat products in specialized stores,
4723 Retail sale of fish, crustaceans and mollusks in specialized stores,
4724 Retail sale of bread, cakes, flour and sugar confectionery in specialized stores
4730 Retail sale of automotive fuel in specialized stores
4920 Freight rail transport
4939 Other passenger land transport
4941 Freight transport by road
5210 Warehousing and storage
5221 Service activities incidental to land transportation
5224 Cargo handling
5229 Other transportation support activities
5510 Hotels and similar accommodation
5520 Accommodation facilities for vacations and short-term periods
5590 Other accommodation services
5610 Restaurants
5629 Other food service activities
5829 Other software publishing
6110 Wired telecommunications activities
6120 Wireless telecommunications activities
6203 Computer facilities management activities
6209 Other information technology and computer service activities
6311 Data processing, hosting and related activities
6810 Buying and selling of own real estate
6820 Renting and operating of own or leased real estate
7112 Engineering activities and related technical consultancy
7120 Technical testing and analysis
7219 Research & Development on natural sciences and engineering
7711 Renting and leasing of cars and light motor vehicles
7712 Renting and leasing of trucks
7721 Renting and leasing of recreational and sports goods
7732 Renting and leasing of construction and civil engineering machinery and equipment
7733 Renting and leasing of office machinery and equipment (including computers)

7739 Renting and leasing of other machinery, equipment and tangible goods n.e.c.
8299 Other business support service activities n.e.c.
8559 Other education n.e.c.
8610 Hospital assistance activities
8690 Other human health activities
9311 Operation of sports facilities
9329 Other leisure and fun activities.

- Art. 3 Para 2 of the Articles of Incorporation, in the present form:

(2) The company can set-up and dismantle other subunits as well (secondary headquarters, work sites, branches, agencies, representations or other types of subunits without legal personality), situated in the same locality and/or other localities, in the country and overseas, pursuant to the law and this articles of incorporation, with the approval of the Board of Administration. The secondary headquarters (work sites) of the company are being enclosed in Annex 2 of the articles of incorporation.

will be amended and shall bear the following contents:

(2) The company can set-up and dismantle other subunits as well (secondary headquarters, work sites, branches, agencies, representations or other types of subunits without legal personality), situated in the same locality and/or other localities, in the country and overseas, pursuant to the law and this articles of incorporation, by the approval of the Board of Administration.

- Art. 19 Para. 2 of the Articles of Incorporation, bearing the present form:

(2) Name, surname, place and place of birth, domicile and citizenship of the administrators are being included in annex 1 to this Articles of Incorporation.

will be amended and shall bear the following contents:

(2) The identification data of the administrators are being registered at the Trade Register Office as per the legal provisions.

- Art. 23 Para 2 of the Articles of Incorporation, bearing the present form:

(2) The financial auditors are being elected by the general meeting of shareholders and performs their activity based on a contract concluded with the company. The identification data of the auditors are being presented in annex 1 to the Articles of Incorporation.

will be amended and shall bear the following contents:

(2) The financial auditors are being elected by the general meeting of shareholders and carries out the activity based on a contract concluded with the company. The identification data of the financial auditors are being registered at the Trade Register Office as per the legal provisions.

- Art. 35 Para 2 of the Articles of Incorporation, bearing the present form:

(2) This Articles of Incorporation was updated on 28.08.2018 in what regards Annex no.1, following the amendments approved by OGMS Decision no.5/22.08.2018 and Decision of the Board of Administration no. 13/25.05.2018 and no.20/28.08.2018, based on the Articles of Incorporation updated at 17.05.2018 and was drafted and sign in 3 (three) original copies.
will be amended and shall bear the following contents:

(2) This Articles of Incorporation was updated onfollowing the amendments approved by EGMS Decision no, based on the Articles of Incorporation updated at 28.08.2018 and was drafted and signed in 3 (three) original copies.

ANNEX NO. 1 related to the Board of Administration,the Director General and Financial Auditor is being removed;
ANNEX NO.2 to the Articles of Incorporation comprising the secondary headquarters (work sites) is being removed.

CHAIRMAN OF THE BOARD OF ADMINISTRATION

CRISTIAN - FLORIN GHEORGHE

S.s. Illegible

Stamp