

No. 31110/06.08.2018

Current Report no. 27/ 2018
As per Law no. 24/ 2017 and A.S.F. Regulation no. 5/2018

Date of the report:	06.08.2018
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>
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:

Supplementation of the Ordinary General Meeting of Shareholders (OGMS) of CONPET S.A. convened for the date of 22.08.2018 – in first call/ 23.08.2018 – in second call, 9:00 A.M., at the registered offices of the Company, located in Ploiești, no. 1-3, Anul 1848 Street. The reference date of the meeting is 13.08.2018. The registration date advanced by the Board of Administration of the meeting is 13.09.2018 (serving for the identification of the shareholders affected by the OGMS resolution). Settlement of the date of 12.09.2018 as ex-date related to the OGMS.

The supplementation of the Agenda of the OGMS Convening Notice took place after having received from the Ministry of Energy, majority shareholder of the company CONPET S.A. (holder of a number of 5,083,372 shares, representing 58.7162% of the share capital), of one request regarding the introduction of two new items on the Agenda, respectively:

“1. Election of a Secretary of the Ordinary General Meeting of Shareholders;

2. Election, based on the cumulative vote method, of the constitutive members of the Board of Administration of CONPET S.A..”

The initial Agenda of the OGMS dated. 22.08.2018 - in first call/23.08.2018 - in second call, is being supplemented accordingly, by the related renumbering of the items herein, resulting the following

AGENDA:

1. Election of a Secretary of the Ordinary General Meeting of Shareholders;
2. Election, based on the cumulative vote method, of the constitutive members of the Board of Administration of CONPET S.A..
3. Ascertainment of the termination of administrators mandates as per the provisions of the administration contracts, following the completion of the selection procedure provided in EGO no.109/2011 *regarding corporate governance of the public enterprises, approved with amendments and completions by Law no.111/2016.*
4. Election of a new Board of Administration made up of 7 members.
5. The settlement of the mandate duration of the elected administrators at 4 years.
6. Approval of the form and contents of the administrators' mandate contract.
7. The settlement of the fix monthly gross allowance for the elected administrators.
8. The 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 contracts of the elected administrators.
9. The Empowerment:
 - a) of the President of the Ordinary General Meeting of Shareholders to sign the OGMS Resolution;
 - b) of the Chairman of the Board of Administration for the update and execution of Annex no.1 to the Articles of Incorporation of the company in what regards the constituency of the Board of Administration.
 - c) of the Director General to perform the necessary diligence in order to register the OGMS Resolution and the updated Articles of Incorporation at the Trade Register Office attached to



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



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.

10. The approval of the registration date 13.09.2018 advanced by the Board of Administration, with ex-date 12.09.2018.

We hereby attach to this Current Report the **OGMS Convening Notice for the date of 22.08.2018 (23.08.2018)** comprising the **supplemented Agenda**.

Director General
Dan-Silviu BACIU, E.M.B.A.
S.s. Illegible, Stamp



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

CONVENING NOTICE

(Supplementation of the Agenda of the Ordinary General Meeting of Shareholders (OGMS))

convened for the date of **22.08.2018 – in first call/23.08.2018 – in second call**

BoA Decision no. 17/06.08.2018

THE BOARD OF ADMINISTRATION OF “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”), publiclu announces that it approved **the supplementation of the Agenda of the Ordinary General Meeting of Shareholders**, convened for the date of **22.08.2018 - in first call/23.08.2018 – in second call, 9:00 A.M**, which will take place at the registered offices of the company 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 **13.08.2018**, in compliance with the provisions of Law no.31/1990 on the companies, republished, subsequent amendments and completions and of the applicable regulations regarding the capital market and the issuers of financial instruments, as well as with the Articles of Incorporation of the Company, **at the request of the Ministry of Energy**, acting as majority shareholder, to introduce two new items on the Agenda of the General meeting (items 1 and 2) in the supplemented Convening Notice), respectively:

1. Election of a Secretary of the Ordinary General Meeting of Shareholders;

2. Election, based on the cumulative vote method, of the constitutive members of the Board of Administration of CONPET S.A.

The initial Agenda of the OGMS dated 22.08.2018 - in first call/23.08.2018 - in second call, is being supplemented accordingly, by the related renumbering of the items herein, resulting the following

AGENDA:

1. Election of a Secretary of the Ordinary General Meeting of Shareholders;
2. Election, based on the cumulative vote method, of the constitutive members of the Board of Administration of CONPET S.A..
3. Ascertainment of the termination of administrators mandates as per the provisions of the administration contracts, following the completion of the selection procedure provided in EGO no.109/2011 *regarding corporate governance of the public enterprises, approved with amendments and completions by Law no.111/2016.*
4. Election of a new Board of Administration made up of 7 members.
5. The settlement of the mandate duration of the elected administrators at 4 years.
6. Approval of the form and contents of the administrators' mandate contract.
7. The settlement of the fix monthly gross allowance for the elected administrators.
8. The 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 contracts of the elected administrators.
9. The Empowerment:
 - a) of the President of the Ordinary General Meeting of Shareholders to sign the OGMS Resolution;
 - b) of the Chairman of the Board of Administration for the update and execution of Annex no.1 to the Articles of Incorporation of the company in what regards the constituency of the Board of Administration.

c) of the Director General to perform the necessary diligence in order to register the OGMS Resolution and 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.

10. The approval of the registration date 13.09.2018 advanced by the Board of Administration, with ex-date 12.09.2018.

The initial call of the Ordinary General Meeting of Shareholders was achieved by the by the observance of the legal conditions, the Convening Notice being published in the Official Gazette of Romania part IV, no. 2761/20.07.2018 and in Romania Libera newspaper dated 20.07.2018. The Convening Notice was annexed to the Current Report no. 25/18.07.2018 which was submitted to the BVB and ASF on 18.07.2018 and published on the website www.bvb.ro and www.conpet.ro on 18.07.2018.

The supplementation of the Agenda of the Ordinary General Meeting of Shareholders convened for the date of 22.08.2018 - in first call/23.08.2018 – in second call, was made in compliance with the provisions of Art. 164 and 165, as well as Art. 189 of ASF Regulation no. 5/2018 regarding the issuers of financial instruments and market operations, the Article 32 para.(1) and para.(2) of the EGO no. 109/2011, approved with amendments by Law no. 111/2016; of Art. 92 para. (3) and para. (5) of Law no. 24/2017 regarding the issuers of financial instruments and market operations and of the Art. 117¹ of Law no. 31/1990, republished, subsequent amendments and completions, following the request of the majority shareholder Ministry of Energy, to introduce 2 additional items on the Agenda of the General Meeting.

The list comprising information on the name, domicile locality and professional qualification of the persons proposed for the capacity of administrator of the Company CONPET S.A. will be available to the shareholders as of **23.07.2018, 9:00 A.M. (Romania's time)**, at the Company's Registry, as well as on the Company's website.

The list will be periodically updated as proposals are being received, once a day at the most.

Given that it was requested the election of the BoA members by the cumulative voting method, the administrators in capacity until the OGMS date are de jure included on the list of candidates for the election of a new Board of Administration.

The Company's shareholders have the right to formulate proposals on candidates to occupy administrators positions, under the law and the Company's Articles of Incorporation.

The proposals will be submitted in (i) original/printed copy, at the Company's CONPET S.A. registry at the Company's registered offices, in Ploiesti, No.1-3 Anul 1848 Street, Prahova County, in closed envelope, with the mention "**BOA and GMS Secretariate Bureau - for the Ordinary General Meeting of Shareholders dated 22.08.2018**" or (ii) by e-mail, by incorporated extended electronic signature, as per the Law no.455/2001 on electronic signature, at the address actionariat@conpet.ro, so that they be received until **10.08.2018, 09.00 A.M.**, this date representing the deadline for proposals on candidates for administrator positions.

As per the initial OGMS Convening Notice, in what regards the candidates, each proposal should be accompanied by at least the following documents:

- (a) Curriculum Vitae of the candidate, which will reflect his professional experience and background and the copy of the identity card;
- (b) In case of the proposals for independent candidates, the substantiating documents/statutory declaration of the candidate, signed in authenticated form, to assert the fact that they observe all independence conditions and criteria set by the law.

The Convening Notice including the supplemented Agenda, the request of the Ministry of Energy, the special empowerment form, the OGMS draft resolution, the correspondence voting bulletin form, the secret voting bulletin, updated in compliance with the supplemented Agenda, are made available starting with 07.08.2018, 08:30 Am, on the



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www.conpet.ro website, section “Investor Relations/GMS Documents - OGMS 22.08.2018”, as well as at the headquarters of the company CONPET S.A..

The correspondence voting bulletins / special or general empowerments that are not received at the Company Registry within the indicated time frames, will not be taken into account for determining the quorum and majority in the Ordinary General Meeting of Shareholders. The shareholders may receive, upon request, copies of the documents regarding the items included in the OGMS Agenda.

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
MANUELA STAN OLTEANU
S.s. Illegible, Stamp



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