

ADDENDUM No.3

To the MANDATE CONTRACT No. _____ / _____

Considering the provisions of:

- GEO No. 109/2011 on the corporate governance of public enterprises, with subsequent amendments and additions (“GEO No. 109/2011”)
- GD No. 639/2023 for the approval of the methodological norms for the application of GEO No. 109/2011 on the corporate governance of public enterprises (“GD No. 639/2023”)
- Resolution of the Ordinary General Meeting of Shareholders of CONPET SA No.

..... /..... which resulted in the approval of:

- (i) *the financial and non-financial key performance indicators of the non-executive administrators, resulting from the Administration Plan of CONPET SA, in accordance with Minute No. 1/02.04.2025 of the negotiation meeting regarding the financial and non-financial performance indicators resulting from the 2023-2027 Administration Plan and with Order No. 651/2024 of the AMEPIP President, which will constitute an annex to the mandate contracts of the members of the Board of Directors of CONPET SA.*
- (ii) *the form and content of the Addendum to the mandate contract to be concluded with the members of the Board of Directors*

Therefore,

The contracting parties:

A. The Company CONPET SA, with registered offices in Ploiești, 1-3 Anul 1848 Street, Prahova county, registered at the Trade Register Office attached to the Prahova Tribunal under No. ____/____ / _____, TIN RO code _____, IBAN _____



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_____ opened _____ at
_____ represented by _____, the
representative of the Ministry of Energy in the General Meeting of Shareholders, as
principal ('the Company')
and

B. Mr./ Ms. _____, _____ citizen,
domiciled in _____, identified with
_____. Issued on the date of
_____ by _____, PIN (ro.
CNP) _____, **in the capacity of administrator or proxy**
('Administrator/Proxy')

Agree to supplement the Mandate Contract No. _____ / _____, as
follows:

Art. I – Art.1.1 of Addendum No. to the Mandate Contract No. ____ dated
_____, is amended and shall read as follows:

1.1. The financial and non-financial key performance indicators, hereinafter
referred to as “KPIs” for the members of the Board of Directors of **CONPET SA**,
approved by the Resolution of the Ordinary General Meeting of
Shareholders No. _____ dated _____, in accordance with Minute No.
1/02.04.2025 of the negotiation meeting regarding the financial and non-financial
performance indicators resulting from the 2023-2027 Administration Plan and with
Order No. 651/2024 of the AMEPIP President, **as provided in Annex No. 1 to**
this Addendum.

Art. II All other provisions of Addendum No. 1 to the Mandate Contract No.
_____, as well as those of Mandate Contract No. _____ / _____
remain valid and unchanged.

Therefore, today,, we have concluded this Addendum in three original copies in Romanian, of which 2 (two) copies are for the principal and one copy for the proxy.

PRINCIPAL,
The Company CONPET SA

By: _____

Empowered by OGMS Resolution No. _____

dated _____

PROXY,



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Key performance indicators for non-executive administrators

0	Section	Indicator	Calculation formula	Proposed targets			Proposed weights	
				2025	2026	2027		
A.Financial performance indicators							50%	
1	Investment policy	Capital expenditure rate	Operating Expenditure/ Total Assets	6.50%	6.50%	6.50%	10%	
2	Financing	Current liquidity rate	Current assets Current liabilities	≥1	≥1	≥1	5%	
3	Operations	Asset turnover rate	Net Turnover/ Average value of all assets=(Total assets t1+total assets t0)/2	0.54	0.54	0.54	5%	
4	Cost-effectiveness	Return on equity (ROE)	Net profit/ Equity value	5.50%	8.44%	7.50%	7%	
5			Net profit margin	Net profit/ Net Turnover	7.00%	9.53%	7.80%	5%
6		Net turnover growth rate		Net turnover for the current period(T ₁) - Net turnover for the previous period(T ₀)/ Net turnover for the previous period(T ₀)	3.50%	4.00%	0.50%	8%
7			Annual profit growth rate	(Net profit for the current period(T ₁) - Net profit for the previous period(T ₀)) / Net profit for the previous period(T ₀)	-10.40%	25.00%	-7.56%	5%
8		Dividend policy		Dividend payout ratio	Paid Dividends t/ Net profit t	65.00%	65.00%	65.00%
B. Non-financial performance indicators							50%	
B1. Operational performance indicators							10%	
9		Environmental indicators	Emissions within the scope 2	Indirect emissions generated from the acquisition of energy t	-1.9%	-1.9%	-1.9%	10%
B2. Performance indicators and responsibilities specific to governance activities							25%	
10	Corporate Governance indicators	Proportion of independent members on the board of directors	Total number of non-executive and independent members on the board of directors t	>50%	>50%	>50%	5%	
			Total number members on the board of administration t					
11		Total value of the remuneration package	Value of the fixed components of the remuneration package + value of the variable components of the remuneration package t	as per the law	as per the law	as per the law	5%	
12		Number of board of directors meetings	Number of the board of directors meetings	12	12	12	10%	
13		Attendance rate at board of directors meetings	Nt Σ i=1 Number of participants at the meetings of the management committee Total number of members of the management board t * Nt, where Nt = Number of management committee meetings t	100%	100%	100%	5%	
B3) Service-oriented indicators							15%	
14	Customer-related indicators	Customer satisfaction score	Total number of ratings of 4 and 5 received t (5 is the maximum score) / Total number of ratings t	≥90%	≥90%	≥90%	15%	