

No.3423/ 28.01.2021

CURRENT REPORT NO. 3/2021
as per Law no. 24/ 2017 and ASF Regulation no. 5/2018

Date of the report	28.01.2021
Issuer's Name:	CONPET S.A. Ploiești
Registered Offices:	No. 1-3, Anul 1848 Street,
Ploiești	
Telephone/facsimile/email:	0244/ 401360/ 516451/ 402385/ actionariat@conpet.ro
Tax Identification Number at the Trade Register Office	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: As per Art 234, Para.1, Letter c) of ASF Regulation no. 5/2018.

EGMS convening for the date 10.03.2021 (in first call)/ 11.03.2021 (in second call), 10.00 A.M.

Following the decision of the meeting of the Board of Directors dated 28.01.2021, the company CONPET SA informs the investing public on the convening of the EGMS for the date of 10.03.2021 (in first call)/11.03.2021 (in second call).

The EGMS is convened for the date 10.03.2021 (in first call)/11.03.2021 (in second call), 10.00 AM, at the company's headquarters in Ploiești, No. 1-3, Anul 1848 Street. **The reference date** of the EGMS is **01.03.2021**. **The registration date proposed** by the Board of Directors for the meeting is **09.04.2021** with ex-date **08.04.2021** related to the EGMS and **payment date 12.04.2021** (ASF Regulation 5/2018)

The EGMS convening notice includes the following Agenda:

1. Election of a Secretary of the Extraordinary General Meeting of Shareholders (EGMS).
2. Approval of the augmentation of the share capital by the maximum value of 108,798,558 RON representing contributions in kind (lands) amounting to 63,882,386.70 RON and cash amounting to max 44,916,171.30 RON from the current value of 28,569,842.40 RON to a maximum of 137,368,400.40 RON by issuing a maximum of 32,969,260 new shares, nominative, dematerialized, at a price of 3.3 RON/share, equal to the nominal value, without share premium, of which:

(i) 19,358,299 new shares in amount of 63,882,386.70 RON representing the contribution in kind of the Romanian State with lands covering 554,537.61 sq.m in total, subject to 48 land ownership certificates for which CONPET has obtained, during 2001- 2005 land ownership certificates. The land representing the contribution in kind, i.e. the amount of the contribution, is presented in the attached assessment report;

(ii) 13,610,961 new shares in amount of 44,916,171.30 RON that will be offered, within the exercise of the preemption right, for subscription in exchange of the contribution in kind of the Romanian State to the other CONPET shareholders, namely to the persons entitled as shareholder at the registration date, in view of maintaining the shareholding held in the share capital of CONPET at the registration date.

CONPET shareholders will be able to exercise the preemption rights within maximum one-month time as of the date mentioned in the prospectus, date subsequent to the registration date and the publishing date of the resolution of the Extraordinary General Meeting of Shareholders in the Official Gazette of Romania, Part IV, namely they will be entitled to subscribe a number of shares proportional to the number of shares held at the registration date.

The new shares will be offered for subscription at the nominal values, namely 3.3 RON/share without share premium.

The subscription rate will be of 3.808161 determined by the ration between the maximum number of new shares issued for the exercising of the preemption right (32,969,260 shares) and the total number of shares held by the shareholders in the existing share capital (8,567,528 shares).

Therefore, each shareholder recorded at the registration date may subscribe to each held share 3.808161 newly issued shares.

The due number of new shares that can be subscribed based on the preemption rights held is being calculated by multiplication of the subscription Rate (3.808161) by the number of held shares and the result, in case it's not an integer, will be rounded down to the closest integer.

At the expiry of the term of exercising of the preemption rights all the unsubscribed shares will be annulled.

- 3.** Approval of the transfer to the company's reserves of the amount of 2.3 RON representing the difference of contribution in kind of the Romanian State for which cannot be issued a whole share.
- 4.** The Empowerment of the Board of Directors of the Company for the performance of any and all the necessary diligence for the fulfillment of the resolution of the Extraordinary General Meeting of Shareholders, here included but not limited to, the initiation (selection of the intermediary for

the preparation of the offer prospectus and offer announcement with regards to the augmentation of the share capital and the coordination of the process for submission of all documents related to the approval of the offer Prospectus by the financial Supervisory Authority), the carry out (here included the establishing and approval of the subscription procedure, payment methods, payment date, the place where the operations are being performed, the ascertainment and validation of the performed subscriptions, cancellation of the unsubscribed shares, the settlement of the exact value by which the share capital is being augmented), the closing (approval of the augmentation of the share capital following subscription and payment of the price/issuance of new shares), registration and performance of the augmentation of the share capital, the due amendment of the articles of incorporation of the Company, the wording and execution of all documents and the performance of all due diligence for the application and registration of the share capital to the competent authorities.

5. Approval of the registration date 09.04.2021 advanced by the Board of Directors, with ex-date 08.04.2021 and payment date 12.04.2021 (according to ASF Regulation no. 5/2018).

6. The empowerment of the President of the Extraordinary General Meeting of Shareholders to sign the EGMS Resolution and to perform the necessary diligence in order to register the present EGMS 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.

We hereby attach to the current report the EGMS Convening notice, convened for 10.03.2021 (11.03.2021).

Director General
Legal expert Anamaria Dumitracă
S.s Illegible

CONVENING NOTICE

The Board of Directors (BoD) of the company “CONPET” S.A.

unitary-system administered company incorporated and functioning according to the applicable Romanian legislation, headquartered in Ploiești, No. 1-3, Anul 1848 street, registered at the Trade Registry Office attached to Prahova Law Court under no. J29/6/1991, tax registration number RO 1350020, with a subscribed and paid-up capital in amount of 28,569,842.40 RON (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 EGO no. 109/2011 on the corporate governance of public institutions, amended and completed by Law no. 111/2016, of Law no. 24/2017, with regards to the issuers of financial instruments and market operations, of ASF Regulation no.5/2018 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 Directors meeting dated 28.01.2021.

CONVENES

THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS)

for the date of **10.03.2021, 10.00 AM**, which will take place at the Company's headquarters in Ploiești, no. 1-3, Anul 1848 Street, Prahova County, with the following:

AGENDA:

1. Election of a Secretary of the Extraordinary General Meeting of Shareholders (EGMS).
2. Approval of the augmentation of the share capital by the maximum value of 108,798,558 RON representing contributions in kind (lands) amounting to 63,882,386.70 RON and cash amounting to max 44,916,171.30 RON from the current value of 28,569,842.40 RON to a maximum of 137,368,400.40 RON by issuing a maximum of 32,969,260 new shares, nominative, dematerialized, at a price of 3.3 RON/share, equal to the nominal value, without share premium, of which:
 - (i) 19,358,299 new shares in amount of 63,882,386.70 RON representing the contribution in kind of the Romanian State with lands covering 554,537.61 sq.m in total, subject to 48 land ownership certificates for which CONPET has obtained, during 2001- 2005 land ownership certificates. The land representing the contribution in kind, i.e. the amount of the contribution, is presented in the attached assessment report;
 - (ii) 13,610,961 new shares in amount of 44,916,171.30 RON that will be offered, within the exercise of the preemption right, for subscription in exchange of the contribution in kind of the

Romanian State to the other CONPET shareholders, namely to the persons entitled as shareholder at the registration date, in view of maintaining the shareholding held in the share capital of the company CONPET at the registration date.

CONPET shareholders will be able to exercise the preemption rights within maximum one-month time as of the date mentioned in the prospectus, date subsequent to the registration date and the publishing date of the resolution of the Extraordinary General Meeting of Shareholders in the Official Gazette of Romania, Part IV, namely they will be entitled to subscribe a number of shares proportional to the number of shares held at the registration date.

The new shares will be offered for subscription at the nominal values, namely 3.3 RON/share without share premium.

The subscription rate will be of 3.808161 determined by the ration between the maximum number of new shares issued for the exercising of the preemption right (32,969,260 shares) and the total number of shares held by the shareholders in the existing share capital (8,567,528 shares).

Therefore, each shareholder recorded at the registration date may subscribe to each held share 3.808161 newly issued shares.

The due number of new shares that can be subscribed based on the preemption rights held is being calculated by multiplication of the subscription Rate (3.808161) by the number of held shares and the result, in case it's not an integer, will be rounded down to the closest integer.

At the expiry of the term of exercising of the preemption rights all the unsubscribed shares will be annulled.

3. Approval of the transfer to the company's reserves of the amount of 2.3 RON representing the difference of contribution in kind of the Romanian State for which cannot be issued a whole share.

4. The Empowerment of the Board of Directors of the Company for the performance of any and all the necessary diligence for the fulfillment of the resolution of the Extraordinary General Meeting of Shareholders, here included but not limited to, the initiation (selection of the intermediary for the preparation of the offer prospectus and offer announcement with regards to the augmentation of the share capital and the coordination of the process for submission of all documents related to the approval of the offer Prospectus by the financial Supervisory Authority), the carry out (here included the establishing and approval of the subscription procedure, payment methods, payment date, the place where the operations are being performed, the ascertainment and validation of the performed subscriptions, cancellation of the unsubscribed shares, the settlement of the exact value by which the share capital is being augmented), the closing (approval of the augmentation of the

share capital following subscription and payment of the price/issuance of new shares), registration and performance of the augmentation of the share capital, the due amendment of the articles of incorporation of the Company, the wording and execution of all documents and the performance of all due diligence for the application and registration of the share capital to the competent authorities.

5. Approval of the registration date 09.04.2021 advanced by the Board of Directors, with ex-date 08.04.2021 and payment day 12.04.2021 (according to ASF Regulation no. 5/2018).

6. The empowerment of the President of the Extraordinary General Meeting of Shareholders to sign the EGMS Resolution and to perform the necessary diligence in order to register the present EGMS 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, at the date of the first call of the EGMS, respectively **10.03.2021, 10.00 A.M.**, have not been met 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 **11.03.2021, 10:00 AM** (the second call), at the Company's headquarters in Ploiești, No. 1-3, Anul 1848 Street, with the same Agenda.

At EGMS (in first call and second call) have the right to participate and vote only shareholders who are registered as CONPET S.A. shareholders on **01.03.2021 (the reference date)** in the Company's Shareholders Registry held and issued by Depozitarul Central S.A.

The EGMS draft resolution and the meeting materials related to the Agenda of the EGMS are available both in Romanian and English, on the Company's web page at the address www.conpet.ro, section "**Investor Relations/GMS Documents**" – EGMS dated **10.03.2021**, starting 05.02.2021, 08.00 AM and at the Company headquarters (BoA and GMS Secretariat Bureau), as of 05.02.2021, during working days, between 8:00–14:30.

The shareholders may obtain, upon request, copies of documents relating to the items included on the agenda of the EGMS.

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 EGMS, 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 **16.02.2021, 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 **16.02.2021, 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 EGMS Convening Notice considering the complemented/revised Agenda, prior to the reference date of 01.03.2021.

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 additional items on the EGMS Agenda/submission for approval to the EGMS of draft resolutions for the items included or proposed to be included on the Agenda of the EGMS accompanied by the justification/draft decisions proposed for endorsement to the general meeting for the items included or proposed to be included on the EGMS agenda, must be formulated in writing to the Board of Directors, 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 Ploiești 1-3 Anul 1848 Street, Prahova, in closed envelope with the mention "**BOA and GMS Secretariat Bureau for the Extraordinary General Meeting of Shareholders dated 10.03.2021**" or by e-mail with extended, electronic signature incorporated under the Law no. 455/2001 regarding the electronic signature, at the address actionariat@conpet.ro.

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 Ploiești, 1-3 Anul 1848 Street, Prahova County, by any form of courier service with receipt of confirmation, directly to "CONPET" S.A., headquartered in Ploiești, 1-3 Anul 1848 Street, Prahova, in closed envelope with the mention "**BOA and GMS Secretariat Bureau for the Extraordinary General Meeting of Shareholders dated 10.03.2021**" or by e-mail with extended, electronic signature incorporated under the Law no. 455/2001 regarding the electronic signature, at the address actionariat@conpet.ro, up to **24.02.2021, 10.00 AM.**

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, section "Investor Relations - Trading Information - FAQ", as well as in the section "**Investor Relations/GMS Documents**" - EGMS dated 10.03.2021.

At the EGMS may take part and vote only the shareholders registered at the reference date **01.03.2021**, 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 05.02.2021, 08.00 AM, in Romanian and English language, in electronic format on its webpage, at the address, www.conpet.ro, section "**Investor Relations/GMS Documents**". - EGMS dated 10.03.2021 and at the company headquarters, BOA and GMS Secretariat Bureau, starting 05.02.2021, during working days, between 8:00–14:30.

The special empowerment shall contain the method of identification of the quality of shareholder and the number of shares held, as well as specific voting instructions, with the clear mention of the voting option "for" or "against" or "abstention" for every item from the Agenda of the Extraordinary General Meeting of Shareholders. The special empowerment form will be updated by the Company if new items on the EGMS Agenda are added.

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. The general empowerment may be granted by the shareholder, as a customer, only to an intermediary as defined in Art. 2 Para. (1) item 20 of Law no. 24/2017 regarding the issuers of financial instruments and market operations, or to an attorney.

The special empowerment in 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 Economy, Energy and Business Environment for the participation of the state representative in the General Meeting of Shareholders, in original, shall be submitted, in Romanian or English, at "CONPET" S.A. headquarters in Ploiești, 1-3 Anul 1848 Street, Prahova County, within at least 24 hours prior to the meeting, namely until **09.03.2021, 10:00 AM**, in closed envelope, with the mention: "**BOA and GMS Secretariat Bureau for the Extraordinary General Meeting of Shareholders dated 10.03.2021**" or by e-mail with extended, electronic signature incorporated under the Law no. 455/2001 regarding the electronic signature, until the same date and time, at the address actionariat@conpet.ro, subject to the penalty provided for in Article 125 (3) of Law no. 31/ 1990 on companies, with subsequent amendments and additions.

If the representative of the shareholder/shareholders is a credit institution performing custody services, it may participate and vote in the EGMS, provided that it submits to the company up to **09.03.2021, 10.00 AM**, in original, an affidavit, signed and as the case may be stamped by the legal representative of the credit institution, where it is clearly mentioned the name/title of the shareholder on behalf of whom the credit institution participates and votes within EGMS, as well as the fact that the credit institution provides custody services for the respective shareholder under the voting instructions received by electronic communication means without being necessary to draw up a 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 bearing the capacity of shareholders at the reference date **01.03.2021**.

The shareholders registered at the reference date may also vote by correspondence, before the EGMS, using the correspondence voting bulletin available in Romanian and English, starting 05.02.2021, 08.00 AM, in electronic format on its web page, at the address www.conpet.ro section "**Investor Relations/GMS Documents**" - **EGMS dated 10.03.2021**, as well as at the company headquarters (BOA and GMS Secretariat Bureau), starting 05.02.2021, during working days, between 8:00–14:30.

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, the capacity of 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.

If the data regarding the capacity of legal representative have not been updated at Depozitarul Central by the shareholder legal person until the reference date, the evidence of legal representative is being made based on a confirmation of company details issued by the Trade Register Office, in original or certified true copy, or any other document issued by a competent authority in the state where the shareholder is legally registered attesting the quality of legal representative, issued at least 3 months prior to the date of publishing the convening notice.

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 receipt, directly to “CONPET” S.A. headquartered in Ploiești, 1-3 Anul 1848 Street, Prahova, in closed envelope with the mention **“BOA and GMS Secretariat Bureau for the Extraordinary General Meeting of Shareholders dated 10.03.2021”** or by e-mail with extended, electronic signature incorporated under the Law no. 455/2001 regarding the electronic signature, at the address actionariat@conpet.ro, up to **09.03.2021, 10.00 AM.**

The correspondence voting bulletins/special or general empowerments that are not received at the Company's Headquarters within the indicated terms, respectively up to 09.03.2021, 10.00 AM will not be considered for determining the quorum and majority in the EGMS.

The rules established by this Convening Notice for the organization of the EGMS meeting dated 10.03.2021 (in first call)/11.03.2021 (in second call) will be supplemented by the legal requirements applicable to the public enterprises whose shares are being traded on the securities market.

Considering the recommendations of the Romanian public authorities regarding the prevention/limitation of the spread of COVID 19, to the extent that the restrictions imposed for the management of the situation generated by COVID-19 will be maintained, CONPET SA reiterates the recommendations addressed to shareholders, as follows:

- to access the materials related to the agenda for the EGMS in electronic format, available on the company's website at www.conpet.ro, section Investor Relations/GMS Documents/EGMS 10.03.2021, both in Romanian and in English, rather than in physical format at the company's headquarters;
- to vote by correspondence, before the general meeting, by using the correspondence voting bulletin;
- to use as a means of communication, the extended electronic e-mail signature rather than sending by post or by courier at the company headquarters when submitting (i) proposals to add new items on the agenda of the EGMS, (ii) draft resolutions, (iii) written questions before the EGMS, (iv) Power of Attorney for representation in the EGMS or (v) the bulletin for the correspondence vote.

At company level, the restrictions in force at the date of the general meetings of shareholders will be applied, regarding the limitation of the number of participants in events held indoors, only according to the express decisions taken by the authorities.

Additional information can be obtained at "CONPET" S.A. headquarters in Ploiești, 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.

CHAIRMAN OF THE BOARD OF DIRECTORS
CRISTIAN - FLORIN GHEORGHE