

## DRAFT RESOLUTION

### RESOLUTION NO. 1

#### OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS)

of “CONPET” S.A. Ploiesti

dated 10.03.2021

The Extraordinary General Meeting of Shareholders of the Company “CONPET “ S.A., company with registered offices in Ploiești, no. 1-3, Anul 1848 Street, registered at Trade Registry attached to Prahova Law Court under no. J29/6/1991, TIN RO1350020, with a subscribed and paid-up share capital amounting to 28,569,842.40 RON, convened pursuant to the provisions of Law no. 31/1990 regarding the companies, republished, subsequent amendments and additions, as well as the applicable legislation regarding the capital market and issuers of financial instruments and market operations, corroborated with the provisions of Article (16) of the Articles of Incorporation, adopts today, during the meeting dated 10.03.2021 (in first call), following the debates of the shareholders, the following:

#### RESOLUTION

**Art. 1.** Approves the election of Mr. ..../Mrs.. as Secretary of the Extraordinary General Meeting of Shareholders (EGMS.).

**Art. 2.** Approves 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 within 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.

**Art. 3.** Approves 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.

**Art. 4.** Empowers the Board of Directors of the Company to perform 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, 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), carrying 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), 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.

**Art. 5.** Approves 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).

**Art. 6.** Empowers 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.

*President of the General Meeting EGMS  
(Chairman of the BoD)*

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GMS Secretary

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Technical Secretariat

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