

No. 8669/ 11.03.2021

CURRENT REPORT NO. 10/2021
as per Law no. 24/ 2017 and ASF Regulation no. 5/2018

Date of the report	11.03.2021
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 of ASF Regulation no.5/2018: **Resolution of The Extraordinary Meeting of Shareholders (EGMS) of CONPET SA dated 11.03.2021 (second call).**

The Extraordinary General Meeting of Shareholders (EGMS) of CONPET SA convened for the date 11.03.2021 (in second call), 10.00 A.M., at the company's headquarters in Ploiești no. 1-3 Anul 1848 street, following its convening by the Board of Directors

The EGMS Convening Notice, approved by BoD Decision no.2/28.01.2021 was published in the Official Gazette of Romania no. 421/01.02.2021, Part IV and in „Jurnalul” newspaper, the edition of 01.02.2021, being submitted to the Bucharest Stock Exchange and the Financial Supervisory Authority as annex to the Current Report no. 3/28.01.2021 report published on www.bvb.ro and www.conpet.ro.

At the EGMS sessions could participate the shareholders registered in the Shareholders Registry consolidated at the reference date 01.03.2021. One shareholder, legal person, attended the meeting, namely the representative of the Ministry of Economy, Energy and Business Environment (namely the Ministry of Energy) - on behalf of the Romanian State, majority stakeholder, holding 5,083,372 shares with a nominal value of 3.30 RON, representing 58.7162 % of the total number of shares/voting rights, namely a share capital amounting to 16,775,127.6 RON.

For the EGMS meeting, 11 shareholders have submitted correspondence voting bulletins, holders of a number of 686,598 shares/voting rights, representing 7.9306% of the total number of shares/voting rights, respectively a share capital in amount of 2,265,773.4 RON.

Art. 17 Para. (2) and (3) of the Articles of Incorporation has the following provisions:

(2) For the validity of deliberations of the extraordinary general meeting of shareholders are required:

a) In first call, the presence of shareholders (including the correspondence voting bulletins) representing at least half (1/2) of the total number of voting rights;

b) In second call, the presence of shareholders representing at least one third (1/3) of the total number of voting rights;

c) The decisions are taken by the majority of the shareholders attending or represented both in first and in the second call;

d) The decision to change the core business of the company, reduce the share capital, increase by intake in cash of the share capital, change of legal form, merger, division or dissolution of the company shall be taken by a majority of at least two thirds (2/3) of the voting rights held by shareholders present or represented.

(3) Notwithstanding the provisions above, the following decisions of the extraordinary general meeting of shareholders shall be taken by vote of shareholders representing at least three quarters (3/4) of the share capital, at first call or any other later call, as follows:

a) Decisions on the issue of bonds;

b) Emptive rights of preferences of shareholders to subscribe new shares in the case of capital increase in cash;

c) Share capital augmentation by contribution in kind.

At the same time, Art. 87 Para. (2) of Law no. 24/2017 regarding the issuers of financial instruments and market operations states that “*the share capital augmentation by contribution in kind is approved by the Extraordinary General Meeting of Shareholders, attended by shareholders representing at least 85% of the subscribed share capital and voting shareholders representing at least 3/4 of the voting rights.*”

With regard to items 2, 3, 4 and 5 on the agenda of the EGMS, considering Art. 117 Para. (8) of Law no. 31/1990 on companies, republished, as amended and supplemented, which provides that “for the listed companies the relevant provisions of the capital market specific law are applied”, provisions of Art. 87 Para. (2) of Law no. 24/2017 regarding the issuers of financial instruments and market operations, and, given the attendance of shareholders at the meeting of the EGMS, which shows that are present (including the forms for voting by correspondence) a total of 12 shareholders, holders of a total of 5,769,970 shares/voting rights representing 66.6468 % of the share capital, **it appears that in this second meeting convening the EGMS, the quorum provided by law is not met, necessary for the capital augmentation by contribution in kind.**

Annexed to this current report is *Resolution no. 2 of the Extraordinary General Meeting of Shareholders (EGMS) of CONPET SA dated 11.03.2021.*

Director General
 Eng. Dorin TUDORA
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RESOLUTION NO. 2
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS)
of “CONPET” S.A. Ploiesti
dated 11.03.2021

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 11.03.2021 (in second call), the following:

RESOLUTION

Art. 1. Approves the election of Mr. Prepelită Alexandru as Secretary of the Extraordinary General Meeting of Shareholders (E.G.M.S.);

Art. 2. With regard to items 2, 3, 4 and 5 (date of payment) on the agenda of the EGMS, considering Art. 117 Para. (8) of Law no. 31/1990 on companies, republished, as amended and supplemented, which provides that “for the listed companies, the relevant provisions of the capital market specific law are applied”, as well as the provisions of Art. 87 Para. (2) of Law no. 24/2017 regarding the issuers of financial instruments and market operations, stating that “the share capital augmentation by contribution in kind is approved by the Extraordinary General Meeting of Shareholders, attended by shareholders representing at least 85% of the share capital, and with the vote of shareholders representing at least $\frac{3}{4}$ of the voting rights” and, given the attendance of shareholders at the meeting of the EGMS, which shows that are present (including the forms for voting by correspondence) a total of 12 shareholders, holders of a total of 5,769,970 shares/voting rights representing 66.6468 % of the share capital, it appears that in this second meeting convening the EGMS the quorum provided by law is not met necessary for the capital augmentation by contribution in kind.

Art. 3. Approves the registration date 09.04.2021 proposed by the Board of Directors, with ex-date 08.04.2021.

Art. 4. Empowers Mr. Albulescu Mihai - Adrian, Chairman 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.

Chairman of the General Meeting

Albulescu Mihai – Adrian

EGMS Secretary

Prepelită Alexandru

Technical Secretariat

Modoran Adina

Rusu Andreea

Note: Decision no. 2/11.03.2021 of the Extraordinary General Meeting of Shareholders of “CONPET” SA has been issued in 3 (three) original counterparts.