

## 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 23.03.2021.

## CONVENES

### **THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)**

for the date of **28.04.2021, 10.00 AM**, which will take place at the Company’s headquarters in Ploiesti, no. 1-3, Anul 1848 Street, Prahova County, with the following:

### **AGENDA:**

1. Election of a Secretary of the Ordinary General Meeting of Shareholders (OGMS).
2. Presentation of the Annual Report of Administrators for the financial year 2020.
3. Presentation of the Report of the Independent Financial Auditor BDO Audit S.R.L.
4. Approval of the financial statements on and for the financial year ended on 31.12.2020 based on the accounting regulations according to IFRS approved by OMFP no. 2844/ 2016.
5. Approval of distribution of the net profit related to the financial year 2020 and of the deferred result, establishment of the gross dividend per share (from the amounts allocated from the profit for 2020 and from the amounts allocated from the deferred result) setting the date of registration and and the date of dividends payment to the shareholders, as follows:
  - a) distribution of the net profit, reunited with the provision for employees' share of profit, at the date of December 31<sup>st</sup>, 2020, amounting to 67,503,152 RON, on the following lines:
    - other reserves representing tax incentives provided by Law no. 227/2015 regarding the Fiscal Code
    - reinvested earnings: 1,531,818 RON (2.52% of the net accounting profit for 2020).



- employees share of profit: 6,656,393 RON (9.86 % of the net accounting profit reassembled with the provision for staff participation to profit)
- dividends due to shareholders: 59,314,941 (97.48 % of the net accounting profit for 2020).
- b)** distribution of retained earnings representing surplus from revaluation reserves in the amount of 2,552,906 RON, of which:
  - covering the retained earnings representing actuarial loss from discount of benefits granted upon retirement: 2,160,408 RON
  - dividends due to shareholders: 392,498 RON
- c)** determination of the amount of the gross dividend proposed to be granted to shareholders in the amount of:
  - c1)** 6.85125604 RON/share of the amounts allocated from the profit of 2020 - item a)
  - c2)** 0.04533604 RON/share of the amounts allocated from the retained earnings - item b).
- d)** establishing the date of 08.06.2021 as the registration date serving for the identification of the shareholders who are to benefit from dividends or other rights and who fall under the rights of the OGMS Resolution, ex-date 07.06.2021.
- e)** setting the date of 24.06.2021 as the date of payment of dividends to shareholders.
- f)** the payment of dividends will be performed in RON exclusively to the shareholders registered in the Shareholders Registry (held by “Depozitarul Central” S.A.) at the registration date set by the General Meeting of Shareholders, and the dividends payment method will be acknowledged to the shareholders prior to the date of initiation of payment. The expenses occasioned by the payment of dividends are being borne by the shareholders.
- 6.** Approval of the discharge of administration of the company’s administrators for the financial ended 31.12.2020.
- 7.** Presentation of the Annual Report of the Nomination and Remuneration Committee (Ro. CNR) related to the remunerations and other benefits awarded to the administrators and the directors with contract of mandate during 2020 financial year.
- 8.** Approval of the Board of Director's report on the administration activity in 2020 prepared in accordance with Art. 55 of EGO 109/2011 *on corporate governance of public enterprises* and the provisions of the contract of mandate.
- 9.** Presentation of the Board of Director’s report of monitoring the framing of key performance indicators of the administrators for the year 2020 in the limits approved by the OGMS and:



a) Approval of the total degree of achievement (102.6%) of the financial and non-financial key performance indicators (KPIs) of the administrators for 2020.

b) Approval of granting the variable component due to administrators for the period of mandate carried out in 2020, according to the provisions of the contract of mandate.

**10.** Approval of the Investments Program for 2021.

**11.** Approval of the Revenues and Expenditure Budget of CONPET S.A. for the year 2021, together with the Substantiation annexes 2-5.

**12.** The empowerment of the President of the Ordinary General Meeting of Shareholders to sign the OGMS Resolution and to perform the necessary diligence in order to register the present OGMS 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 OGMS, respectively **28.04.2021, 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 OGMS is being convened for the date of **29.04.2021, 10:00 AM** (in second call), at the Company's headquarters in Ploiești, No. 1-3, Anul 1848 Street, with the same Agenda.

At the OGMS (in first call and second call) have the right to participate and vote only shareholders who are registered as CONPET S.A. shareholders on **19.04.2021 (the reference date)** in the Company's Shareholders Registry held and issued by Depozitarul Central S.A.

The annual financial statements, the annual report of the administrators and the proposal on the profit distribution shall be made available to shareholders from the date of convening the Ordinary General Meeting of Shareholders.

The OGMS draft resolution and the meeting materials related to the Agenda of the OGMS are available both in Romanian and English, on the Company's web page at the address [www.conpet.ro](http://www.conpet.ro), section "**Investor Relations/GMS Documents**" – **OGMS dated 28.04.2021**, starting 29.03.2021, 10.00 AM and at the Company headquarters (BoD and GMS Secretariat Bureau), as of 29.03.2021, during working days, between 10:00 AM–14:30 PM.

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

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 OGMS, 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 **12.04.2021, 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 **12.04.2021, 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 OGMS Convening Notice considering the supplemented/ revised Agenda, prior to the reference date 19.04.2021.

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 OGMS Agenda/ submission for approval to the OGMS of draft resolutions for the items included or proposed to be included on the Agenda of the OGMS accompanied by the justification/ draft decisions proposed for endorsement to the general meeting for the items included or proposed to be included on the OGMS 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 Ploiesti 1-3 Anul 1848 Street, Prahova, in closed envelope with the mention “**BoD and GMS Secretariat Bureau - for the Ordinary General Meeting of Shareholders dated 28.04.2021**” 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](mailto: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 OGMS, these questions following to be submitted and registered to the Company’s headquarters in Ploiesti, 1-3 Anul 1848 Street, Prahova County, by any form of courier service with receipt of confirmation, directly to “CONPET” S.A., headquartered in Ploiesti, 1-3 Anul 1848 Street, Prahova, in closed envelope with the mention “**BoD and GMS Secretariat Bureau - for the Ordinary General Meeting of Shareholders dated 28.04.2021**” 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](mailto:actionariat@conpet.ro), up to **23.04.2021, 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](http://www.conpet.ro), section "Investor Relations - Trading Information - FAQ", as well as in the section "**Investor Relations/GMS Documents**" - **OGMS dated 28.04.2021**.

At the OGMS may take part and vote only the shareholders registered at the reference date **19.04.2021**, 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 29.03.2021, 10.00 AM, in Romanian and English language, in electronic format on its webpage, at the address, [www.conpet.ro](http://www.conpet.ro), section "**Investor Relations/GMS Documents**". - **OGMS dated 28.04.2021** and at the company headquarters, BoD and GMS Secretariat Bureau, starting 29.03.2021, during working days, between 10:00 AM–14:30 PM.

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 Ordinary General Meeting of Shareholders. The special empowerment form will be updated by the Company if new items on the OGMS Agenda are added.

In case of discussing, within the Ordinary General Meeting of Shareholders, 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 Ploiesti, 1-3 Anul 1848 Street, Prahova County, within at least 24 hours prior to the meeting, namely until **27.04.2021, 10:00 AM**, in closed envelope, with the mention: **“BoD and GMS Secretariat Bureau - For the Ordinary General Meeting of Shareholders dated 28.04.2021”**, or can be submitted by electronic extended signature incorporated as per the provisions of Law no. 455/2001 regarding the electronic signature, up to the same above-mentioned date and time, to the e-mail address: [actionariat@conpet.ro](mailto:actionariat@conpet.ro), under the penalty provided by Art. 125 paragraph (3) of Law no.31/1990 regarding companies, 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 OGMS, provided that it submits to the company up to **27.04.2021, 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 OGMS, 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 GMS exclusively according to and within the limit of instructions received from its clients bearing the capacity of shareholders at the reference date 19.04.2021.

The shareholders registered at the reference date may also vote by correspondence, before the OGMS, using the correspondence voting bulletin, available starting 29.03.2021, 10.00 AM, in Romanian and English, in electronic format on its web page, at the address [www.conpet.ro](http://www.conpet.ro) section **“Investor Relations/GMS Documents” - OGMS dated 28.04.2021** and at the company headquarters, BoD and GMS Secretariat Bureau, starting 29.03.2021, during working days, between 10:00 AM–14:30 PM.

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 Ploiesti, 1-3 Anul 1848 Street, Prahova, in closed envelope with the mention **“BoD and GMS Secretariat Bureau - for the Ordinary General Meeting of Shareholders dated 28.04.2021”** 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](mailto:actionariat@conpet.ro), up to **27.04.2021, 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 27.04.2021, 10.00 AM will not be considered for determining the quorum and majority in the Ordinary General Meeting of Shareholders.

The rules established by this Convening Notice for the organization of the OGMS meeting dated 28.04.2021 (in first call)/29.04.2021 (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](http://www.conpet.ro), section Investor Relations/GMS Documents/OGMS 28.04.2021, 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 OGMS, (ii) draft resolutions, (iii) written questions before the OGMS, (iv) Power of Attorney for representation in the OGMS 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 Ploiesti, No. 1-3, Anul 1848 Street, BoD 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](mailto:actionariat@conpet.ro).

**CHAIRMAN OF THE BOARD OF DIRECTORS**  
**CRISTIAN - FLORIN GHEORGHE**

