

## **DRAFT RESOLUTION**

### **RESOLUTION NO. 1 OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS) of the Company “CONPET” S.A. Ploiesti dated 10.03.2021**

**The Ordinary General Meeting of Shareholders of the Company “CONPET” S.A., with registered offices in Ploiești, no. 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 28.04.2021 (in first call), following the debates of the shareholders, the following:**

#### **RESOLUTION**

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

**Art. 2.** Takes note of the Annual Report of Administrators for the financial year 2020.

**Art. 3.** Takes note of the Report of the Independent Financial Auditor BDO Audit S.R.L.

**Art. 4.** Approves 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.

**Art. 5.** Approves the 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 the date of payment of dividends 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 % from the net accounting profit for 2020)
  - employees share of profit: 6,656,393 RON (9.86 % from the net accounting profit reassembled with the provision for staff participation to profit)
  - dividends due to shareholders: 59,314,941 RON (97.48 % from the net accounting profit for 2020).
- b) distribution of retained earnings representing surplus from revaluation reserves in the amount of 2,552,906 RON, assigned for:
- 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 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.

**Art. 6.** Approves the discharge of administration of the company's administrators for the financial year ended 31.12.2020.

**Art. 7.** Takes note 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 mandate contract during 2020 financial year.

**Art. 8.** Takes note of the Board of Directors' 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.

**Art. 9.** Takes note of the Board of Director's report 2020 of monitoring the framing of key performance indicators of the administrators for the year 2020 in the limits approved by the OGMS and:

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

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

**Art. 10.** Approves the Investments Program for 2021.

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

**Art. 12.** Empowers 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.

*Chairman of the General Meeting OGMS*  
*(Chairman of the BoD)*

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GMS Secretary

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Technical Secretariat  
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