

No. 12673/ 12.04.2021

CURRENT REPORT NO. 15/2021
as per Law no. 24/ 2017 and ASF Regulation no. 5/2018

Date of the report	12.04.2021
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 of ASF Regulation no. 5/2018.

I. Supplementing the agenda of the General Meeting of Shareholders (OGMS) convened for 28.04.2021 – in first call/29.04.2021 – in second call, 10:00 A.M, at the company's registered offices, located in Ploiești, no. 1-3, Anul 1848 Street. The reference date of the meeting is 19.04.2021. The registration date advanced by the Board of Directors for the meeting is 08.06.2021 (that serves at the identification of the shareholders who are to benefit from dividends or other rights and who fall under the effects of the OGMS resolution). The settlement of the date of 24.06.2021 as payment date of the dividends to the shareholders. The settlement of the date of 07.06.2021 as ex-date related to OGMS.

The completion of the Agenda of the OGMS convening notice has taken place following the receipt, from the Ministry of Energy on behalf of the Romanian State, as a shareholder holding a number of shares representing 58.7162% of the share capital of CONPET S.A., of a request related to the introduction of a new item on the Agenda (position no.12 in the supplemented Agenda), namely:

“Approval of the Policy of the company CONPET S.A. for the remuneration of administrators and directors with a mandate contract.”

The initial OGMS Agenda dated 28.04.2021 - in first call /29.04.2021 - in second call, is supplemented accordingly, with appropriate renumbering of the associated items, thus resulting in 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 retained earnings, settlement of the gross dividend per share out of the amounts allocated from the profit for 2020 and out of the amounts allocated from the retained earnings) 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 31st, 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) setting 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 *regarding the 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. Approval of the Policy of the company CONPET S.A. for the remuneration of administrators and directors with a mandate contract.

13. 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.

II. Based of the request formulated by the Ministry of Energy by address registered with registration no.12634/12.04.2021, the Board of Directors has endorsed the amendments brought to the Revenues and Expenditure Budget for the year 2021 as per the provisions of Article 48 of Law 15/2021 of the State Budget for the year 2021, namely the revised form of the Revenues and Expenditure Budget, accompanied by Annexes 2-5 and the Substantiation Note no.12669/ 12.04.2021 drafted by the executive management. The amendments operated in the Budget have no impact on the company's profit provided in the initial form of the budget. We mention that the related documents will be published on the company's website, at the section "Investor Relations/GMS Documents/OGMS 28.04.2021".

We hereby attach to this current report the OGMS Convening notice for the date of 28.04.2021 (29.04.2021) containing the supplemented Agenda.

Director General
Eng. Dorin TUDORA

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CONVENING NOTICE

(supplementing the agenda of the General Meeting of Shareholders (OGMS) convened for
28.04.2021 – in first call/29.04.2021 – in second call)

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 Decision of the Board of Directors no. 7/12.04.2021, supplements the agenda of the General Ordinary Meeting of Shareholders, convened for **28.04.2021 – in first call/ 29.04.2021 - in second call, 10:00 AM**, which will carry out its work at the company's head office in Ploiești Municipality, no. 1-3 Anul 1848 Street, Prahova County, to which have the right to participate and vote only the persons acting as shareholders, respectively they are registered in the Company's Shareholders' Registry at the end of the reference date **19.04.2021**, in compliance with the provisions of Law no. 31/1990, 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 consolidated and of ASF Regulation no.5/2018 *regarding the issuers of financial instruments and market operations*, as well as the Articles of Incorporation of the Company, **at the request of the Ministry of Energy**, on behalf of the Romanian State, as a shareholder holding a number of shares representing 58.7162% of the share capital of CONPET S.A., with a new item introduced on the Agenda (item 12 on the completed agenda):

“Approval of the Policy of the company CONPET S.A. for the remuneration of administrators and directors with a mandate contract.”

The initial OGMS Agenda dated 28.04.2021 - in first call /29.04.2021 - in second call, is supplemented accordingly, with appropriate renumbering of the associated items, thus resulting in 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 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 31st, 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)
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- 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) setting 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 *regarding the 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. Approval of the Policy of the company CONPET S.A. for the remuneration of administrators and directors with a mandate contract.

13. 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.

Initial convening of the Ordinary General Meeting of Shareholders was made in compliance with the legal requirements, the Convening Notice being published in the Official Gazette of Romania, Part IV, no. 1238/25.03.2021 and in the newspaper "Jurnalul" dated 25.03.2021.

The OGMS Convening Notice was established Annex to the Current Report no. 11/23.03.2021, which was submitted to BSE and ASF on 23.03.2021 and published on the websites www.bvb.ro and www.conpet.ro on 23.03.2021.

The completion of the Agenda of the Ordinary General Meeting of Shareholders convened on 28.04.2021 - in first call /29.04.2021 - in second call was made in accordance with the provisions of Art. 117¹ Para. (1) of Law no. 31/1990 *regarding the companies*, republished, subsequent amendments

and completions, of Art. 92, Para. (3) and Art. 92¹ of Law no. 24/2017, *regarding the issuers of financial instruments and market operations* and of art. 189 of ASF Regulation no. 5/2018 *regarding the issuers of financial instruments and market operations*, following the request of the shareholder Ministry of Energy, of introducing an additional item on the agenda of the general meeting.

The Convening Notice including the supplemented Agenda, the request of the Ministry of Energy, the special empowerment model, the proposal of the OGMS draft decision, the correspondence voting bulletin, updated according to the supplemented Agenda are available starting 13.04.2021, 10:00 AM, on the website www.conpet.ro, section "Investor Relations/GMS Documents - OGMS 28.04.2021", and at the headquarters of CONPET S.A. The shareholders may receive, upon request, copies of documents related to the items included on the agenda of the OGMS.

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

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