

The Board of Directors
The Nomination and Remuneration Committee
No. 36641/01.11.2021

The Report of the Nomination and Remuneration Committee
dated 01.11.2021
on the draft appointment of a provisional administrator by OGMS and
conclusion of a contract of mandate

The Nomination and Remuneration Committee: within the Board of Directors of the Company CONPET S.A, set-up based on the Decision of the Board of Directors no.16/2013, as per the provisions of the Companies Law no.31/1990, republished, with subsequent amendments and completions, the Articles of Incorporation of the Company CONPET S.A., updated, corroborated with the provisions of the legislation on the capital market and the provisions of the Government Emergency Decree no.109/2011 *on corporate governance of public enterprises*, with subsequent amendments and completions, approved by Law no.111/2016, considering the structure approved by BoD Resolution no.9/28.04.2021, met on 01.11.2021, by conference call, namely in the following composition:

<i>President</i>	<i>Mr. Albulescu Mihai – Adrian</i>
<i>Members:</i>	<i>Mr. Gavrilă Florin – Daniel</i>
	<i>Mr. Buică Nicușor – Marian</i>
	<i>Mr. Popa Claudiu – Aurelian</i>

as a result of the fact that within the Board of Directors of CONPET S.A. there will remain a vacancy starting 04.12.2021, since at that date the term of office of the provisional administrator Kohalmi – Szabo Luminița – Doina (appointed by the OGMS Decision no 2/04.08.2021) expires and it is necessary the convening of the OGMS for the appointment of a provisional administrator, according to the provisions of EGO no. 109/2011 *on corporate governance of public enterprises*.

Prior, Mrs. Kohalmi - Szabo Luminița - Doina named provisional administrator by Decision no.5/23.03.2021 of the Board of Directors, starting 08.04.202, with a duration of mandate of maximum 4 months, respectively up to 07.08.2021, to replace Mr. Meșca Darius – Dumitru (elected as administrator by OGMS Resolution no. 5/22.08.2018), following the waiver of mandate of



administrator, being necessary the convening of the OGMS from 04.08.2021 for its revocation and the appointment of a provisional administrator, according to the provisions of EGO no. 109/2011 *on corporate governance of public enterprises*.

As per Art. 4 of Annex 1 to the Methodological norms no.722/2016 of applying various provisions of EGO no.109/2011 *on corporate governance of public enterprises*, the initiation of the administrator's selection procedure is made by the OGMS upon request of the public supervisory authority (The Ministry of Energy), the Board of Directors lacking the quality to initiate the selection process..

The list comprising information with regards to the name, domicile and professional qualification of the persons proposed for the capacity of administrator of the Company CONPET S.A. Will available to the shareholders at the BoD and GMS Secretariat Bureau, as well as on the company's website, starting the date established in the OGMS convening notice.

The list will also include Mrs Kohalmi – Szabo Luminița – Doina, the current provisional administrator, as per the legal provisions.

The list will be periodically updated according to the receipt of proposals within the mentioned term, once a day at the most.

The company's shareholders have the right to formulate proposals for the filling of the administrators position, under the law and the Company's Articles of Incorporation.

In what regards the candidates, each proposal must be accompanied by at least the following documents:

(a) Curriculum Vitae of the candidate wherefrom can be distinguished the professional experience and training and the ID copy.

(b) In case of independent candidates' proposals, the substantiation documents/affidavit of the candidate, in original form, certifying the fact that the latter meets all the criteria and conditions of independence settled by the law.

The provisional administrator will be registered at the Trade Register Office attached to Prahova Law Court; the OGMS will then empower the BoD Chairman for making all due diligence in order to submit the documents and registration and for granting the right to delegate to another person the mandate in view of carry out the latter.

The appointed non-executive administrator shall observe all legal provisions in force related to the companies and the capital market, of the Articles of Incorporation of the company and the



Rules of Organization and Functioning of the Board of Directors, as well as the regime of the inside information and will assume the Administration Plan approved by the Board of Directors by BoD Decision no.29/31.11.2018 and the performance indicators of the administrators approved by OGMS Resolution no. 7/18.12.2018 (by signing the Agreement accompanying Annex no.1 to the mandate contract, having as scope the Key performance indicators of the administrators).

The fix monthly gross allowance of the provisional administrator shall have the quantum approved by OGMS Resolution no.5/22.08.2018 for the company's administrators with mandate contract.

Also, the Nomination and Remuneration Committee recommends the endorsement by the Board of Directors and approval by OGMS of the conclusion of the mandate contract with the administrator provisionally appointed in the form and content attached to this report, which is to be signed by the representative of the Ministry of Energy designated by the Ordinary General Meeting of Shareholders for signing the contract of mandate of the provisional administrator.

Chairman of the Nomination and Remuneration Committee

Albulescu Mihai – Adrian

S.s. Illegible

