

No. 10240/ 21.03.2022

**Current report no. 5/2022**  
**As per Law no. 24/ 2017 and ASF Regulation no. 5/2018**

<b>Date of the report</b>	<b>21.03.2022</b>
<b>Issuer's Name:</b>	<b>CONPET S.A. Ploiești</b>
<b>Registered Offices</b>	<b>No. 1-3, No. 1-3, Anul 1848 Street</b>
<b>Telephone/facsimile/email:</b>	<b>0244/ 401360/ 516451/ 402385/ actionariat@conpet.ro</b>
<b>Tax Identification Number at the Trade Register Office</b>	<b>1350020</b>
<b>No. at the Trade Registry:</b>	<b>J29/6/22.01.1991</b>
<b>Subscribed and paid-up share capital:</b>	<b>28,569,842.40 RON</b>
<b>Total number of shares:</b>	<b>8,657,528 nominative shares</b>
<b>The regulated market where the issued securities are being traded:</b>	<b>B.S.E., PREMIUM Category</b>

**Reporting significant events:** as per Art 234, Para.1, letter c) of ASF Regulation no 5/2018:

- I. OGMS convening for the date 28.04.2022 (in first call)/ 29.04.2022 (in second call), 10.00 A.M.**  
**II. EGMS convening for the date 28.04.2022 (in first call)/ 29.04.2022 (in second call), 11.00 A.M.**
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**I. OGMS convening for the date 28.04.2022 (in first call)/ 29.04.2022 (in second call), 10.00 A.M.**

Following the decision of the meeting of the Board of Directors dated 21.03.2022, the company CONPET SA informs the shareholders and the investing public on the convening of the OGMS for the date 28.04.2022 (in first call)/29.04.2022 (in second call).

**The OGMS is convened for the date 28.04.2022 (in first call)/29.04.2022 (in second call), 10.00 AM, at the company's headquarters in Ploiesti, no. 1-3, Anul 1848 Street. The reference date of the OGMS is 18.04.2022. The registration date proposed by the Board of Directors for the meeting is 25.05.2022 (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), setting the date of 24.05.2022 as ex-date related to the OGMS and setting the date of 16.06.2022 as the date of payment of dividends (Regulation A.S.F. No. 5/2018).**

**The OGMS convening notice includes 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 2021.**

- 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 31.12.2021 prepared 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 2021 reunited with the provision for the employees share of profit and the distribution of amounts of retained earnings and other reserves, the determination of the gross dividend per share (from the amounts allocated from the profit of 2021 and from the amounts allocated from retained earnings and other reserves), the establishment of the registration date and the establishment of the date of payment of dividends to shareholders, as follows:
  - a)** distribution of the net profit for the year 2021 (51,928,770 RON), reunited with the provision for the employees share of profit (5,518,383 RON), in the total amount of 57,447,153 RON, as follows:
    - other distributions stipulated by law - payment exemption of the reinvested profit tax (account 1068), Art.22 of Law no. 227/2015 on the fiscal code: 1,484,680 RON
    - dividends due to shareholders: 50,444,090 RON;
    - employees share of profit within the limit of 10% of net profit, reunited with the provision for employees share of profit: 5,518,383 RON;
  - b)** distribution of the retained earnings in the amount of 7,130,819 RON in the form of dividends due to shareholders.
  - c)** distribution of other reserves (prescribed dividends not collected within 3 years from the due date) in the amount of 5,482,940 RON in the form of dividends due to shareholders.
  - d)** setting the amount of the gross dividend proposed to be granted to shareholders in the amount of 7.28358592 RON/share representing the total gross dividend/share.
  - e)** setting the date of 25.05.2022 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 24.05.2022.
  - f)** setting the date of 16.06.2022 as the date of payment of dividends to shareholders.
  - g)** 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 31.12.2021.
- 7.** Approval 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 2021 financial year (Remuneration Report).
- 8.** Approval of the Board of Director's report on the administration activity in 2021 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 2021 of monitoring the framing of key performance indicators of the administrators for the year 2021 in the limits approved by the OGMS and:
  - a)** Approval of the total degree of achievement (102.3 %) of the financial and non-financial key performance indicators (KPIs) of the administrators for 2021.
  - b)** Approval of granting the variable component due to administrators for the period of mandate carried out in 2021, according to the provisions of the contract of mandate.
- 10.** Appointment of a provisional administrator with a term of office of 4 months from the date of the OGMS Resolution, namely 28.04.2022/29.04.2022 and up to the date of 21.08.2022 (inclusive of) - the date of expiry of the mandate of the current Board of Directors or until the completion of the recruitment and selection procedure provided for in EGO no. 109/ 2011 on corporate governance of public enterprises, if this takes place earlier than 4 months after the appointment by the OGMS of the provisional administrator.
- 11.** Approval of the mandate contract that will be concluded with the provisional administrator.
- 12.** Approval of the designation of the representative of the Ministry of Energy in the Ordinary General Meeting of Shareholders for the signing of the contract of mandate of the provisional administrator.
- 13.** Note no. 9452/15.03.2022 on the extension of the term related to the accomplishment of the measures in the Resolution no. 28/2013 of Prahova Court of Accounts.
- 14.** Note no. 9490/15.03.2022 regarding the transactions concluded by CONPET S.A. according to Art. 52 Para. (3) Item b) of EGO no. 109/2011, subsequent completions and amendments.
- 15.** 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 administrator and the OGMS Resolution at the Trade Registry Office of the Prahova Tribunal, public 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. EGMS convening for the date 28.04.2022 (in first call)/ 29.04.2022 (in second call), 11.00 A.M.**

Following the decision of the meeting of the Board of Directors dated 21.03.2022, the company CONPET SA informs the shareholders and the investing public on the convening of the OGMS for the date 28.04.2022 (in first call)/29.04.2022 (in second call).

**The EGMS is convened for the date 28.04.2022 (in first call)/29.04.2022 (in second call), 11.00 AM**, at the company's headquarters in Ploiesti, no. 1-3, Anul 1848 Street. **The reference date** of the EGMS is **18.04.2022**. The registration date proposed by the Board of Directors for the meeting is **20.05.2022**, with **ex-date 19.05.2022** related to the EGMS.

**The EGMS convening notice includes the following Agenda:**

- 1.** Election of a Secretary of the Extraordinary General Meeting of Shareholders (EGMS).
- 2.** a). Approval of the initiation of the procedure regarding the augmentation of the share capital of CONPET S.A. by the value of the land plots related to the 48 land ownership certificates;  
b) Approval to formulate a request to the Trade Office Register attached to Prahova Law Court for the appointment of an authorized appraiser for the appraisal of the lands in total surface of 554,337 Sq.m. related to the 48 land ownership certificates, aiming at the augmentation of the share capital of CONPET S.A.
- 3.** Approval of the registration date 20.05.2022 advanced by the Board of Directors, with ex-date 19.05.2022.
- 4.** The empowerment of the President 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.

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***We hereby attach to the current report the OGMS and EGMS Convening notices, convened for 28.04.2022 (29.04.2022).***

Director General  
Eng. Dorin TUDORA

## **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, on 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 21.03.2022.

## **CONVENES**

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

for the date of **28.04.2022, 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 2021.**
- 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 31.12.2021 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 2021 reunited with the provision for the employees share of profit and the distribution of amounts of retained earnings and other reserves, the determination of the gross dividend per share (from the amounts allocated from the profit of 2021 and from the amounts allocated from retained earnings and other reserves), the establishment of the registration date and the establishment of the date of payment of dividends to shareholders, as follows:**

- a) distribution of the net profit for the year 2021 (51,928,770 RON), reunited with the provision for the employees share of profit (5,518,383 RON), in the total amount of 57,447,153 RON, as follows:
- other distributions stipulated by law - payment exemption of the reinvested profit tax (account 1068), Art.22 of Law no.227/2015 on the fiscal code: 1,484,680 RON
  - dividends due to shareholders: 50,444,090 RON
  - employees share of profit within the limit of 10% of net profit, reunited with the provision for employees share of profit: 5,518,383 RON
- b) distribution of the retained earnings in the amount of 7,130,819 RON in the form of dividends due to shareholders.
- c) distribution of other reserves (prescribed dividends not collected within 3 years from the due date) in the amount of 5,482,940 RON in the form of dividends due to shareholders.
- d) setting the amount of the gross dividend proposed to be granted to shareholders in the amount of 7.28358592 RON/share representing the total gross dividend/share.
- e) setting the date of 25.05.2022 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 24.05.2022.
- f) setting the date of 16.06.2022 as the date of payment of dividends to shareholders.
- g) 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 administrators of CONPET SA for the financial year ended 31.12.2021.
7. Approval 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 2021 financial year (Remuneration Report).
8. Approval of the Board of Director's report on the administration activity in 2021 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 2021 in the limits approved by the OGMS and:

a) Approval of the total degree of achievement (102.3 %) of the financial and non-financial key performance indicators (KPIs) of the administrators for 2021.

b) Approval of granting the variable component due to administrators for the period of mandate carried out in 2021, according to the provisions of the contract of mandate.

10. Appointment of a provisional administrator with a term of office of 4 months from the date of the OGMS Resolution, namely 28.04.2022/29.04.2022 and up to the date of 21.08.2022 (inclusive of) - the date of expiry of the mandate of the current Board of Directors or until the completion of the recruitment and selection procedure provided for in EGO no. 109/ 2011 on corporate governance of public enterprises, if this takes place earlier than 4 months after the appointment by the OGMS of the provisional administrator.

11. Approval of the mandate contract that will be concluded with the provisional administrator.

12. Approval of the designation of the representative of the Ministry of Energy in the Ordinary General Meeting of Shareholders for the signing of the contract of mandate of the provisional administrator.

13. Note no. 9452/15.03.2022 on the extension of the term related to the accomplishment of the measures in the Decision no.28/2013 of Prahova Court of Accounts.

14. Note no. 9490/15.03.2022 regarding the transactions concluded by CONPET S.A. according to Art. 52 Para. (3) Item b) of EGO no. 109/2011, subsequent completions and amendments.

15. 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 administrator and the OGMS Resolution at the Trade Registry Office of the Prahova Tribunal, public 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 **28.04.2022, 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 **29.04.2022, 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 **18.04.2022 (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 list comprising information with regards to the name, place of domicile and the professional qualification of the persons proposed for the position of administrator of the company CONPET S.A. will be made available to the shareholders starting **28.03.2022, 8:00 AM**, at BoD and GMS Secretariat Bureau, as well as on the Company's website.

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

The proposals shall be submitted either (i) in physical format/by mail, at the Company's registry from the Company's headquarters in Ploiesti, 1-3 Anul 1848 Street, Prahova County, in closed envelope, with the mention: **"BoD and GMS Secretariat Bureau" - For the Ordinary General Meeting of Shareholders dated 28.04.2022**", or (ii) by e-mail, by incorporated electronic extended signature, as per the provisions of Law no. 455/2001 regarding the electronic signature, at address [actionariat@conpet.ro](mailto:actionariat@conpet.ro), so that they are received by **15.04.2022 (inclusive of)**, which is the deadline by which proposals for candidates for the posts of administrator can be made.

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

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

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

(b) In case of proposals of independent candidates, the supporting documents/self declaration of the candidate, in original form, attesting the fact that he meets all the conditions and independence criteria set by the law.

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 28.04.2022**, starting 28.03.2022, 08.00 AM and at the Company headquarters (BoD and GMS Secretariat Bureau), as of 28.03.2022, 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 **11.04.2022, 13:00 PM.**
- 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 **11.04.2022, 13:00 PM.**

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 18.04.2022.

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 28.04.2022"** 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 28.04.2022”** 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 **20.04.2022, 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 also 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 28.04.2022**.

At the OGMS may take part and vote only the shareholders registered at the reference date **18.04.2022**, 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 28.03.2022, 08.00 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 28.04.2022** and at the company headquarters, BoD and GMS Secretariat Bureau, starting 28.03.2022, 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 19 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 Energy 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 **27.04.2022, 10:00 AM**, in closed envelope, with the mention: **“BoD and GMS Secretariat Bureau” - for the Ordinary General Meeting of Shareholders dated 28.04.2022**” 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), under the sanctions stipulated in art. 125 par. (3) of Law no. 31/1990 on companies, subsequent completions and amendments.

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 **27.04.2022, 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 18.04.2022.

The shareholders registered at the reference date may also vote by correspondence, before the OGMS, using the correspondence voting bulletin, available starting 28.03.2022, 08.00 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 28.04.2022** and at the company headquarters, BoD and GMS Secretariat Bureau, starting 28.03.2022, 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 28.04.2022”** 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 **27.04.2022, 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 27.04.2022, 10.00 AM will not be taken into account 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 28.04.2022 (in first call)/29.04.2022 (in second call) will be supplemented by the legal requirements applicable to the public enterprises whose shares are being traded on the securities market.

Additional information can be obtained from "CONPET" S.A. headquarters 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](mailto:actionariat@conpet.ro).

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



## 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 21.03.2022.

## CONVENES

### **THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS)**

for the date of **28.04.2022, 11.00 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 Extraordinary General Meeting of Shareholders (EGMS).**
- 2. a). Approval of the initiation of the procedure regarding the augmentation of the share capital of CONPET S.A. by the value of the land plots related to the 48 land ownership certificates;**  
**b) Approval to formulate a request to the Trade Office Register attached to Prahova Law Court for the appointment of an authorized appraiser for the appraisal of the lands in total surface of 554,337 Sq.m. related to the 48 land ownership certificates, aiming at the augmentation of the share capital of CONPET S.A.**
- 3. Approval of the registration date 20.05.2022 advanced by the Board of Directors, with ex-date 19.05.2022.**
- 4. The empowerment of the President 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.**

In case that, at the date of the first call of the EGMS, respectively **28.04.2022, 11.00 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 **29.04.2022, 11:00 AM** (the second call), at the Company's headquarters in Ploiești, No. 1-3, Anul 1848 Street, by the maintenance of the Agenda.

At EGMS (in first call and second call) have the right to participate and vote only shareholders who are registered as CONPET S.A. shareholders on **18.04.2022 (the reference date)** in the Company's Shareholders Registry held and issued by Depozitarul Central S.A.

The EGMS draft resolution and the meeting materials related to the Agenda of the EGMS 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"** – **EGMS dated 28.04.2022**, starting 28.03.2022, 08.00 AM and at the Company headquarters (BoD and GMS Secretariat Bureau), as of 28.03.2022, 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 EGMS.

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 EGMS, 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 **11.04.2022, 13:00 PM.**

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 **11.04.2022, 13.00 PM.**

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 EGMS Convening Notice considering the complemented/revised Agenda, prior to the reference date of 18.04.2022.

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 EGMS Agenda/submission for approval to the EGMS of draft resolutions for the items included or proposed to be included on the Agenda of the EGMS accompanied by the justification/draft decisions proposed for endorsement to the general meeting for the items included or proposed to be included on the EGMS 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 Extraordinary General Meeting of Shareholders dated 28.04.2022”** 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 shareholders of the company, regardless of its participation in the share capital have the right to ask questions in writing, in Romanian or English, on the items on the agenda of the EGMS, the questions following to be sent 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 Extraordinary General Meeting of Shareholders dated 28.04.2022”** 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 **20.04.2022, 11.00 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” - EGMS dated 28.04.2022**.

At the EGMS may take part and vote only the shareholders registered at the reference date **18.04.2022**, 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 28.03.2022, 08.00 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” - EGMS dated 28.04.2022** and at the company headquarters, BoD and GMS Secretariat Bureau, starting 28.03.2022, 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 Extraordinary General Meeting of Shareholders. The special empowerment form will be updated by the Company if new items on the EGMS Agenda are added.

In case of discussing within the EGMS, 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 or 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 Energy 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 **27.04.2022, 11:00 AM**, in closed envelope, with the mention: **“BoD and GMS Secretariat Bureau“ for the Extraordinary General Meeting of Shareholders dated 28.04.2022**” or by e-mail with extended, electronic signature incorporated under the Law no. 455/2001 regarding the electronic

signature, until the same date and time, at the address [actionariat@conpet.ro](mailto:actionariat@conpet.ro), subject to the penalty provided for in Article 125 (3) of Law no. 31/1990 on companies, with 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 EGMS, provided that it submits to the company up to **27.04.2022, 11.00 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 EGMS, 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 **18.04.2022**.

The shareholders registered at the reference date may also vote by correspondence, before the EGMS, using the correspondence voting bulletin available in Romanian and English, starting 28.03.2022, 08.00 AM, in electronic format on its web page, at the address [www.conpet.ro](http://www.conpet.ro), section “Investor Relations/GMS Documents” - EGMS dated **28.04.2022**, as well as at the company headquarters (BoD and GMS Secretariat Bureau), starting 28.03.2022, during working days, between 10:00 AM–14:30.

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 Extraordinary General Meeting of Shareholders dated 28.04.2022”** 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 **27.04.2022, 11.00 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 27.04.2022, 11.00 AM will not be taken into account for determining the quorum and majority in the EGMS.

The rules established by this Convening Notice for the organization of the EGMS meeting dated 28.04.2022 (in first call)/29.04.2022 (in second call) will be supplemented by the legal requirements applicable to the public enterprises whose shares are being traded on the securities market.

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**