

DRAFT RESOLUTION

RESOLUTION NO. 2

OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)

of the Company “CONPET” S.A. Ploiesti

dated 28.04.2022

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 28.04.2022 (in first call), following the debates of the shareholders, the following:

RESOLUTION

Art. 1. By a number of.....votes.....representing.....of the total number of votes cast, approves the election of Mr./Mrs.. as Secretary of the Ordinary General Meeting of Shareholders (OGMS).

Art. 2. Takes notice of the Annual Report of Administrators for the financial year 2021.

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

Art. 4. By a number of..... votes....., representing..... of the total votes cast, approves the financial statements on and for the financial year ended 31.12.2021 prepared based on the accounting regulations compliant with IFRS approved by the Order of the Ministry of Public Finances no. 2844/2016.

Art. 5. Approves the distribution of the net profit related to the financial year 2021 reinstated with the provision for the employees’ share of profit and the distribution of several amounts from the 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) By a numberof votes.....representing.....of the total number of expressed votes, approves the distribution of the net profit related to year 2021 (51,928,770 RON), reinstated with the provision for the employees share of profit (5,518,383 RON), in total amount of 57,447,153 RON, as follows:
- other distributions stipulated by law – exemption from the payment 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) By a number ofvotes..... representing.....the total number of votes cast, approves the distribution of the retained earnings in amount of 7,130,819 RON in the form of dividends due to shareholders.
- c) By a number ofvotes.....representing.....of the total number of expressed votes, approves the 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) By a number ofvotes.....representing.....out of the total number of expressed votes, sets the level of the gross dividend proposed to be awarded to the shareholders in amount of 7.28358592 RON/share representing the total gross dividend/share.
- e) By a number ofvotes..... representing.....the total number of votes cast, sets the date of 25.05.2022 as registration date serving for the identification of the shareholders who are to benefit from dividends or other rights and who will be subjected to the effects of the OGMS Resolution, with ex-date 24.05.2022.
- f) By a number ofvotes..... representing.....the total number of votes cast, establishes the date of 16.06.2022 as date of dividends' payment by the shareholders.

g) By a number ofvotes..... representing.....the total number of votes cast, approves the payment of dividends to 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. By a number ofvotes..... representing.....the total number of votes cast, approves the discharge of administration of the administrators of the Company CONPET S.A. for the financial year ended 31.12.2021.

Art. 7. By a number ofvotes..... representing.....the total number of votes cast, approves 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).

Art. 8. By a number ofvotes..... representing.....the total number of votes cast, approves the Board of Director's report on the administration activity in 2021 prepared in accordance with the provisions of Art. 55 of GEO 109/2011 *on corporate governance of public enterprises* and the provisions of the contract of mandate.

Art. 9. Takes notice of the Board of Director’s report of monitoring the framing of key performance indicators of the administrators for the year 2021 within the limits approved by the OGMS and:

a) By a number ofvotes..... representing.....the total number of votes cast, approves the degree of fulfillment (102.3 %) of the financial and non-financial key performance indicators (KPI’s) of the administrators for the year 2021.

b) By a number ofvotes..... representing.....the total number of votes cast, approves the granting of the variable component due to the administrators for the period of mandate carried out in 2021, according to the provisions of the contract of mandate.

Art. 10. By a number ofvotes..... representing.....the total number of votes cast, appoints Mr./Mrs.....,citizen, profession....., PIN....., identified with.....series.....no.....with domicile in....., acting as provisional administrator of the Company CONPET S.A., 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 expiry date 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 as of the appointment by the OGMS of the provisional administrator.

Art. 11 By a number ofvotes..... representing.....the total number of votes cast, approves the contract of mandate contract that will be concluded with the provisional administrator.

Art. 12. By a number ofvotes..... representing.....the total number of votes cast, approves the appointment of the representative of the Ministry of Energy in the Ordinary General Meeting of Shareholders, Mr./Mrs....., to sign the contract of mandate of the provisional administrator.

Art. 13. Takes notice of Information 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.

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

Art. 15. By a number ofvotes..... representing.....the total number of votes cast, 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 administrator and the OGMS Resolution at the Trade Register Office attached to Prahova Law Court, 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-diligence.

Chairman of the OGMS General Meeting

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GMS Secretary

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Technical Secretariat

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