

**THE BOARD OF DIRECTORS**  
**The Nomination and Remuneration Committee**  
**No. 9956/18.03.2022**

**The Report of the Nomination and Remuneration Committee**  
**dated 18.03.2022**  
**(Appointment of Provisional Administrator of the company CONPET SA)**

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 the 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 18.03.2022, 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>

having regard to the fact that a vacancy will remain on the Board of Directors following the expiry, at the end of 06.04.2022, of the term of office of the provisional administrator Mrs. Kohalmi – Szabo Luminița – Doina, named by the OGMS Decision nr. 4/07.12.2021, it is necessary the convening of the OGMS for the appointment of a provisional administrator, in accordance with the provisions of EGO no. 109/2011 *on corporate governance of public enterprises*.

Mrs. Kohalmi - Szabo Luminița - Doina has been provisionally appointed in the capacity of Administrator by the BoD Decision no.5/23.03.2021, starting 08.04.2021, 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, and, respectively by OGMS Decision no.2/04.08.2021, also with a mandate of 4 months, according to the provisions of EGO no. 109/2011 *on the corporate governance of public enterprises*. Between 04.12.2021 - 07.12.2021 in the composition of the BoD there were 6

administrators. By OGMS Decision no. 4 dated 07.12.2021, Mrs. Kohalmi -Szabo Luminița - Doina has been appointed provisional administrator with a mandate up to 06.04.2022 (inclusive of), after this date the composition of the BoD being reduced to a number of 6 administrators.

In this context, taking into account the provisions of art. 137<sup>2</sup> Para. 1 of Law no. 31/1990 on companies, republished, with subsequent amendments: *“(1) In the event of vacancy of one or more positions of administrators, unless otherwise provided for in the Articles of Incorporation, the Board of Directors shall appoint provisional administrators, until the convening of the ordinary general meeting of shareholders”* and in accordance with the provisions of Article 19 Para. (4) of the Articles of Incorporation, in order to complete the number of administrators in the composition of the BoD, the Board of Directors shall appoint a provisional administrator on the vacant seat, who shall have a mandate until the meeting of the OGMS.

Accordingly, given the Letter of Intent sent by Mrs. Kohalmi – Szabo Luminița – Doina, registered with CONPET S.A. under no. 9791/17.03.2022, accompanied by the C.V., as well as the fact that through the activity carried out in all the mandates of administrator of Conpet S.A., she has demonstrated that she has the necessary experience, skills and professional competences, which correspond to the profile of the administrator for the respective position and the BoD matrix, fulfilling the tasks corresponding to the mandate entrusted thereto, contributing to the optimal exercise of the managerial act and the decision-making flow at the level of the BoD, the Nomination and Remuneration Committee recommends to the Board of Directors the appointment of Mrs. Kohalmi – Szabo Luminița – Doina as provisional administrator of CONPET S.A., exercising the mandate starting 07.04.2022 and until the OGMS meeting, respectively until 27.04.2022 (inclusive of), so that the company continues to have the full number of members in the Board of Directors for the remaining period until the next meeting of the OGMS (28.04.2022).

The fixed monthly gross allowance of the provisional administrator will have the quantum approved by the OGMS Resolution no. 5/22.08.2018 for the administrators of the company and a mandate contract will be concluded in the same form that was established for the provisional administrator who is in office; the chairman of the BoD shall then be appointed by the BoD for signing thereof on behalf of the Board of Directors.

As per Art. 4 of Annex 1 to the Methodological Norms no.722/2016 of applying various provisions of EGO no.109/2011 *on the 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 not having the capacity to initiate the selection process.

Therefore, the Board of Directors may convene the OGMS for the appointment of a provisional administrator with a term of office of 4 months from the date of the OGMS Resolution, respectively for the period starting with 28.04.2022 - the first call (29.04.2022 - the second call) and until 21.08.2022 (inclusive of) - the date on which the mandate of the current Board of Directors expires, or until the completion of the recruitment and selection procedure provided for in EGO no. 109/2011 *on the corporate governance of public enterprises*, if it takes place earlier than 4 months after the appointment, by the OGMS of the provisional administrator.

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 be made available to the shareholders at the BoD and GMS Secretariate Bureau, as well as on the company's website, starting the date established in the OGMS convening notice.

At the same time, according to art. 29 of EGO no. 109/2011:

*“(1) The members of the Board of Directors shall be appointed by the general meeting of shareholders, on the proposal of the Board of Directors in office or of the shareholders.*

*(2) The candidates proposed by the company's Board of Directors shall be evaluated or selected in advance and recommended by the Nomination Committee within the BoD.”*

Therefore, if Mrs. Kohalmi – Szabo Luminita – Doina is to be appointed by the BoD as provisional administrator with a mandate until 27.04.2022 (inclusive of), she will be included in the list of proposals for the post of provisional administrator for the OGMS that is to be convened for the date of 28.04.2022, with an ongoing mandate.

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

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.

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 Chairman of the BoD to make all due diligence

in order to submit the documents and registration and to grant the right to delegate to another person the mandate in view of carrying 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 BoD Decision no.29/13.11.2018 and presented in summary at the OGMS meeting dated 18.12.2018 and the performance indicators of the administrators approved by the OGMS Resolution no. 7/18.12.2018, by signing the Agreement to the mandate contract.

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, namely 13,022 RON.

Also, for the OGMS meeting, the Nomination and Remuneration Committee recommends the endorsement, by the Board of Directors, of 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.

#### **The Nomination and Remuneration Committee**

*President*                      *Mr. Albulescu Mihai – Adrian*

*Members:*                      *Mr. Gavrilă Florin – Daniel*  
   *Mr. Buică Nicușor – Marian*  
   *Mr. Popa Claudiu – Aurelian*