
No. 14950/ 28.04.2022

Current report no. 11/2022
As per Law no. 24/2017 and ASF Regulation no. 5/2018

Date of the report	28.04.2022
Issuer's Name	CONPET S.A. Ploiești
Registered Offices	No. 1-3, Anul 1848 Street
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 trading the issued securities: B.S.E., PREMIUM Category	

Reporting significant events, as per art. 234 of ASF Regulation no.5/2018: **Resolution of the Ordinary General Meeting of Shareholders (OGMS) of Conpet S.A. and Resolution of the Extraordinary Meeting of Shareholders (EGMS) of Conpet SA dated 28.04.2022 (in first call).**

The Ordinary General Meeting of Shareholders (OGMS) and the Extraordinary General Meeting of Shareholders (EGMS) of CONPET SA, convened for the date 28.04.2022/29.04.2022 were held in first call on 28.04.2022, starting 10.00 A.M., respectively 11.00 AM, at the company's headquarters in Ploiești, no. 1-3 Anul 1848 street, due to the fulfillment of the statutory - legal quorum conditions.

The OGMS Convening Notice, approved pursuant to the BoD Decision no. 4/21.03.2022, was published in the Official Gazette of Romania, Part IV, no. 1206/23.03.2022 and in „Jurnalul” newspaper, the edition of 23.03.2022, being submitted to the Bucharest Stock Exchange and the Financial Supervisory Authority as annex to the Current Report no. 5/21.03.2022, report published on www.bvb.ro and www.conpet.ro.

As per the provisions of Article 17 para. (1) letter a) of the Articles of Incorporation, for the validity of the OGMS deliberations is necessary, in first call, the presence of the shareholders (here included the votes by correspondence) which represent at least half (1/2) of the total number of voting rights, and the OGMS resolutions be taken by majority of the expressed votes.

At the OGMS sessions could participate the shareholders registered in the Shareholders Registry consolidated at the reference date 18.04.2022. Therefore, a shareholder legal entity was present in the room, namely the representative of the Ministry of Energy - on behalf of the Romanian State which is the majority shareholder, holder of a number of 5,083,372 shares with a nominal value of 3.30 RON, representing 58.7162% of the total number of shares/voting rights, respectively a share capital amounting to 16,775,127.6 RON, as well as one shareholder natural

person, holder of a number of 41 shares with a nominal value of 3.30 RON, representing 0.0005% of the total number of shares/voting rights, respectively a share capital in the amount of 135.3 RON.

For the OGMS meeting, 8 shareholders, holding a number of 858,607 shares/voting rights, representing 9.9174% of the total number of shares/voting rights, respectively a share capital in the amount of 2,833,403.1 RON, have submitted correspondence voting bulletins.

Consequently, the total number of voting rights within the OGMS meeting (where there have been included also the votes cast by correspondence) was of 5,942,020 and corresponds to a number of 5,942,020 shares with nominal value of 3.30 RON, representing 68.6341% of the total number of shares/voting rights, namely a share capital amounting to 19,608,666 RON.

The EGMS Convening Notice, approved pursuant to the BoD Decision no. 4/21.03.2022, was published in the Official Gazette of Romania, Part IV, no. 1206/23.03.2022 and in „Jurnalul” newspaper, the edition of 23.03.2022, being submitted to the Bucharest Stock Exchange and the Financial Supervisory Authority as annex to the Current Report no. 5/21.03.2022, report published on www.bvb.ro and www.conpet.ro.

The EGMS Convening Notice, containing the completed Agenda, approved by BoD Decision no.6/07.04.2022, at the request of the shareholder SIF Banat - Crisana SA, to introduce two items, was published in the Official Gazette of Romania no. 1483/11.04.2022, Part IV and in „Jurnalul” newspaper, the edition of 11.04.2022, being submitted to the Bucharest Stock Exchange and the Financial Supervisory Authority as annex to the Current Report no. 8/07.04.2022, report published on www.bvb.ro and www.conpet.ro.

Art. 17. Para. (2) of the Articles of Incorporation has the following provisions:

(2) *For the validity of deliberations of the Extraordinary General Meeting of Shareholders are required:*

a) *In first call, the presence of shareholders (including the correspondence votes) representing at least half (1/2) of the total number of voting rights;*

b) *In second call, the presence of shareholders representing at least one third (1/3) of the total number of voting rights;*

c) *The resolutions are taken by the majority of the present or represented shareholders, both in first and in second call.*

At the EGMS sessions could participate the shareholders registered in the Shareholders Registry consolidated at the reference date 18.04.2022. Therefore, a shareholder legal entity was present in the room, namely the representative of the Ministry of Energy - on behalf of the Romanian State which is the majority shareholder, holder of a number of 5,083,372 shares with a nominal value of 3.30 RON, representing 58.7162% of the total number of shares/voting rights, respectively a share capital amounting to 16,775,127.6 RON, as well as one shareholder natural person, holder of a number of 41 shares with a nominal value of 3.30 RON, representing 0.0005% of the total number of shares/voting rights, respectively a share capital in the amount of 135.3 RON.

For the EGMS meeting, 7 shareholders have submitted correspondence voting bulletins, holders of a number of 295,867 shares/voting rights, representing 3.4174% of the total number of shares/voting rights, respectively a share capital in amount of 976,361.1 RON.

Consequently, the total number of voting rights within the EGMS meeting (where there have been included also the votes cast by correspondence) was of 5,379,280 and corresponds to a number of 5,379,280 shares with nominal value of 3.30 RON, representing 62.1341 % of the total number of shares/voting rights, namely a share capital amounting to 17,751,624 RON.

Based on the materials related to the agenda of the O.G.M.S. and the E.G.M.S., considering the mandate of the Ministry of Energy's representative, as well as the vote exercised by correspondence, following the debates of the shareholders, the OGMS Resolution no.2/2022, respectively EGMS Resolution no. 1/2022 were issued, having the following content:

**RESOLUTION NO. 2
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)
of "CONPET" S.A. Ploiești
dated 28.04.2022**

The Ordinary General Meeting of Shareholders of the Company "CONPET" S.A., with registered offices in Ploiești, no. 1-3 Anul 1848 Street, registered at the Trade Register Office 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, divided into 8,657,528 shares, having a nominal value of 3.3 RON each, convened pursuant to the provisions of Art. 117 of Law no. 31/1990 on companies, republished, subsequent amendments and additions, of Law no. 24/2017, of ASF Regulation no. 5/2018 regarding the 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, which took place at the company's headquarters, to which were present (including by correspondence voting bulletins) a number of 10 shareholders, owners of a number of 5,942,020 shares/voting rights representing 68.6341 % of the share capital and of the total voting rights, the following:

RESOLUTION

Art. 1. By a number of 5,941,979 "For" votes representing 100 % of the total votes cast, approves the election of Mrs. Dumitru Aura - Gabriela - as Secretary of the Ordinary General Meeting of Shareholders (OGMS);

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

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

Art. 4. By a number of 5,941,979 "For" votes representing 100% of the total votes cast, approves the Financial statements on and for the financial year ended on 31.12.2021 drafted based on the accounting regulations according to IFRS approved by OMFP 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 number of 5,941,979 "For" votes representing 100% of the total number of votes cast, 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 - 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)** By a number of 5,941,979 "For" votes representing 100% of 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 of 5,941,979 "For" votes representing 100% of the total number of votes cast, 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 of 5,941,979 "For" votes representing 100% of the total number of votes cast, 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 of 5,941,979 "For" votes representing 100% of 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 subject to the effects of the OGMS Resolution, with ex-date 24.05.2022.
- f)** By a number of 5,941,979 "For" votes representing 100% of the total number of votes cast, sets the date of 16.06.2022 as date of dividends' payment to the shareholders.
- g)** By a number of 5,941,979 "For" votes representing 100% of 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 of 5,941,979 "For" votes representing 100% of the total number of votes cast, approves the discharge of administration of the administrators of the company CONPET SA for the financial year ended 31.12.2021.

Art. 7. By a number of 5,941,979 "For" votes representing 100% of the total number of votes cast, approves the Annual Report of the Nomination and Remuneration Committee 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 of 5,941,979 "For" votes representing 100 % of the total votes cast, approves the Board of Director's report on the administration activity in 2021 prepared in accordance with Art. 55 of GEO no. 109/2011 *on corporate governance of public enterprises* and the provisions of the contract of mandate.

Art. 9. Takes note 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 of 5,941,979 "For" votes representing 100% of the total number of votes cast, approves the degree of fulfillment (102.3 %) of the financial and non-financial key performance indicators (KPIs) of administrators for the year 2021.

b) By a number of 5,941,979 "For" votes representing 100% of the total number of votes cast, approves the granting of the variable component due to administrators for the period of mandate carried out in 2021, according to the provisions of the contract of mandate.

Art. 10. By a number of 5,941,444 "For" votes" representing 99.99 % of the total votes cast, appoints Mrs. Kohalmi - Szabo Luminița- Doina, Romanian citizen, bachelor of Science in Physics- "Babeș Bolyai" University Cluj Napoca, (...) in the capacity of provisional administrator of the Company CONPET S.A, with a term of office of 4 months as of the date of the OGMS Resolution, respectively 28.04.2022 until 21.08.2022 (inclusive of) - the date of expiry of the current Board of Directors' mandate, or until the completion of the recruitment and selection procedure provided for in GEO 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 of 5,941,979 "For" votes representing 100 % of the total votes cast, approves the contract of mandate that will be concluded with the provisional administrator.

Art. 12. By a number of 5,941,979 "For" votes representing 100 % of the total votes cast, approves the appointment of the representative of the Ministry of Energy in the Ordinary General Meeting of Shareholders, Mrs. Dumitru Aura - Gabriela, for the signing of the mandate contract 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 of 5,941,979 "For" votes representing 100 % of the total 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 grant the right to delegate, to another person, the proxy to perform the above-diligence.

RESOLUTION NO. 1
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS)
of "CONPET" S.A. Ploiești
dated 28.04.2022

The Extraordinary General Meeting of Shareholders of the Company "CONPET" S.A., company with registered offices in Ploiești, 1-3 Anul 1848 Street, registered at the Trade Register Office 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, divided into 8,657,528 shares, having a nominal value of 3.3 RON each, convened pursuant to the provisions of Art. 117 of Law no. 31/1990 on companies, republished, subsequent amendments and additions, of Law no. 24/2017, of ASF Regulation no. 5/2018 regarding the 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, which took place at the company's headquarters, to which were



present or represented (including by correspondence voting bulletins) a number of 9 shareholders, owners of a number of 5,379,280 shares/voting rights representing 62.1341% of the share capital and of the total voting rights, the following:

RESOLUTION

Art. 1. By a number of 5,379,239 "For" votes representing 99.9992% of the total votes held by the present or represented shareholders, accounting for 62.1337% of the share capital and, respectively, of the total voting rights, approves the election of Mrs. Dumitru Aura - Gabriela - as Secretary of the Extraordinary General Meeting of Shareholders (EGMS);

Art. 2. a) By a number of 5,172,529 "For" votes representing 96.1565% of the total votes held by present or represented shareholders, accounting for 59.7460% of the share capital and, respectively, of the total voting rights, approves 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) By a number of 5,172,529 "For" votes representing 96.1565% of the total votes held by present or represented shareholders, accounting for 59.7460% of the share capital, and, respectively, of the total voting rights approves to formulate a request to the Trade Register Office 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..

Art. 3. By a number of 5,379,239 "For" votes representing 99.9992% of the total votes held by the present or represented shareholders, accounting for 62.1337% of the share capital and, respectively, of the total voting rights, approves the registration date 20.05.2022 advanced by the Board of Directors, with ex-date 19.05.2022.

Art. 4. By a number 5,379,239 "For" votes representing 99.9992% of the total votes held by the present or represented shareholders, accounting for 62.1337% of the share capital and, respectively, of the total voting rights, empowers the President of the Extraordinary General Meeting of Shareholders session 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 grant the right to delegate, to another person, the proxy to perform the above-mentioned diligence.

Art. 5. Approves the amendment of the Articles of Incorporation of "CONPET" S.A., as per the proposals in the Annex to the EGMS Convening Notice. (Draft amendment of the Articles of Incorporation), as follows:

- By a number of 5,377,121 "For" votes representing 99.9599 % of the total votes held by the present or represented shareholders, accounting for 62.1092 % of the share capital and, respectively, of the total voting rights,

Art.7 Secondary lines of business, of the Articles of Incorporation shall be supplemented with the following activities:

- NACE Code 3511 - Electricity production

and bear the following contents:

0150 Activities in mixed farming (crop and animal production)

0910 Support activities for petroleum and natural gas extraction

1011 Processing and preserving of meat

1012 Processing and preserving of poultry meat

- 1013 Production of meat, including poultry meat products
- 1020 Processing and preserving of fish, crustaceans and mollusks'
- 1031 Processing and preserving of meat
- 1032 Manufacture of fruit and vegetable juice
- 1039 Processing and preserving of fruits and vegetables
- 2529 Manufacture of tanks, cisterns and containers of metal
- 2593 Manufacture of wire products, chains and springs
- 3313 Repair of electronic and optical equipment
- 3314 Repair of electrical equipment
- 3319 Repair of other equipment
- 3320 Installation of industrial machinery and equipment
- 3511 Electricity production
- 3513 Distribution of electricity
- 3530 Steam and air conditioning supply
- 3600 Water collection, treatment and supply
- 3700 Waste water collection and treatment
- 3811 Collection of non-hazardous waste
- 3821 Treatment and disposal of non-hazardous waste
- 3900 Remediation activities and other waste management services
- 4321 Electrical installation
- 4322 Sanitary installations, heating and air conditioning works
- 4329 Other construction installation
- 4511 Sale of cars and light motor vehicles (< 3.5 tons)
- 4519 Sale of other motor vehicles
- 4520 Maintenance and repair of motor vehicles
- 4671 Wholesale of solid, liquid and gaseous fuels and related products
- 4676 Wholesale of other intermediate products
- 4677 Wholesale of waste and scrap
- 4690 Non-specialized wholesale trade
- 4711 Retail sale in non-specialized stores, with predominant sale of food, beverages or tobacco
- 4719 Retail sale in non-specialized stores with predominant sale of non-alimentary products
- 4721 Retail sale of fresh fruits and vegetables in specialized stores
- 4722 Retail sale of meat and meat products in specialized stores
- 4723 Retail sale of fish, crustaceans and mollusks in specialized stores
- 4724 Retail sale of bread, cakes, flour and sugar confectionery in specialized stores
- 4730 Retail sale of automotive fuel in specialized stores
- 4920 Freight rail transport
- 4939 Other passenger land transport n.e.c.
- 4941 Freight transport by road
- 5210 Warehousing and storage
- 5221 Service activities incidental to land transportation
- 5224 Cargo handling
- 5229 Other transportation support activities
- 5510 Hotels and similar accommodation
- 5520 Short-stays and vacation accommodation facilities

5590 Other accommodation services
5610 Restaurants
5629 Other food services n.e.c.
5829 Editing activities of other software products
6110 Wired telecommunications activities
6120 Wireless telecommunications activities
6203 Computer facilities management activities (administration and operation)
6209 Other information technology and computer service activities
6311 Data processing, web hosting and related activities
6810 Buying and selling of own real estate
6820 Renting and operating of own or leased real estate
7112 Engineering activities and related technical consultancy
7120 Technical testing and analysis
7219 Research - Development on natural sciences and engineering
7711 Renting and leasing of cars and light motor vehicles
7712 Renting and leasing of cars and heavy motor vehicles
7721 Renting and leasing of recreational and sports goods
7732 Renting and leasing of construction and civil engineering machinery and equipment
7733 Renting and leasing of office machinery and equipment (including computers)
7739 Renting and leasing of other machinery, equipment and tangible goods n.e.c.
8299 Other business support service activities n.e.c.
8559 Other forms of education n.e.c.
8610 Hospital assistance activities
8690 Other human health activities
9311 Operation of sports facilities
9329 Other leisure and fun activities n.e.c..

- By a number of 5,377,121 "For" votes representing 99.9599 % of the total votes held by the present or represented shareholders, accounting for 62.1092 % of the share capital and, respectively, of the total voting rights,

Art. 8 The Share Capital Para (3) of the Articles of Incorporation is being amended and bear the following contents:

(3) The shareholding structure, corresponding to the consolidated synthetic structure of the shareholders on reference date 31.12.2021, is the following:

The ROMANIAN STATE, represented by the Ministry of Energy (the line ministry or its successors, according to the law)

Number of shares: 5,083,372

Value of contribution to the share capital: 16,775,127.60 RON

Share on profit and loss: 58.7162 %

SHAREHOLDERS LEGAL PERSONS

Number of shares: 2,292,221

Value of contribution to the share capital: 7,564,329.3 RON

Share on profit and loss: 26.4766 %

SHAREHOLDERS NATURAL PERSONS

Number of shares: 1,281,935

Value of contribution to the share capital: 4,230,385.5 RON



Share on profit and loss: 14.8072 %

- By a number of 5,377,121 "For" votes representing 99.9599 % of the total votes held by the present or represented shareholders, accounting for 62.1092 % of the share capital and, respectively, of the total voting rights,

Art. 35 Para 2 of the Articles of Incorporation is being amended and bear the following contents:

(2) This Articles of Incorporation was updated on 28.04.2022 due to the amendments approved by EGMS Resolution nr.1/ 28.04.2022, based on the Articles of Incorporation updated at 18.12.2018 and was drafted and signed in 3 (three) original copies.

Art.6. a) By a number of 5,377,121 "For" votes representing 99.9599 % of the total votes held by the present or represented shareholders, accounting for 62.1092 % of the share capital and, respectively, of the total voting rights, empowers the President of the EGMS meeting to sign the updated form of the Articles of Incorporation, following the approved amendments.

b). By a number of 5,377,121 "For" votes representing 99.9599 % of the total votes held by the present or represented shareholders, accounting for 62.1092% of the share capital and, respectively, of the total voting rights, empowers the Director General to carry out the formalities necessary for the submission/registration of the updated form of the Articles of Incorporation at the Trade Register Office attached to the Prahova Law Court, publish it in the Official Gazette of Romania Part IV, as well as to grant the right to delegate, to another person, the proxy to perform the above-diligence.

We annex to the present current report the Resolution of the General Meeting of Shareholders (OGMS) of CONPET S.A. and the RESOLUTION of the EXTRAORDINARY MEETING OF SHAREHOLDERS (EGMS) of CONPET SA dated 28.04.2022 (in first call).

Director General
Eng. Dorin TUDORA
S.s. Illegible
stamp

RESOLUTION NO. 2
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)
of "CONPET" S.A. Ploiești
dated 28.04.2022

The Ordinary General Meeting of Shareholders of the Company "CONPET" S.A., with registered offices in Ploiești, no. 1-3 Anul 1848 Street, registered at the Trade Register Office attached to Prahova Law Court under no. J29/6/1991, TIN RO1350020, with a subscribed and paid-up capital amounting to 28,569,842.40 RON, divided into 8,657,528 shares, having a nominal value of 3.3 RON each, convened pursuant to the provisions of Art. 117 of Law no. 31/1990 on companies, republished, subsequent amendments and additions, of Law no. 24/2017, of ASF Regulation no. 5/2018 regarding the 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, which took place at the company's headquarters, to which were present (including by correspondence voting bulletins) a number of 10 shareholders, owners of a number of 5,942,020 shares/voting rights representing 68.6341 % of the share capital and of the total voting rights, the following:

RESOLUTION

Art. 1. By a number of 5,941,979 "For" votes representing 100% of the total votes cast, approves the election of Mrs. Dumitru Aura - Gabriela - as Secretary of the Ordinary General Meeting of Shareholders (OGMS);

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

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

Art. 4. By a number of 5,941,979 "For" votes representing 100% of the total votes cast, approves the Financial statements on and for the financial year ended on 31.12.2021 drafted based on the accounting regulations according to IFRS approved by OMFP 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 number 5,941,979 "For" votes representing 100% of the total number of votes cast, 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 - 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)** By a number of 5,941,979 "For" votes representing 100% of 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 of 5,941,979 “For” votes representing 100% of the total number of votes cast, 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 of 5,941,979 “For” votes representing 100% of the total number of votes cast, 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 of 5,941,979 “For” votes representing 100% of 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 subject to the effects of the OGMS Resolution, with ex-date 24.05.2022.
- f)** By a number of 5,941,979 “For” votes representing 100% of the total number of votes cast, sets the date of 16.06.2022 as date of dividends’ payment to the shareholders.
- g)** By a number of 5,941,979 “For” votes representing 100% of 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 of 5,941,979 “For” votes representing 100% of the total number of votes cast, approves the discharge of administration of the administrators of the company CONPET SA for the financial year ended 31.12.2021.

Art. 7. By a number of 5,941,979 “For” votes representing 100% of the total number of votes cast, approves the Annual Report of the Nomination and Remuneration Committee 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 of 5,941,979 “For” votes representing 100 % of the total votes cast, approves the Board of Director's report on the administration activity in 2021 prepared in accordance with Art. 55 of GEO no. 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 of 5,941,979 “For” votes representing 100% of the total number of votes cast, approves the degree of fulfillment (102.3%) of the financial and non-financial key performance indicators (KPIs) of administrators for the year 2021.
- b) By a number of 5,941,979 “For” votes representing 100% of the total number of votes cast, approves the granting of the variable component due to administrators for the period of mandate carried out in 2021, according to the provisions of the contracts of mandate.

Art. 10. By a number of 5,941,444 “For” votes” representing 99.99 % of the total votes cast, appoints Mrs. Kohalmi - Szabo Luminița- Doina, Romanian citizen, bachelor of Science in Physics - “Babeș Bolyai” University Cluj Napoca, (...) in the capacity of provisional administrator of the Company CONPET S.A, with a term of office of 4 months as of the date of the OGMS Resolution, respectively 28.04.2022 until 21.08.2022 (inclusive of) - the date of expiry of the current Board of Directors’ mandate, or until the completion of the recruitment and selection procedure provided for in GEO 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 of 5,941,979 "For" votes representing 100% of the total votes cast, approves the contract of mandate to be concluded with the provisional administrator.

Art. 12. By a number of 5,941,979 "For" votes representing 100% of the total votes cast, approves the appointment of the representative of the Ministry of Energy in the Ordinary General Meeting of Shareholders, Mrs. Dumitru Aura - Gabriela, for the signing of the mandate contract 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 Chamber 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 of 5,941,979 "For" votes representing 100% of the total 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.

President of the General Meeting

Albulescu Mihai- Adrian

OGMS Secretary
Dumitru Aura – Gabriela

Technical Secretariate
Modoran Adina
Rusu Andreea

Note: Resolution no. 2/ 28.04.2022 of the Ordinary General Meeting of Shareholders of "CONPET" SA has been issued in 3 (three) original counterparts.



RESOLUTION NO. 1
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS)
of "CONPET" S.A. Ploiești
dated 28.04.2022

The Extraordinary General Meeting of Shareholders of the Company "CONPET" S.A., company with registered offices in Ploiești, 1-3 Anul 1848 Street, registered at the Trade Register Office attached to Prahova Law Court under no. J29/6/1991, TIN RO1350020, with a subscribed and paid-up capital amounting to 28,569,842.40 RON, divided into 8,657,528 shares, having a nominal value of 3.3 RON each, convened pursuant to the provisions of Art. 117 of Law no. 31/1990 on companies, republished, subsequent amendments and additions, of Law no. 24/2017, of ASF Regulation no. 5/2018 regarding the 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, which took place at the company's headquarters, to which were present or represented (including by correspondence voting bulletins) a number of 9 shareholders, owners of a number of 5,379,280 shares/voting rights representing 62.1341% of the share capital and of the total voting rights, the following:

RESOLUTION

Art. 1. By a number of 5,379,239 "For" votes representing 99.9992% of the total votes held by the shareholders present or represented, accounting for 62.1337% of the share capital and, respectively, of the total voting rights, approves the election of Mrs. Dumitru Aura - Gabriela - as Secretary of the Extraordinary General Meeting of Shareholders (EGMS);

Art. 2. a) By a number of 5,172,529 "For" votes representing 96.1565% of the total votes held by present or represented shareholders, accounting for 59.7460% of the share capital and, respectively, of the total voting rights, approves 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) By a number of 5,172,529 "For" votes representing 96.1565% of the total votes held by present or represented shareholders, accounting for 59.7460% of the share capital, and, respectively, of the total voting rights approves to formulate a request to the Trade Register Office 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..

Art. 3. By a number of 5,379,239 "For" votes representing 99.9992% of the total votes held by the present or represented shareholders, accounting for 62.1337% of the share capital and, respectively, of the total voting rights, approves the registration date 20.05.2022 advanced by the Board of Directors, with ex-date 19.05.2022.

Art. 4. By a number 5,379,239 "For" votes representing 99.9992% of the total votes held by the present or represented shareholders, accounting for 62.1337% of the share capital and, respectively, of the total voting rights, empowers the President of the Extraordinary General Meeting of Shareholders session 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 grant the right to delegate, to another person, the proxy to perform the above-mentioned diligence.

Art. 5. Approves the amendment of the Articles of Incorporation of "CONPET" S.A., as per the proposals in the Annex to the EGMS Convening Notice. (Draft amendment of the Articles of Incorporation), as follows:

- By a number of 5,377,121 "For" votes representing 99.9599 % of the total votes held by the present or represented shareholders, accounting for 62.1092% of the share capital and, respectively, of the total voting rights,

Art.7 Secondary lines of business, of the Articles of Incorporation, shall be supplemented with the following activities:

- NACE Code 3511 - Electricity production

and bear the following contents:

0150 Activities in mixed farming (crop and animal production)

0910 Support activities for petroleum and natural gas extraction

1011 Processing and preserving of meat

1012 Processing and preserving of poultry meat

1013 Production of meat, including poultry meat products

1020 Processing and preserving of fish, crustaceans and mollusks'

1031 Processing and preserving of meat

1032 Manufacture of fruit and vegetable juice

1039 Processing and preserving of fruits and vegetables

2529 Manufacture of tanks, cisterns and containers of metal

2593 Manufacture of wire products, chains and springs



- 3313 Repair of electronic and optical equipment
- 3314 Repair of electrical equipment
- 3319 Repair of other equipment
- 3320 Installation of industrial machinery and equipment
- 3511 Electricity production
- 3513 Distribution of electricity
- 3530 Steam and air conditioning supply
- 3600 Water collection, treatment and supply
- 3700 Waste water collection and treatment
- 3811 Collection of non-hazardous waste
- 3821 Treatment and disposal of non-hazardous waste
- 3900 Remediation activities and other waste management services
- 4321 Electrical installation
- 4322 Sanitary installations, heating and air conditioning works
- 4329 Other construction installation
- 4511 Sale of cars and light motor vehicles (< 3.5 tons)
- 4519 Sale of other motor vehicles
- 4520 Maintenance and repair of motor vehicles
- 4671 Wholesale of solid, liquid and gaseous fuels and related products
- 4676 Wholesale of other intermediate products
- 4677 Wholesale of waste and scrap
- 4690 Non-specialized wholesale trade
- 4711 Retail sale in non-specialized stores, with predominant sale of food, beverages or tobacco
- 4719 Retail sale in non-specialized stores with predominant sale of non-alimentary products
- 4721 Retail sale of fresh fruits and vegetables in specialized stores
- 4722 Retail sale of meat and meat products in specialized stores
- 4723 Retail sale of fish, crustaceans and mollusks in specialized stores
- 4724 Retail sale of bread, cakes, flour and sugar confectionery in specialized stores
- 4730 Retail sale of automotive fuel in specialized stores
- 4920 Freight rail transport
- 4939 Other passenger land transport n.e.c.
- 4941 Freight transport by road
- 5210 Warehousing and storage

- 5221 Service activities incidental to land transportation
- 5224 Cargo handling
- 5229 Other transportation support activities
- 5510 Hotels and similar accommodation
- 5520 Short-stays and vacation accommodation facilities
- 5590 Other accommodation services
- 5610 Restaurants
- 5629 Other food services n.e.c.
- 5829 Editing activities of other software products
- 6110 Wired telecommunications activities
- 6120 Wireless telecommunications activities
- 6203 Computer facilities management activities (administration and operation)
- 6209 Other information technology and computer service activities
- 6311 Data processing, web hosting and related activities
- 6810 Buying and selling of own real estate
- 6820 Renting and operating of own or leased real estate
- 7112 Engineering activities and related technical consultancy
- 7120 Technical testing and analysis
- 7219 Research - Development on natural sciences and engineering
- 7711 Renting and leasing of cars and light motor vehicles
- 7712 Renting and leasing of cars and heavy motor vehicles
- 7721 Renting and leasing of recreational and sports goods
- 7732 Renting and leasing of construction and civil engineering machinery and equipment
- 7733 Renting and leasing of office machinery and equipment (including computers)
- 7739 Renting and leasing of other machinery, equipment and tangible goods n.e.c.
- 8299 Other business support service activities n.e.c.
- 8559 Other forms of education n.e.c.
- 8610 Hospital assistance activities
- 8690 Other human health activities
- 9311 Operation of sports facilities
- 9329 Other leisure and fun activities n.e.c..

- By a number of 5,377,121 "For" votes representing 99.9599% of the total votes held by the present or represented shareholders, accounting for 62.1092% of the share capital and, respectively, of the total voting rights,

Art. 8. The Share Capital Para (3) of the Articles of Incorporation is being amended and bear the following contents:

(3) The shareholding structure, corresponding to the consolidated synthetic structure of the shareholders on reference date 31.12.2021, is the following:

The ROMANIAN STATE, represented by the Ministry of Energy (the line ministry or its successors, according to the law)

Number of shares: 5,083,372

Value of contribution to the share capital: 16,775,127.60 RON

Share on profit and loss: 58.7162 %

SHAREHOLDERS LEGAL PERSONS

Number of shares: 2,292,221

Value of contribution to the share capital: 7,564,329.3 RON

Share on profit and loss: 26.4766 %

SHAREHOLDERS NATURAL PERSONS

Number of shares: 1,281,935

Value of contribution to the share capital: 4,230,385.5 RON

Share on profit and loss: 14.8072%

- By a number of 5,377,121 "For" votes representing 99.9599 % of the total votes held by the present or represented shareholders, accounting for 62.1092% of the share capital and, respectively, of the total voting rights,

Art. 35. Para 2 of the Articles of Incorporation is being amended and bear the following contents:

(2) This Articles of Incorporation was updated on 28.04.2022 due to the amendments approved by the EGMS Resolution nr.1/ 28.04.2022, based on the Articles of Incorporation updated at 18.12.2018 and was drafted and signed in 3 (three) original copies.

Art.6. a) By a number of 5,377,121 "For" votes representing 99.9599% of the total votes held by the present or represented shareholders, accounting for 62.1092% of the share capital and, respectively, of the total voting rights, empowers the President of the EGMS meeting to sign the updated form of the Articles of Incorporation, following the approved amendments.

- By a number of 5,377,121 "For" votes representing 99.9599 % of the total votes held by the present or represented shareholders, accounting for 62.1092% of the share capital and, respectively, of the total



CONPET S.A., Romania
1-3 Anul 1848 Street, Ploiești 100559, Prahova
Tel: +40-244-401360; fax: +40-244-516451
TIN: RO 1350020; NACE Code 4950; CRN J29/6/22.01.1991
Subscribed and paid-up share capital 28 569 842.40 RON

voting rights, empowers the Director General to carry out the formalities necessary for the submission/registration of the updated form of the Articles of Incorporation at the Trade Register Office attached to the Prahova Law Court, publish it in the Official Gazette of Romania Part IV, as well as to grant the right to delegate, to another person, the proxy to perform the above-diligence.

President of the General Meeting

Albulescu Mihai - Adrian

EGMS Secretary

Dumitru Aura - Gabriela

Technical Secretariate

Modoran Adina

Rusu Andreea

Note: Resolution no. 1/28.04.2022 of the Extraordinary General Meeting of Shareholders of "CONPET" SA has been issued in 3 (three) original counterparts.



e-mail: conpet@conpet.ro
www.conpet.ro