

## CONVENING NOTICE

(supplementing the agenda of the Extraordinary General Meeting of Shareholders (EGMS)  
convened for 28.04.2022 – first call/29.04.2022 – second call)

### 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 Decision of the Board of Directors no. 6/07.04.2022, supplements the agenda of the Extraordinary General Meeting of Shareholders, convened for **28.04.2022 - first call/ 29.04.2022 - second call, 11:00 AM**, which will take place at the Company's headquarters in Ploiești Municipality, no. 1-3 Anul 1848 Street, Prahova County and to which only persons who have the capacity of shareholders have the right to participate and vote, respectively are registered in the Company's Shareholders' Register at the end of the reference date **18.04.2022**, in accordance with the provisions of Law no. 31/1990, republished, subsequent amendments and completions, of GEO nr. 109/2011 *on corporate governance of public enterprises*, subsequent amendments and completions, of Law no. 24/2017 *on issuers of financial instruments and market operations* and of A.S.F. Regulation no. 5/2018, as well as with the Articles of Incorporation of the Company, respectively **at the request of S.I.F. Banat - Crișana S.A.**, as a shareholder who holds a number of shares representing 6.5% of the share capital of CONPET S.A., respectively with two items introduced on the agenda (positions no. 5 and 6 in the completed agenda):

*“1. Approval of the amendment of the Articles of Incorporation of “CONPET” S.A., as per the proposals in the Annex to the EGMS Convening Notice. (The Articles of Incorporation Draft amendment)*

*2. The Empowerment:*

- a) *Of the President of the Extraordinary General Meeting of Shareholders to sign the updated version of the Articles of Incorporation, following the approved amendments.*
- b) *Of the Director General to perform the necessary diligence in order to submit/register the updated version of the Articles of Incorporation at the Trade Register Office attached to Prahova Law Court, publish it in the Official Gazette of Romania Part IV - a, as well as to grant the right to delegate, to another person, the proxy to perform the above-mentioned diligence.”*

The initial EGMS Agenda dated 28.04.2022 - in first call/29.04.2022 - in second call, is supplemented accordingly, thus resulting in 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.
5. Approval of the amendment of the Articles of Incorporation of “CONPET” S.A., as per the proposals in the Annex to the EGMS Convening Notice. (The Articles of Incorporation Draft amendment)
6. The Empowerment:
  - a) Of the President of the Extraordinary General Meeting of Shareholders to sign the updated version of the Articles of Incorporation, following the approved amendments.

b) Of the Director General to perform the necessary diligence in order to submit/register the updated version of the Articles of Incorporation at the Trade Register Office attached to the Prahova Tribunal, publish it in the Official Gazette of Romania Part IV - a, as well as to grant the right to delegate, to another person, the the proxy to perform the above-mentioned diligence.”

Initial convening of the Extraordinary General Meeting of Shareholders was made in compliance with the legal requirements, the convening notice being published in the Official Gazette of Romania, Part IV, no. 1206/23.03.2022 and in the newspaper "Jurnalul" dated 23.03.2022.

The EGMS Convening Notice was established as Annex to the Current Report no. 5/21.03.2022, which was submitted to BSE and ASF on 21.03.2022 and published on the websites [www.bvb.ro](http://www.bvb.ro) and [www.conpet.ro](http://www.conpet.ro) on 21.03.2022.

The completion of the Agenda of the Extraordinary General Meeting of Shareholders convened on 28.04.2022 - in first call /29.04.2022 - in second call was made in accordance with the provisions of Art. 117<sup>1</sup> Para. (1) of Law no. 31/1990 *regarding the companies*, republished, subsequent amendments and completions, of Art. 105, Para. (3) of Law no. 24/2017, *regarding the issuers of financial instruments and market operations* and of art. 189 of ASF Regulation no. 5/2018 following the request of the significant shareholder S.I.F. Banat - Crișana S.A., to introduce two items on the agenda of the general meeting.

The Convening Notice containing the completed agenda, the request from S.I.F. Banat - Crisana S.A., the special empowerment model, the proposal of the EGMS draft decision, the correspondence voting bulletin, updated according to the supplemented Agenda are available starting 08.04.2022, 10:00 AM, on the website [www.conpet.ro](http://www.conpet.ro), section "Investor Relations/GMS Documents EGMS 28.04.2022", and at the headquarters of CONPET S.A. The shareholders may receive, upon request, copies of documents related to the items included on the agenda of the EGMS.

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).

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**CHAIRMAN OF THE BOARD OF DIRECTORS**

**CRISTIAN - FLORIN GHEORGHE**

**ANNEX TO THE EGMS CONVENING NOTICE DATED 28.04.2022/29.04.2022**

**DRAFT AMENDMENT**

of the Articles of Incorporation of CONPET S.A.

**CHAPTER III**

**SHARE CAPITAL, STOCKS**

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

- NACE Code 3511 - Electricity production

**and shall 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

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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 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

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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..

**Art. 8 The Share Capital Para. (3) of the Articles of Incorporation, with the current version:**

(3) The shareholding structure, corresponding to the consolidated synthetic structure of the shareholders on reference date 22.01.2015, is the following:

The ROMANIAN STATE, by the Ministry of Energy, Small and Medium-sized Enterprises and Business Environment (the relevant in-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: 2,920,264

Value of contribution to the share capital: 9,636,871.20 RON

Share on profit and loss: 33.7309 %

**SHAREHOLDERS NATURAL PERSONS**

Number of shares: 653,892

Value of contribution to the share capital: 2,157,843.60 RON

Share on profit and loss: 7.5529 %

**shall be amended and shall 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 relevant in-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



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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 %

#### **Art. 35 Para (2) of the Articles of Incorporation, with the current version:**

*(2) This Articles of Incorporation has been updated on 18.12.2018 following the amendments approved by EGMS Resolution no. 1/18.12.2018, based on the Articles of Incorporation updated on 28.08.2018 and was drafted and signed in 3 (three) original copies.*

#### **shall be amended and shall bear the following contents:**

*(2) This Articles of Incorporation has been updated on 28.04.2022 (29.04.2022) following the amendments approved by EGMS Resolution nr. 1/28.04.2022 (29.04.2022), based on the Articles of Incorporation updated on 18.12.2018 and was drafted and signed in 3 (three) original copies.*

### **CHAIRMAN OF THE BOARD OF DIRECTORS**

**CRISTIAN - FLORIN GHEORGHE**