

RESOLUTION NO. 2
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)
of “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. 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.