

No. 30588/ 12.08.2022

**Current report no. 22/2022  
as per Law no. 24/ 2017 and ASF Regulation no. 5/2018**

<b>Report date:</b>	<b>12.08.2022</b>
<b>Issuer's Name:</b>	<b>CONPET S.A. Ploiești</b>
<b>Registered Offices:</b>	<b>No. 1-3, Anul 1848 Street, Ploiești</b>
<b>Telephone/facsimile/email:</b>	<b>0244/ 401360/ 516451/ 402385/ <a href="mailto:actionariat@conpet.ro">actionariat@conpet.ro</a></b>
<b>Tax Identification Number at the Trade Register Office</b>	<b>1350020</b>
<b>No. at the Trade Registry:</b>	<b>J29/ 6/ 22.01.1991</b>
<b>Subscribed and paid-up share capital:</b>	<b>28,569,842.40 RON</b>
<b>Total number of shares:</b>	<b>8,657,528 nominative shares</b>
<b>The regulated market trading the issued securities:</b>	<b>B.V.B., PREMIUM Category</b>

**Reporting significant events:** As per Art. 234, Para.1, letter c) of ASF Regulation no 5/2018:

**I. OGMS call for the date 20.09.2022 (in first call)/ 21.09.2022 (in second call), 10.00 A.M.  
II EGMS call for the date 20.09.2022 (in first call)/ 21.09.2022 (in second call), 11.00 A.M.**

**I. The OGMS call for the date of 20.09.2022 (in first call)/ 21.09.2022 (in second call), 10.00 A.M.**  
Following the decision of the meeting of the Board of Directors dated 12.08.2022, the company CONPET SA informs the shareholders and the investing public on the call of the OGMS for the date 20.09.2022 (in first call)/21.09.2022 (in second call).

**The OGMS** is convened for the date of **20.09.2022 (in first call)/21.09.2022 (in second call), 10.00 AM**, at the company's registered office in Ploiești, no. 1-3 Anul 1848 Street. **The reference date** of the OGMS is **09.09.2022**. **The registration date proposed** by the Board of Directors for the meeting is **18.10.2022**, the settlement of the date of **17.10.2022** as **ex-date** related to the OGMS.

**The OGMS convening notice includes the following Agenda:**

1. Election of a Secretary of the Ordinary General Meeting of Shareholders (OGMS).
2. Presentation of the Administrators' Report regarding the activity for 2022H1 (period January - June 2022), prepared as per the provisions of Art. 223 of ASF Regulation no. 5/2018 and Art. 55 of GEO no. 109/2011, accompanied by the Financial Statements at the date and for the six months period ended June 30, 2022, prepared as per Order of the Ministry of Public Finance no. 2844/2016 and the International Accounting Standard 34 "Interim Financial Reporting" and the Report of the financial auditor on the review of the interim financial statements, prepared by the audit firm BDO Audit SRL.
3. Approval of the registration date 18.10.2022 advanced by the Board of Directors, with ex-date 17.10.2022.
4. The empowerment of the President of the Ordinary General Meeting of Shareholders to sign the OGMS Resolution and of the Director General to sign the documents necessary to carry out the formalities at the Trade Register Office attached to the Prahova Tribunal regarding the registration of administrators and the publication of the OGMS Resolution in the Official Gazette of Romania Part



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IV, as well as to be granted the right to delegate, to another person within the company, the proxy to perform the above-mentioned diligence.

**II EGMS call for the date 20.09.2022 (in first call)/ 21.09.2022 (in second call), 11.00 A.M.**

Following the decision of the meeting of the Board of Directors dated 12.08.2022, the company CONPET SA informs the shareholders and the investing public on the call of the EGMS for the date 20.09.2022 (in first call)/21.09.2022 (in second call).

**The EGMS** is convened for the date of **20.09.2022 (in first call)/21.09.2022 (in second call), 11.00 AM**, at the company's registered office in Ploiești, no. 1-3 Anul 1848 Street. **The reference date** of the EGMS is **09.09.2022**. **The registration date proposed** by the Board of Directors for the meeting is **18.10.2022**, the settlement of the date of **17.10.2022 as ex-date** related to the EGMS and settlement of the date of **19.10.2022 as date of payment** (ASF Regulation no. 5/2018)

**The EGMS convening notice includes the following Agenda:**

1. Election of a Secretary of the Extraordinary General Meeting of Shareholders (EGMS).
2. Approval of the augmentation of the share capital by the maximum value of 129,454,564.80 RON representing contributions in kind (lands) amounting to 76,010,810.70 RON and in cash amounting to maximum 53,443,754.10 RON, from the current value of 28,569,842.40 RON to a maximum of 158,024,407.20 RON by issuing a maximum number of 39,228,656 new, nominative, dematerialized shares, at a price of 3.3 RON/share, equal to the nominal value, without share premium, out of which: (i) 23,033,579 new shares in amount of 76,010,810.70 RON representing the contribution in kind of the Romanian State by representative the Ministry of Energy with land plots in total surface of 554,337 sq.m, subject to 48 land ownership certificates for which CONPET has obtained, during 2001-2005, land ownership certificates. The land plots representing contribution in kind, namely the value of the contribution are presented in the attached Appraisal report; (ii) 16,195,077 new shares in amount of 53,443,754.10 RON that will be offered, within the exercise of the preemption right, for subscription in exchange of the contribution in kind of the Romanian State to the other CONPET shareholders, namely to the persons entitled as shareholder at the registration date, in view of maintaining the shareholding percentages held within CONPET at the registration date.

CONPET shareholders will be able to exercise the preemption rights within maximum one-month time as of the date mentioned in the prospectus, date subsequent to the registration date and the publishing date of the resolution of the Extraordinary General Meeting of Shareholders in the Official Gazette of Romania, Part IV, namely they will be entitled to subscribe a number of shares proportional to the number of shares held at the registration date.

The new shares will be offered for subscription at the nominal values, namely 3.3. RON/share without share premium.

The subscription rate will be of 4.531161 determined by the ratio between the maximum number of new shares issued for the exercising of the preemption right (39,228,656 shares) and the total number of shares held by the shareholders in the existing share capital (8,657,528 shares).

Therefore, each shareholder recorded at the registration date may subscribe to each held share 4.531161 newly issued shares.

The due number of new shares that can be subscribed based on the preemption rights held is being calculated by multiplying the subscription Rate (4.531161) by the number of held shares and the result, in case it's not an integer number, will be rounded down to the closest integer.

After the expiry of the due date for the exercise of the preemption rights all the unsubscribed shares will be annulled.



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**3.** The approval of the transfer to the company's reserves of the amount of 1.3 RON representing the difference of contribution in kind of the Romanian State for which cannot be issued a whole share.

**4.** The Empowerment of the Board of Directors of the Company, for the performance of any and all necessary diligence for the fulfillment of the resolution of the Extraordinary General Meeting of Shareholders, here included, but not limited to, the initiation (selection of the intermediary for the preparation of the offer prospectus, approval of the prospectus and of the offer notice with regards to the augmentation of the share capital and the coordination of the process for submission of all documents related to the approval of the offer Prospectus by the Financial Supervisory Authority), the carry out (here included the establishing and approval of the subscription procedure, the payment methods, the payment date, the place where the operations are being performed, the ascertainment and validation of the performed subscriptions, cancellation of the unsubscribed shares, the settlement of the exact value by which the share capital is being augmented), the closing (approval of the augmentation of the share capital following subscription and payment of the price/issuance of new shares), registration and performance of the augmentation of the share capital, the corresponding amendment of the articles of incorporation of the Company, the wording and execution of all documents and the performance of all due diligence for the application and registration of the share capital to the competent authorities.

**5.** Approval of the registration date 18.10.2022 advanced by the Board of Directors, with ex-date 17.10.2022 and payment date 19.10.2022 (as per ASF Regulation no. 5/2018).

**6.** The empowerment of the President of the Extraordinary General Meeting of Shareholders to sign the EGMS Resolution and of the Director General to sign the documents necessary to carry out the formalities at the Trade Register Office attached to the Prahova Tribunal regarding the registration and the publishing of the EGMS Resolution in the Official Gazette of Romania Part IV, as well as to be granted the right to delegate, to another person within the company, the proxy to perform the above-mentioned diligence.

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**We hereby attach to the current report the OGMS and EGMS Convening notices, convened for 20.09.2022 / 21.09.2022.**

Director General  
Eng. Dorin TUDORA



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**CONVENING NOTICE**  
**THE BOARD OF DIRECTORS OF THE COMPANY CONPET S.A.**

unitary-system administered company incorporated and functioning according to the applicable Romanian legislation, headquartered in Ploiești, Anul 1848 street, registered at the Trade Register 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 the provisions of Law no. 31/1990 on the companies, republished subsequent amendments and completions, of GEO no. 109/2011 on the corporate governance of public institutions, amended and completed by Law no. 111/2016, of Law no. 24/2017, with regards to the issuers of financial instruments and market operations, of ASF Regulation no.5/2018 on the financial instruments and market operations issuers and other applicable acts, as well as the Articles of Incorporation of the Company, summoned in the Board of Directors meeting dated 12.08.2022

**CONVENES**

**THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)**

for the date of **20.09.2022, 10.00 A.M.**, which will take place at the Company's headquarters in Ploiești, no. 1-3, Anul 1848 Street, Prahova County, with the following:

**AGENDA:**

- 1.** Election of a Secretary of the Ordinary General Meeting of Shareholders (OGMS).
- 2.** Presentation of the Administrators' Report regarding the activity for 2022H1 (period January - June 2022), prepared as per the provisions of Art. 223 of ASF Regulation no. 5/2018 and Art. 55 of GEO no. 109/2011, accompanied by the Financial Statements at the date and for the six months period ended June 30, 2022, prepared as per Order of the Ministry of Public Finance no. 2844/2016 and the International Accounting Standard 34 "Interim Financial Reporting" and the Report of the financial auditor on the review of the interim financial statements, prepared by the audit firm BDO Audit SRL.
- 3.** Approval of the registration date 18.10.2022 advanced by the Board of Directors, with ex-date 17.10.2022.
- 4.** The empowerment of the President of the Ordinary General Meeting of Shareholders to sign the OGMS Resolution and of the Director General to sign the documents necessary to carry out the formalities at the Trade Register Office attached to the Prahova Tribunal regarding the registration of administrators and the publication of the OGMS Resolution in the Official Gazette of Romania Part



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IV, as well as to be granted the right to delegate, to another person within the company, the proxy to perform the above-mentioned diligence.

In case that, at the date of the first call of the OGMS, respectively **20.09.2022, 10:00 AM**, have not been met the quorum/validity conditions stipulated by law and the Articles of Incorporation for the carry out of the general meeting, the OGMS is convened for the date of **21.09.2022, 10:00 AM** (in second call), at the Company's headquarters in Ploiești, no. 1-3, Anul 1848 Street, with the same Agenda.

At the OGMS (in first call and second call) have the right to participate and vote only shareholders who are registered as CONPET S.A. shareholders on **09.09.2022 (the reference date)** in the Company's Shareholders Registry held and issued by Depozitarul Central S.A..

The OGMS draft resolution and the meeting materials related to the Agenda of the OGMS are available both in Romanian and English, on the Company's web page at the address [www.conpet.ro](http://www.conpet.ro), section **“Investor Relations/GMS Documents” – OGMS dated 20.09.2022**, starting 19.08.2022, 08.00 AM, as well as at the Company headquarters (BoD and GMS Secretariat Bureau), as of 19.08.2022, during working days, between 10.00 AM–14:30.

The shareholders may obtain, upon request, copies of documents relating to the items included on the agenda of the OGMS.

One or more shareholders, representing, individually or collectively, at least 5% of the Company's share capital, have/has the right to:

- 1) introduce new items on the Agenda of the OGMS, provided that every item be attached by a substantiation or a draft decision proposed to be adopted by the general meeting; the requests are to be received by the Company “CONPET” S.A., in no more than 15 days as of the convening notice publishing date, namely the date **01.09.2022, 10:00 AM**.
- 2) submit draft resolutions for the items included or proposed to be included on the Agenda of the general meeting; the requests are to be received by “CONPET” S.A. in no more than 15 days as of the convening notice publishing date, namely the date **01.09.2022, 10:00 AM**.

In case the act of exercising one's right to introduce new items on the Agenda of the general meeting determines the amendment of the Agenda of the published Convening Notice, the Company will make all due diligence to republish the OGMS Convening Notice containing the supplemented/revised Agenda, prior to the reference date 09.09.2022.



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In case the Agenda of the General meeting is being complemented/revised and the shareholders fail to submit the updated special empowerment forms and/or the correspondence voting bulletins, the special empowerments and the correspondence voting bulletins submitted prior to the complementation/revision of the Agenda will be considered exclusively for the items herein included in the complemented/revised Agenda.

The requests regarding the introduction of additional items on the OGMS Agenda/submission for approval to the OGMS of draft resolutions for the items included or proposed to be included on the Agenda of the OGMS accompanied by the justification/draft decisions proposed for endorsement to the general meeting for the items included or proposed to be included on the OGMS agenda, must be formulated in writing to the Board of Directors, in compliance with the afore-mentioned deadlines and shall be submitted, by any form of courier service with receipt of confirmation, directly to “CONPET” S.A., headquartered in Ploiești 1-3 Anul 1848 Street, Prahova, in closed envelope with the mention **“BoD and GMS Secretariat Bureau - for the Ordinary General Meeting of Shareholders dated 20.09.2022”** or by e-mail with incorporated electronic extended signature under Law no. 455/2001 regarding the electronic signature, at the address [actionariat@conpet.ro](mailto:actionariat@conpet.ro).

The Company's shareholders, notwithstanding their contribution to the share capital, have the right to address questions in writing, in Romanian or English, regarding the items on the agenda of the OGMS, these questions following to be submitted and registered to the Company's headquarters in Ploiești, 1-3 Anul 1848 Street, Prahova, by any form of courier service with receipt of confirmation, directly to “CONPET” S.A., headquartered in Ploiești, No. 1-3, Anul 1848 Street Prahova, in closed envelope with the mention **“BoD and GMS Secretariat Bureau - for the Ordinary General Meeting of Shareholders dated 20.09.2022”** or by e-mail with extended, electronic signature incorporated under the law no. 455/2001 regarding the electronic signature, at the address [actionariat@conpet.ro](mailto:actionariat@conpet.ro), up to **12.09.2022, 10.00 AM..**

In order to identify the shareholder natural person, or, as the case may be, the legal representative of the shareholder legal person or entity bearing no legal personality, addressing questions, making proposals for the supplementation of the Agenda or advancing draft resolutions, they will also have to attach to the named request copies of the documents asserting their identity.

The answers to the addressed questions will be published on the Company's website [www.conpet.ro](http://www.conpet.ro), section “Investor Relations - Trading Information - FAQ”, as well as in the section **“Investor Relations/ GMS Documents”. - OGMS dated 20.09.2022.**



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At the OGMS may take part and vote only the shareholders registered at the reference date **09.09.2022**, in person or by representatives, based on the special or general empowerment, as per the legal provisions.

The special and general empowerment will be available, as of 19.08.2022, 08.00 AM, in Romanian and English language, in electronic format on its webpage, at the address [www.conpet.ro](http://www.conpet.ro), section **“Investor Relations/GMS Documents”**. - **OGMS dated 20.09.2022** and at the company headquarters, BoD and GMS Secretariat Bureau, starting 19.08.2022, during working days, between 10:00 AM–14:30.

The special empowerment shall contain the method to identify the shareholder capacity and the number of shares held, as well as specific voting instructions, with the clear mention of the voting option “for” or “against” for every item from the Agenda of the Ordinary General Meeting of Shareholders. The Abstention position adopted by a shareholder regarding the items included on the agenda of the general meeting of shareholders is not deemed expressed vote.

The special empowerment form will be updated by the Company if new items on the OGMS Agenda are added.

In case of discussing, within the Ordinary General Meeting of Shareholders, in compliance with the legal provisions, about certain items not included in the published agenda, the empowered person may vote on these according to the interest of the represented shareholder.

The shareholder may grant a general empowerment valid for a period that will not exceed 3 years, allowing his representative to vote in all aspects under the debate of general meetings of shareholders of one or more issuers identified in the empowerment, individually or by general formulation related to a certain category of issuers, including what relates to the acts of disposition. The general empowerment may be granted by the shareholder, as a customer, only to an intermediary as defined in Art. 2 Para. (1) item 19 of Law no. 24/2017 regarding the issuers of financial instruments and market operations, or to an attorney.

The special empowerment in original, signed and stamped, as the case may be, as well as the signed general empowerment, before its first use, in copy, with the mention of conformity with the original under the signature of the legal representative and accompanied by the affidavit in original, signed and stamped, as the case may be, given by the legal representative of the intermediary or by the attorney who received the power of attorney for representation by general empowerment, where from to result that the power of attorney is granted by that shareholder, as client, to the intermediary or

attorney, as the case may be, and that the empowerment is signed by the shareholder, including by annexing the extended electronic signature, if applicable, as well as the mandate received by the Order of the Minister of Energy for the participation of the state representative in the General Meeting of Shareholders, in original, shall be submitted, in Romanian or English, at "CONPET" S.A. headquarters in Ploiești, 1-3 Anul 1848 Street, Prahova County, within at least 24 hours prior to the meeting, namely until **19.09.2022, 10:00 AM**, in closed envelope, with the mention: "**BoD and GMS Secretariat Bureau**" - **For the Ordinary General Meeting of Shareholders dated 20.09.2022**, or can be submitted by incorporated electronic extended signature, as per the provisions of Law no. 455/2001 regarding the electronic signature, up to the same above-mentioned date and time, to the email address: [actionariat@conpet.ro](mailto:actionariat@conpet.ro), under the penalty provided by Art. 125 paragraph (3) of Law no.31/1990 regarding companies, subsequent amendments and additions.

If the representative of the shareholder/shareholders is a credit institution performing custody services, it may participate and vote in the OGMS, provided that it submits to the company up to **19.09.2022, 10.00 AM**, in original, an affidavit, signed and as the case may be stamped by the legal representative of the credit institution, where it is clearly mentioned the name/title of the shareholder on behalf of whom the credit institution participates and votes within OGMS, as well as the fact that the credit institution provides custody services for the respective shareholder under the voting instructions received by electronic communication means without being necessary to draw up a special or general empowerment by the shareholder. The custodian votes in the GMS exclusively according to and within the limit of instructions received from its clients bearing the capacity of shareholders on the reference date 09.09.2022.

The shareholders registered at the reference date may also vote by correspondence, before the OGMS, using the correspondence voting bulletin, available starting 19.08.2022, 08.00 AM, in Romanian and English, in electronic format on its web page, at the address [www.conpet.ro](http://www.conpet.ro), section "**Investor Relations/GMS Documents**"- OGMS dated **20.09.2022** and at the company headquarters, BoD and GMS Secretariat Bureau, starting 19.08.2022, during working days, between 10:00 AM–14:30.

The correspondence voting bulletins must be filled in and signed by the shareholders – natural persons and accompanied by the copy of the identity card of the shareholder signed according to the original by the holder of the identity card/filled in and signed by the legal representative of the

shareholder – legal person, accompanied by the official document asserting its capacity of legal representative.

The capacity of shareholder, as well as, in case of shareholders – legal persons or entities without legal personality, the capacity of legal representative is proved based on the list of shareholders on the reference/registration date, received by the Company from Depozitarul Central S.A. or, as the case may be, for different reference/registration data, based on the following documents submitted to the Company by the shareholder, issued by Depozitarul Central S.A. or by the participants defined according to capital market legislation, providing custody services:

- a) the bank statement which certifies the capacity of shareholder and number of held shares;
- b) the documents certifying the registration of information concerning the legal representative at Depozitarul Central S.A./respective participants.

If the data regarding the capacity of legal representative have not been updated at Depozitarul Central by the shareholder legal person until the reference date, the evidence of legal representative is being made based on a confirmation of company details issued by the Trade Register Office, in original or certified true copy, or any other document issued by a competent authority in the state where the shareholder is legally registered attesting the quality of legal representative, issued by up to 3 months prior to the date of publishing the convening notice.

The documents attesting the capacity of legal representative, drawn up in a foreign language, other than English, will be accompanied by the translation carried out by an authorized translator in Romanian or English language. The legalization or apostillation of documents certifying the capacity of legal representative of the shareholder is not necessary.

The correspondence voting bulletins, accompanied by legal documents, will be submitted in original, in Romanian or English language, by any form of courier services with acknowledgment of receipt, directly to “CONPET” S.A. headquartered in Ploiești, 1-3 Anul 1848 Street, Prahova, in closed envelope with the mention **“BoD and GMS Secretariat Bureau - for the Ordinary General Meeting of Shareholders dated 20.09.2022”** or by e-mail with extended, electronic signature incorporated under the law no. 455/2001 regarding the electronic signature, at the address [actionariat@conpet.ro](mailto:actionariat@conpet.ro), up to **19.09.2022, 10.00 AM**.

The correspondence voting bulletins/special or general empowerments that are not received at the Company’s Headquarters within the indicated terms, respectively up to 19.08.2022, 10.00 AM will



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not be considered for determining the quorum and majority in the Ordinary General Meeting of Shareholders.

The rules established by this Convening Notice for the organization of the OGMS meeting dated 20.09.2022 (in first call)/21.09.2022 (in second call) will be supplemented by the legal requirements applicable to the public enterprises whose shares are being traded on the securities market.

Additional information can be obtained from “CONPET” S.A. headquarters in Ploiești, 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, email: [actionariat@conpet.ro](mailto:actionariat@conpet.ro).

**CHAIRMAN OF THE BOARD OF DIRECTORS**  
**CRISTIAN - FLORIN GHEORGHE**



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## **CONVENING NOTICE**

### **THE BOARD OF DIRECTORS 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 Register 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 the provisions of Law no. 31/1990 on the companies, republished subsequent amendments and completions, of GEO no. 109/2011 on the corporate governance of public institutions, amended and completed by Law no. 111/2016, of Law no. 24/2017, with regards to the issuers of financial instruments and market operations, of ASF Regulation no.5/2018 on the financial instruments and market operations issuers and other applicable acts, as well as the Articles of Incorporation of the Company, met at the Board of Directors meeting dated 12.08.2022

### **CONVENES**

### **THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS)**

for the date of **20.09.2022, 11.00 A.M.**, which will take place at the Company's headquarters in Ploiești, no. 1-3, Anul 1848 Street, Prahova County, with the following:

### **AGENDA:**

1. Election of a Secretary of the Extraordinary General Meeting of Shareholders (EGMS).
2. Approval of the augmentation of the share capital by the maximum value of 129,454,564.80 RON representing contributions in kind (lands) amounting to 76,010,810.70 RON and in cash amounting to maximum 53,443,754.10 RON, from the current value of 28,569,842.40 RON to a maximum of 158,024,407.20 RON by issuing a maximum number of 39,228,656 new, nominative, dematerialized shares, at a price of 3.3 RON/share, equal to the nominal value, without share premium, out of which:
  - (i) 23,033,579 new shares in amount of 76,010,810.70 RON representing the contribution in kind of the Romanian State by representative the Ministry of Energy with land plots in total surface of 554,337 sq.m, subject to 48 land ownership certificates for which CONPET has obtained, during 2001-2005, land ownership certificates. The land plots representing contribution in kind, namely the value of the contribution are presented in the attached Appraisal report;
  - (ii) 16,195,077 new shares in amount of 53,443,754.10 RON that will be offered, within the exercise of the preemption right, for subscription in exchange of the contribution in kind of the Romanian State



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to the other CONPET shareholders, namely to the persons entitled as shareholder at the registration date, in view of maintaining the shareholding percentages held within CONPET at the registration date.

CONPET shareholders will be able to exercise the preemption rights within maximum one-month time as of the date mentioned in the prospectus, date subsequent to the registration date and the publishing date of the resolution of the Extraordinary General Meeting of Shareholders in the Official Gazette of Romania, Part IV, namely they will be entitled to subscribe a number of shares proportional to the number of shares held at the registration date.

The new shares will be offered for subscription at the nominal values, namely 3.3. RON/share without share premium.

The subscription rate will be of 4.531161 determined by the ratio between the maximum number of new shares issued for the exercising of the preemption right (39,228,656 shares) and the total number of shares held by the shareholders in the existing share capital (8,657,528 shares).

Therefore, each shareholder recorded at the registration date may subscribe to each held share 4.531161 newly issued shares.

The due number of new shares that can be subscribed based on the preemption rights held is being calculated by multiplying the subscription Rate (4.531161) by the number of held shares and the result, in case it's not an integer number, will be rounded down to the closest integer.

After the expiry of the due date for the exercise of the preemption rights all the unsubscribed shares will be annulled.

**3.** The approval of the transfer to the company's reserves of the amount of 1.3 RON representing the difference of contribution in kind of the Romanian State for which cannot be issued a whole share.

**4.** The Empowerment of the Board of Directors of the Company, for the performance of any and all necessary diligence for the fulfillment of the resolution of the Extraordinary General Meeting of Shareholders, here included, but not limited to, the initiation (selection of the intermediary for the preparation of the offer prospectus, approval of the prospectus and of the offer notice with regards to the augmentation of the share capital and the coordination of the process for submission of all documents related to the approval of the offer Prospectus by the Financial Supervisory Authority), the carry out (here included the establishing and approval of the subscription procedure, the payment methods, the payment date, the place where the operations are being performed, the ascertainment and validation of the performed subscriptions, cancellation of the unsubscribed shares, the settlement of

the exact value by which the share capital is being augmented), the closing (approval of the augmentation of the share capital following subscription and payment of the price/issuance of new shares), registration and performance of the augmentation of the share capital, the corresponding amendment of the articles of incorporation of the Company, the wording and execution of all documents and the performance of all due diligence for the application and registration of the share capital to the competent authorities.

**5.** Approval of the registration date 18.10.2022 advanced by the Board of Directors, with ex-date 17.10.2022 and payment date 19.10.2022 (as per ASF Regulation no. 5/2018).

**6.** The empowerment of the President of the Extraordinary General Meeting of Shareholders to sign the EGMS Resolution and of the Director General to sign the documents necessary to carry out the formalities at the Trade Register Office attached to the Prahova Tribunal regarding the registration and the publishing of the EGMS Resolution in the Official Gazette of Romania Part IV, as well as to be granted the right to delegate, to another person within the company, the proxy to perform the above-mentioned diligence.

In case that, at the date of the first call of the EGMS, respectively **20.09.2022, 11.00 A.M.**, have not been met the quorum/validity conditions stipulated by law and the Articles of Incorporation for the carry out of the general meeting, the EGMS is being convened for the date of **21.09.2022, 11:00 AM** (in second call), at the Company's headquarters in Ploiești, No. 1-3, Anul 1848 Street, by the maintenance of the Agenda.

At the EGMS (in first call and second call) have the right to participate and vote only shareholders who are registered as CONPET S.A. shareholders on **09.09.2022 (the reference date)** in the Company's Shareholders Registry held and issued by Depozitarul Central S.A..

The EGMS draft resolution and the meeting materials are available both in Romanian and English, on the Company's web page at the address, section "**Investor Relations/GMS Documents**" – **EGMS dated 20.09.2022**, starting 19.08.2022, 08.00 AM, as well as at the Company headquarters (BoD and GMS Secretariat Bureau), starting with 19.08.2022, during working days, between 10.00 AM–14:30.

The shareholders may obtain, upon request, copies of documents relating to the items included on the agenda of the EGMS.

One or more shareholders, representing, individually or collectively, at least 5% of the Company's share capital, have/has the right to:



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1) introduce new items on the Agenda of the EGMS, provided that every item be attached by a substantiation or a draft decision proposed to be adopted by the general meeting, the requests following to be received by "CONPET" S.A., in no more than 15 days as of the convening notice publishing date, namely up to **01.09.2022, 13:00**.

2) submit draft resolutions for the items included or proposed to be included on the Agenda of the general meeting; the requests are to be received by "CONPET" S.A. in no more than 15 days as of the convening notice publishing date, namely up to **01.09.2022, 13:00**.

In case the act of exercising one's right to introduce new items on the Agenda of the general meeting determines the amendment of the Agenda of the published Convening Notice, the Company will make all due diligence to republish the EGMS Convening Notice considering the supplemented/revised Agenda, prior to the reference date 09.09.2022.

In case the Agenda of the General meeting is being complemented/revised and the shareholders fail to submit the updated special empowerment forms and/or the correspondence voting bulletins, the special empowerments and the correspondence voting bulletins submitted prior to the supplementation/revision of the Agenda will be considered exclusively for the items herein included in the complemented/revised Agenda.

The requests regarding the introduction of additional items on the EGMS Agenda/submission for approval to the EGMS of draft resolutions for the items included or proposed to be included on the Agenda of the EGMS accompanied by the justification/draft decisions proposed for endorsement to the general meeting for the items included or proposed to be included on the EGMS agenda, must be formulated in writing to the Board of Directors, in compliance with the afore-mentioned deadlines and shall be submitted, by any form of courier service with receipt of confirmation, directly to "CONPET" S.A., headquartered in Ploiești 1-3 Anul 1848 Street, Prahova, in closed envelope with the mention "**BoD and GMS Secretariat Bureau - for the Extraordinary General Meeting of Shareholders dated 20.09.2022**" or by email with incorporated electronic extended signature under Law no. 455/2001 regarding the electronic signature, at the address [actionariat@conpet.ro](mailto:actionariat@conpet.ro).

The shareholders of the company, regardless of their participation in the share capital, have the right to ask questions in writing in Romanian or English, on the items on the agenda of the EGMS; the questions are to be sent to the Company's headquarters in Ploiești, 1-3 Anul 1848 Street, Prahova County, by any form of courier service with receipt of confirmation, directly to "CONPET" S.A., headquartered in Ploiești, 1-3 Anul 1848 Street, Prahova, in closed envelope with the mention "**BoD**

**and GMS Secretariat Bureau for the Extraordinary General Meeting of Shareholders dated 20.09.2022” or by email with incorporated electronic extended signature under Law no. 455/2001 regarding the electronic signature, at the address [actionariat@conpet.ro](mailto:actionariat@conpet.ro), up to 12.09.2022, 11.00 AM.**

In order to identify the shareholder natural person, or, as the case may be, the legal representative of the shareholder legal person or entity bearing no legal personality, addressing questions, making proposals for the complementation of the Agenda or advancing draft resolutions, they will also have to attach, to the named request, copies of the documents asserting their identity.

The answers to the addressed questions will be published on the Company's website at [www.conpet.ro](http://www.conpet.ro), section “Investor Relations - Trading Information - FAQ”, as well as in the section “**Investor Relations/ GMS Documents” - EGMS dated 20.09.2022.**

At the EGMS may take part and vote only the shareholders registered at the reference date **09.09.2022**, in person or by representatives, based on the special or general empowerment, as per the legal provisions.

The special and general empowerment will be available, as of 19.08.2022, 08.00 AM, in Romanian and English language, in electronic format on its webpage, at the address [www.conpet.ro](http://www.conpet.ro), section “**Investor Relations/GMS Documents”**. - **EGMS dated 20.09.2022** and at the company headquarters, the BoD and GMS Secretariat Bureau, starting 19.08.2022, during working days, between 10:00 AM–14:30.

The special empowerment shall contain the method of identification of the quality of shareholder and the number of shares held, as well as specific voting instructions, with the clear mention of the voting option “for” or “against” for every item submitted for approval and included in the Agenda of the EGMS. The Abstention position adopted by a shareholder regarding the items included on the agenda of the general meeting of shareholders is not deemed expressed vote.

The special empowerment form will be updated by the Company if new items on the EGMS Agenda are added.

In case of discussing within the EGMS, in compliance with the legal provisions, of certain items not included in the published agenda, the empowered person may vote on these according to the interest of the represented shareholder.

The shareholder may grant a general empowerment valid for a period that will not exceed 3 years, allowing his representative to vote in all aspects under the debate of general meetings of shareholders of one or more issuers identified in the empowerment, individually or by general

formulation related to a certain category of issuers, including what relates to the acts of disposition. The general empowerment may be granted by the shareholder, acting as a customer, only to an intermediary as defined in Art. 2 Para. (1) item 20 of Law no. 24/2017 regarding the issuers of financial instruments and market operations, or to an attorney.

The special empowerment in original, signed and stamped, as the case may be, as well as the signed general empowerment, before its first use, in copy, with the mention of conformity with the original under the signature of the legal representative and accompanied by the affidavit in original, signed and stamped, as the case may be, given by the legal representative of the intermediary or by the attorney who received the power of attorney for representation by general empowerment, where from to result that the power of attorney is granted by that shareholder, as client, to the intermediary or attorney, as the case may be, and that the empowerment is signed by the shareholder, including by annexing the extended electronic signature, if applicable, as well as the mandate received by the Order of the Minister of Energy for the participation of the state representative in the General Meeting of Shareholders, in original, shall be submitted, in Romanian or English, at "CONPET" S.A. headquarters in Ploiești, 1-3 Anul 1848 Street, Prahova County, within at least 24 hours prior to the meeting, namely until **19.09.2022, 11:00 AM**, in closed envelope, with the mention: "**BoD and GMS Secretariat Bureau**" - **For the Extraordinary General Meeting of Shareholders dated 20.09.2022**", or can be submitted by incorporated electronic extended signature, as per the provisions of Law no. 455/2001 regarding the electronic signature, up to the same above-mentioned date and time, to the email address: [actionariat@conpet.ro](mailto:actionariat@conpet.ro), under the penalty provided by Art. 125 paragraph (3) of Law no. 31/1990 regarding companies, subsequent amendments and additions.

If the representative of the shareholder/shareholders is a credit institution performing custody services, this one may participate and vote in the EGMS, provided that it submits to the company up to **19.09.2022, 11.00 AM**, in original, an affidavit, signed and as the case may be stamped by the legal representative of the credit institution, where it is clearly mentioned the name/title of the shareholder on behalf of whom the credit institution participates and votes within EGMS, as well as the fact that the credit institution provides custody services for the respective shareholder under the voting instructions received by electronic communication means without being necessary to draw up a special or general empowerment by the shareholder. The custodian votes in the GMS exclusively according to and within the limit of instructions received from its clients bearing the capacity of shareholders at the reference date **09.09.2022**.



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The shareholders registered at the reference date may also vote by correspondence, before the EGMS, using the correspondence voting bulletin available in Romanian and English, starting 19.08.2022, 08.00 AM, in electronic format on its web page, at the address [www.conpet.ro](http://www.conpet.ro) section **“Investor Relations/GMS Documents” - EGMS dated 20.09.2022**, as well as at the company headquarters (BoD and GMS Secretariat Bureau), starting 19.08.2022, during working days, between 10:00–14:30.

The correspondence voting bulletins must be filled in and signed by the shareholders – natural persons and accompanied by the copy of the identity card of the shareholder signed according to the original by the holder of the identity card/filled in and signed by the legal representative of the shareholder – legal person, accompanied by the official document asserting its capacity of legal representative.

The capacity of shareholder, as well as, in case of shareholders – legal persons or entities without legal personality, the capacity of legal representative is proved based on the list of shareholders on the reference/registration date, received by the Company from Depozitarul Central S.A. or, as the case may be, for dates different from the reference/registration date, based on the following documents submitted to the Company by the shareholder, issued by Depozitarul Central S.A. or by the participants defined according to capital market legislation, providing custody services:

- a) the bank statement which certifies the capacity of shareholder and number of held shares;
- b) the documents certifying the registration of information concerning the legal representative at Depozitarul Central S.A./respective participants.

If the data regarding the capacity of legal representative have not been updated at Depozitarul Central by the shareholder legal person until the reference date, the evidence of legal representative is being made based on a confirmation of company details issued by the Trade Register Office, in original or certified true copy, or any other document issued by a competent authority in the state where the shareholder is legally registered attesting the quality of legal representative, issued by up to 3 months prior to the date of publishing the convening notice.

The documents attesting the capacity of legal representative, drawn up in a foreign language, other than English, will be accompanied by the translation carried out by an authorized translator in Romanian or English language. The legalization or apostillation of documents certifying the capacity of legal representative of the shareholder is not necessary.



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The correspondence voting bulletins, accompanied by the legal documents, will be submitted in original, in Romanian or English language, by any form of courier services with acknowledgment of receipt, directly to “CONPET” S.A. headquartered in Ploiești, 1-3 Anul 1848 Street, Prahova, in closed envelope with the mention **“BoD and GMS Secretariat Bureau for the Extraordinary General Meeting of Shareholders dated 20.09.2022”** or by email with incorporated electronic extended signature under Law no. 455/2001 regarding the electronic signature, at the address [actionariat@conpet.ro](mailto:actionariat@conpet.ro), up to **19.09.2022, 11.00 AM**.

The correspondence voting bulletins/special or general empowerments that are not received at the Company’s Headquarters within the indicated terms, respectively up to 19.09.2022, 11.00 AM will not be considered for determining the quorum and majority in the EGMS.

The rules established by this Convening Notice for the organization of the EGMS meeting dated 20.09.2022 (in first call)/21.09.2022 (in second call) will be supplemented by the legal requirements applicable to the public enterprises whose shares are being traded on the securities market.

Additional information can be obtained at “CONPET” S.A. headquarters in Ploiești, no. 1-3, Anul 1848 Street, BoD and GMS Secretariat Bureau, tel. 0244.401.360, ext. 2655, 2579, facsimile 0244.516.451, between 08:00-14:30, email: [actionariat@conpet.ro](mailto:actionariat@conpet.ro).

#### CHAIRMAN OF THE BOARD OF DIRECTORS

**CRISTIAN - FLORIN GHEORGHE**



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