

No. 35345/ 20.09.2022

**Current report no. 30/2022**  
**as per Law no. 24/ 2017 and ASF Regulation no. 5/2018**

**Date of the report**

**20.09.2022**

**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](mailto: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.V.B., PREMIUM Category**

**Reporting significant events:** as per Art. 234 of the ASF Regulation no.5/2018: **the Resolution of CONPET S.A.'s Ordinary General Meeting of Shareholders (OGMS) and Extraordinary General Meeting of Shareholders (EGMS) dated 20.09.2022 (first call).**

**The Ordinary General Meeting of Shareholders (OGMS) convened for 20.09.2022/ 21.09.2022 carried out its proceedings on the first call, on 20.09.2022, starting at 10<sup>00</sup>, at the company's headquarters in Ploiești, no. 1-3 Anul 1848 Street, as a result of meeting the statutory - legal quorum conditions.**

The convening notice of the OGMS, approved via the Decision of the BoD no. 15/12.08.2022, was published in the Official Gazette of Romania, Part IV, no.3486/17.08.2022, as well as in the newspaper "Jurnalul", dated 17.08.2022, being sent to the Bucharest Stock Exchange and the Financial Supervisory Authority as an annex to the Current Report no.22/ 12.08.2022, report published on the websites [www.bvb.ro](http://www.bvb.ro) and [www.conpet.ro](http://www.conpet.ro).

The convening notice of the OGMS including the completed agenda, approved via the BoD Resolution no.18/01.09.2022, following the request of the Ministry of Energy shareholder, to introduce four items, was published in the Official Gazette of Romania no.3737/05.09.2022, Part IV and, respectively, in the newspaper "Jurnalul" dated 05.09.2022 and submitted to the Bucharest Stock Exchange and the Financial Supervisory Authority as an annex to Current Report no. 27/ 01.09.2022, report published on the websites [www.bvb.ro](http://www.bvb.ro) and [www.conpet.ro](http://www.conpet.ro).

According to the provisions of art.17, para. (1), letter a) of the Articles of Incorporation, for the validity of OGMS deliberations, the presence of the shareholders (including postal votes) representing at least half (1/2) of the total number of voting rights is required, at the first convocation, and the OGMS resolutions to be taken with the majority of votes cast.

The shareholders registered in the consolidated Shareholders' Register on the reference date 09.09.2022 could participate at the works of the OGMS. Thus, a legal entity shareholder was present in the room, namely the representative of the Ministry of Energy - on behalf of the Romanian State, which is the majority shareholder, with a number of 5,083,372 shares and a nominal value of 3.30 lei,



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representing 58.7162% from the total number of shares/voting rights, respectively a share capital amounting to 16,775,127.6 RON, as well as two natural person shareholders, with a number of 1385 shares and a nominal value of 3.30 RON, representing 0.016% from the total number of shares/voting rights, respectively a share capital amounting to 4,570.5 RON.

For the OGMS meeting, 8 shareholders, with a number of 744,828 shares/voting rights, representing 8.6032% of the total number of shares/voting rights, respectively a share capital amounting to 2,457,932.4 RON.

Consequently, the total number of voting rights at the OGMS meeting (in which the votes cast by mail were also included) was 5,829,585 and corresponds to a number of 5,829,585 shares with a nominal value of 3.30 RON, representing 67.3354% of the total number of shares/voting rights, respectively a share capital amounting to 19,237,630.5 RON.

Based on the materials related to the agenda of the OGMS, taking into account the mandate of the representative of the Ministry of Energy, as well as the vote exercised by correspondence, following the shareholders' debates, the OGMS Resolution no.5/ 2022 was issued, with the following content:

**RESOLUTION NO. 5**  
**OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)**  
**of "CONPET" S.A. Ploiești**  
**dated 20.09.2022**

**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 Trade Registry 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, convened pursuant to the provisions of Law no. 31/1990 regarding the companies, republished, with subsequent amendments and additions, as well as the applicable legislation regarding the capital market and issuers of financial instruments and market operations, corroborated with the provisions of Article (16) of the Articles of Incorporation, today, during the meeting dated 20.09.2022 (in first call), 10.00 AM, which took place at the company's headquarters, where a number of 11 shareholders were present or represented (here-included by the correspondence voting bulletins), holders of a number of 5,829,585 shares/voting rights, accounting for 67.3354 % of the share capital, namely 67.3354% out of the total number of voting rights, adopts the following:**

**RESOLUTION**

**Art. 1.** By a number of 5,829,544 "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 Administrators' Report regarding the activity for Half I, 2022 (period January - June 2022), prepared as per the provisions of Art. 223 of the FSA Regulation no. 5/2018 and Art. 55 of GEO no. 109/2011, accompanied by the Financial Statements at the date and for the period of six months 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", as well as the Report of the financial auditor on the review of the interim financial statements, prepared by the Audit Company BDO Audit SRL.



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**Art. 3.** By a number of 5,829,544 "For" votes representing 100% of the total votes cast, sets out the monthly gross fixed allowance of the members of the Board of Directors of the company CONPET SA appointed by OGMS Resolution no.4/18.08.2022 (Art.7), as being equal to 1.36 times the average for the last 12 months of the monthly gross average earnings for the activity carried out according to the core business registered by the company, at class level according to the classification of activities in the national economy, communicated by the National Institute of Statistics prior to the appointment.

**Art. 4.** By a number of 5,829,544 "For" votes representing 100% of the total votes cast, approves the mandate contract to be concluded with the provisional administrators appointed by OGMS Resolution no.4/18.08.2022 (Art. 7), in the form proposed by the Ministry of Energy.

**Art. 5.** By a number of 5,829,544 "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, to sign the contract mandate of the provisional administrators appointed by OGMS Resolution no. 4/18.08.2022 (Art.7).

**Art. 6.** By a number of 5,829,544 "For" votes representing 100 % of the total votes cast, approves the initiation of the selection procedure of the members of the Board of Directors at CONPET S.A., in accordance with the provisions of GEO no. 109/2011 *on corporate governance of public enterprises*, approved with amendments and additions by Law no. 111/2016. The selection procedure is organized by the Ministry of Energy on behalf of the Romanian State.

**Art. 7.** By a number of 5,829,544 "For" votes representing 100 % of the total votes cast, approves the registration date 18.10.2022 proposed by the Board of Directors, with ex-date 17.10.2022.

**Art. 8.** By a number of 5,829,544 "For" votes, representing 100 % of the total votes cast, approves 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 and the publishing of the OGMS 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.

**The Extraordinary General Meeting of Shareholders (EGMS) of CONPET SA convened on 20.09.2022 (first call), at 11:00 A.M., at the company's headquarters in Ploiești, no. 1-3 Anul 1848 Street, following its calling by the Board of Directors.**

The EGMS Convening Notice, approved pursuant to the BoD Decision no.15/12.08.2022, was published in the Official Gazette of Romania, Part IV, no. 3486/17.08.2022 , as well as in „Jurnalul” newspaper, the edition of 17.08.2022, being submitted to the Bucharest Stock Exchange (BVB) and the Financial Supervisory Authority as annex to the Current Report no.22/12.08.2022, report published on [www.bvb.ro](http://www.bvb.ro) and [www.conpet.ro](http://www.conpet.ro).

The shareholders registered in the Shareholders Registry consolidated at the reference date 09.09.2022 could participate at the EGMS session. 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 two shareholders natural persons, holders of a number of 1385 shares with a nominal value of 3.30 RON, representing 0.016% of the total number of shares/voting rights, respectively a share capital in the amount of 4,570.5 RON.

For the EGMS meeting, 8 shareholders have submitted correspondence voting bulletins, holders of a number of 182,260 shares/voting rights, representing 2.1052% of the total number of shares/voting rights, respectively a share capital in amount of 601,458 RON.

Art. 17 para. (2) and (3) 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 voting bulletins) 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 decisions are made by the majority of the shareholders attending or represented both in first and in the second call;*
- d) *The decision to change the core business of the company, reduce the share capital, increase by intake in cash of the share capital, change of legal form, merger, division or dissolution of the company shall be taken by a majority of at least two thirds (2/3) of the voting rights held by shareholders present or represented.*

(3) *Notwithstanding the provisions above, the following decisions of the extraordinary general meeting of shareholders shall be made by vote of shareholders representing at least three quarters (3/4) of the share capital, at first call or any other later call, as follows:*

- a) *Decisions on the issue of bonds;*
- b) *Revoking the preemption right of shareholders to subscribe new shares in the case of share capital increase through contributions in cash;*
- c) *Share capital increases through contributions in kind .*

At the same time, art. 88 para. (2) of Law no.24/2017 regarding the issuers of financial instruments and market operations states that "the share capital increase through contribution in kind is approved by the Extraordinary General Meeting of Shareholders, attended by shareholders representing at least 85% of the subscribed share capital and voting shareholders representing at least three quarters of the voting rights".

With regard to items 2, 3, 4 and 5 (date of payment) on the agenda of the EGMS, considering art. 117 para. (8) of Law no.31/1990 on companies, republished, as amended and supplemented, which provides that "for the listed companies the relevant provisions of the capital market specific law shall apply", the provisions of art.88 para.(2) of Law no.24/2017 regarding the issuers of financial instruments and market operations and, given the shareholders' attendance list at the meeting of the EGMS, which shows that a total of 11 shareholders are present (here-included the votes by correspondence), holders of a total number of 5,267,017 shares/voting rights representing 60.8374 % of the subscribed share capital, it has been ascertained that, at this first call of the EGMS meeting, the attendance quorum provided by law, necessary to make a decision on the augmentation of the share capital by contribution in kind, has not been met.

The second call of the shareholders in the EGMS is the date of 21.09.2022, 11:00 A.M. and will take place at the company registered offices located in Ploiești, No.1-3, Anul 1848 Street, to which have the right to participate and vote only the persons acting as Shareholders, respectively they are registered in the Company's Shareholders' Registry held by Depozitarul Central S.A. at the end of the reference date 09.09.2022.



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We hereby attach to this current report the Resolution of the Ordinary General Meeting of Shareholders (OGMS) of CONPET S.A. and the Resolution of the Extraordinary General Meeting of Shareholders (EGMS) of CONPET S.A., dated 20.09.2022 (in first call).

Director General  
Eng. Dorin TUDORA

**RESOLUTION NO. 5**  
**OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)**  
**of "CONPET" S.A. Ploiești**  
**dated 20.09.2022**

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 Trade Registry 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, convened pursuant to the provisions of Law no. 31/1990 regarding the companies, republished, subsequent amendments and additions, as well as the applicable legislation regarding the capital market and issuers of financial instruments and market operations, corroborated with the provisions of Article (16) of the Articles of Incorporation, today, during the meeting dated 20.09.2022 (in first call), 10.00 AM, which took place at the company's headquarters, where have been present or represented (here-included by the correspondence voting bulletins) a number of 11 shareholders, holders of a number of 5,829,585 shares/voting rights, accounting for 67.3354 % of the share capital, namely 67.3354% out of the total number of voting rights, adopts the following:

**RESOLUTION**

**Art. 1.** By a number of 5,829,544 "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 Administrators' Report regarding the activity for Half I, 2022 (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 period of six months 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", as well as the Report of the financial auditor on the review of the interim financial statements, prepared by the Audit Company BDO Audit SRL.

**Art. 3.** By a number of 5,829,544 "For" votes representing 100% of the total votes cast, sets out the monthly gross fixed allowance of the members of the Board of Directors of the company CONPET SA appointed by OGMS Resolution no.4/18.08.2022 (Art.7), as being equal to 1.36 times the average for the last 12 months of the monthly gross average earnings for the activity carried out according to the core business registered by the company, at class level according to the classification of activities in the national economy, communicated by the National Institute of Statistics prior to the appointment.

**Art. 4.** By a number of 5,829,544 "For" votes representing 100% of the total votes cast, approves the mandate contract to be concluded with the provisional administrators appointed by OGMS Resolution no.4/18.08.2022 (Art. 7), in the form proposed by the Ministry of Energy.

**Art. 5.** By a number of 5,829,544 "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, to sign the contract mandate of the provisional administrators appointed by OGMS Resolution no. 4/18.08.2022 (Art.7).

**Art. 6.** By a number of 5,829,544 "For" votes representing 100 % of the total votes cast, approves the initiation of the selection procedure of the members of the Board of Directors at CONPET S.A., in accordance with the provisions of GEO no. 109/2011 *on corporate governance of public enterprises*, approved with amendments and additions by Law no. 111/2016. The selection procedure is organized by the Ministry of Energy on behalf of the Romanian State.

**Art. 7.** By a number of 5,829,544 "For" votes representing 100 % of the total votes cast, approves the registration date 18.10.2022 proposed by the Board of Directors, with ex-date 17.10.2022.

**Art. 8.** By a number of 5,829,544 "For" votes, representing 100 % of the total votes cast, approves 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 and the publishing of the OGMS 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.

*Chairman of the General Meeting*

Gavrilă Florin – Daniel OGMS Secretary

Dumitru Aura - Gabriela

Technical Secretariate  
Modoran Adina  
Rusu Andreea

*Note: Resolution no. 5/20.09.2022 of the Ordinary General Meeting of Shareholders of "CONPET" S.A. has been issued in 3 (three) original counterparts.*

**RESOLUTION NO. 2**  
**OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS)**  
of the Company “CONPET” S.A. Ploiești  
dated 20.09.2022

**The Extraordinary General Meeting of Shareholders of the Company “CONPET” S.A., with registered offices in Ploiești, no. 1-3, Anul 1848 Street, registered at Trade Registry 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, convened pursuant to the provisions of Law no. 31/1990 regarding the companies, republished, subsequent amendments and additions, as well as the applicable legislation regarding the capital market and issuers of financial instruments and market operations, corroborated with the provisions of Article (16) of the Articles of Incorporation, today, during the meeting dated 20.09.2022 (in first call), which took place at the company's headquarters, where have been present or represented (here-included by the correspondence voting bulletins) a number of 11 shareholders, holders of a number of 5,267,017 shares/voting right, accounting for 60.8374% of the share capital, respectively 60.8374 % of the total number of voting rights, adopts the following:**

**RESOLUTION**

**Art. 1.** By a number of 5,266,976 "For" votes representing 99.9992% of the total votes held by the present or represented shareholders, accounting for 60.8369 % of the share capital and, respectively, 60.8369 % of the total voting rights, approves the election of Mrs. Dumitru Aura in the capacity of Secretary of the Extraordinary General Meeting of Shareholders (EGMS);

**Art. 2.** With regard to items 2, 3, 4 and 5 (regarding the date of payment) on the agenda of the EGMS, considering art. 117 para. (8) of Law no. 31/1990 on companies, republished, as amended and supplemented, which provides that "for the listed companies the relevant provisions of the capital market specific law shall apply", as well as the provisions of art. 88 para. (2) of Law no. 24/2017 regarding the issuers of financial instruments and market operations, stating that "the share capital increase through contribution in kind is approved by the Extraordinary General Meeting of Shareholders, attended by shareholders representing at least 85% of the subscribed share capital, and with the vote of the shareholders representing at least 3/4 of the voting rights" and, given the shareholders' attendance list at the meeting of the EGMS, which shows that are present (here-included the correspondence voting bulletins) a number of 11 shareholders, owners of a total number of

5,267,017 shares/voting rights representing 60.8374 % of the subscribed share capital, it is being ascertained that in this first call of the EGMS meeting, the attendance quorum provided by law, necessary for the capital augmentation through contribution in kind, has not been met.

**Art. 3.** By a number of 5,266,976 "For" votes representing 99.9992% of the total votes held by the present or represented shareholders, respectively accounting for 60.8369 % of the share capital and 60.8369 % of the total voting rights, approves the registration date 18.10.2022 advanced by the Board of Directors, with ex-date 17.10.2022.

**Art. 4.** By a number of 5,266,976 "For" votes, representing 99.9992 % of the total number of votes cast held by the present or represented shareholders, respectively representing 60.8369 % of the share capital and 60.8369 % of the total voting rights, approves 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.

#### **Chairman of the EGMS Meeting**

Gavrilă Florin - Daniel

EGMS Secretary

Dumitru Aura - Gabriela

Technical Secretariate

Modoran Adina

Rusu Andreea

*Note: Resolution no. 2/ 20.09.2022 of the Extraordinary General Meeting of Shareholders of "CONPET" SA has been issued in 3 (three) original counterparts.*

