

No. 41392/ 07.11.2022

Current Report No. 39/ 2022
as per Law no. 24/2017 and FSA Regulation no. 5/2018

Date of the report:

07.11.2022

Issuer's Name:

CONPET SA Ploiești

Registered Offices:

No. 1-3, Anul 1848 Street, Ploiești

Telephone/facsimile/email:

0244/ 401360/ 516451/ 402385/

actionariat@conpet.ro

Tax Identification Number

1350020

at the Trade Register Office:

J29/ 6/ 22.01.1991

No. at the Trade Registry:

28,569,842.40 RON

Subscribed and paid-up share capital:

8,657,528 nominative shares

Total number of shares:

The regulated market trading the issued securities: B.V.B., PREMIUM Category

Reporting significant events, as per art. 234, para. 1, item c) of the FSA Regulation no. 5/2018:

The convening of the OGMS for 14.12.2022 (first call)/ 15.12.2022 (second call), 10:00 AM

Following the decision of the Board of Directors meeting on 07.11.2022, the company CONPET SA informs the shareholders and the investing public about the convening of the OGMS for 14.12.2022 (first call)/ 15.12.2022 (second call).

The OGMS is convened for **14.12.2022 (first call)/ 15.12.2022 (second call)**, 10:00 AM, at the company's registered office, located in Ploiești, No 1-3 Anul 1848 Street, **Reference date** of the OGMS is **05.12.2022**. **The registration date proposed** by the Board of Directors for the meeting is **30.12.2022**, setting the date of **29.12.2022 as ex-date** related to the OGMS.

The OGMS Convening notice includes the following on its Agenda:

1. Election of a Secretary of the Ordinary General Meeting of Shareholders (OGMS).
2. Approval of the extension, based on the provisions of art. 64¹ para. (5) of the Government Emergency Ordinance no. 109/ 2011 on the corporate governance of public enterprises, approved with amendments and additions via Law no. 111/ 2016, of the duration of the mandate contracts of the Company's provisional administrators, appointed by the OGMS Resolution no. 4 of 18.08.2022 (Gheorghe Cristian – Florin, Albulescu Mihai – Adrian, Buică Nicușor – Marian, Kohalmi – Szabo Luminița – Doina, Tănasică Oana – Cristina), respectively by the OGMS Resolution no. 6 of 28.10.2022 (Gavrilă Florin – Daniel, Zaman Andrei – Mihai), with a period of 2 months, respectively from 22.12.2022 to 21.02.2023 (inclusive of), or until the completion of the selection procedure provided in GEO no. 109/ 2011 on the corporate governance of public enterprises, approved with amendments and additions via Law no. 111/ 2016, if this will take place earlier than the expiration date of their mandate.

- 3.** Approval of the Contract Addendum which will be concluded with the mandate contracts of the provisional administrators, following the approval of the extension of their duration.
- 4.** Approval of the designation of the Ministry of Energy's representative in the Ordinary General Meeting of Shareholders for the signing of the Contract Addendum to the mandate contracts of the company's provisional administrators.
- 5.** Ascertaining the fulfillment of the prescription period for the shareholders' material right to action regarding dividends of the 2018 financial year, not collected until 30.09.2022, in the amount of 1,770,982.38 RON, dividends that will be recorded according to the applicable accounting regulations.
- 6.** Approval of the registration date 30.12.2022 advanced by the Board of Directors, with ex-date 29.12.2022.
- 7.** The empowerment of the President of the Ordinary General Meeting of Shareholders to sign the OGMS and Director General's Resolution, for the signing of the necessary documents to carry out the formalities at the Trade Register Office attached to the Prahova Tribunal, regarding the registration of the extension of the duration of the mandate contracts for the provisional administrators and the publication of the OGMS Resolution in the Official Gazette of Romania Part IV, as well as for granting the right to delegate to another person within the company the proxy to perform the above-mentioned diligence.

We attach to this current report the Convening notice of the OGMS, convened for 14.12.2022/ 15.12.2022.

Director General
Eng. Dorin TUDORA
Electronic Signature

CONVENING NOTICE

The Board of Directors of CONPET SA

company administered as a unitary-system, 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 Tribunal under no. J29/6/1991, tax registration number RO 1350020, with a subscribed and paid-up capital in the amount of 28,569,842.40 RON (hereinafter called "CONPET" SA or the "Company"), as per the provisions of Law no. 31/1990 on the companies, republished with subsequent amendments and additions, 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 on 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 documents, as well as the Articles of Incorporation of the Company, met at the Board of Directors (BoD) meeting dated 07.11.2022

CONVENES

THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)

for the date of **14.12.2022, 10.00 AM**, 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. Approval of the extension, based on the provisions of art. 64¹ para. (5) of the Government Emergency Ordinance no. 109/ 2011 on the corporate governance of public enterprises, approved with amendments and additions via Law no. 111/ 2016, of the duration of the mandate contracts of the Company's provisional administrators, appointed by the OGMS Resolution no. 4 of 18.08.2022 (*Gheorghe Cristian – Florin, Albulescu Mihai – Adrian, Buică Nicușor – Marian, Kohalmi – Szabo Luminița – Doina, Tănăsică Oana – Cristina*), respectively by the OGMS Resolution no. 6 of 28.10.2022 (*Gavrilă Florin – Daniel, Zaman Andrei – Mihai*), with a period of 2 months, respectively from 22.12.2022 to 21.02.2023 (inclusive of), or until the completion of the selection procedure provided in GEO no. 109/ 2011 *on the corporate governance of public enterprises*, approved with amendments and additions via Law no. 111/ 2016, if this will take place earlier than the expiration date of their mandate.

3. Approval of the Contract Addendum which will be concluded with the mandate contracts of the provisional administrators, following the approval of the extension of their duration.

4. Approval of the designation of the Ministry of Energy's representative in the Ordinary General Meeting of Shareholders for the signing of the Contract Addendum to the mandate contracts of the company's provisional administrators.

5. Ascertaining the fulfillment of the prescription period for the shareholders' material right to action regarding dividends of the 2018 financial year, not collected until 30.09.2022, in the amount of 1,770,982.38 lei, dividends that will be recorded according to the applicable accounting regulations.

6. Approval of the registration date 30.12.2022 advanced by the Board of Directors, with ex-date 29.12.2022.

7. The empowerment of the President of the Ordinary General Meeting of Shareholders to sign the OGMS and Director General's Resolution, for the signing of the necessary documents to carry out the formalities at the Trade Register Office attached to the Prahova Tribunal, regarding the registration of the extension of the duration of the mandate contracts for the provisional administrators and the publication of the OGMS Resolution in the Official Gazette of Romania Part IV, as well as for granting 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 **14.12.2022, 10.00 A.M.**, the quorum/validity conditions stipulated by law and the Articles of Incorporation for the carrying out of the general meeting have not been met, the OGMS will be convened on the date of **15.12.2022, 10.00 AM** (second call), at the Company's headquarters in Ploiești, No. 1-3 Anul 1848 Street, with the same Agenda.

At the OGMS (first call and second call) only shareholders who are registered as shareholders of the Company "CONPET" S.A. on **05.12.2022 (reference date)** in the Company's Register of Shareholders, kept and issued by the Central Repository SA have the right to participate and vote.

The OGMS resolution draft 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, section "**Investor Relations/GMS – OGMS Documents**" dated **14.12.2022**, starting 14.11.2022, 10.00 AM as well as at the Company's headquarters (BoD and GMS Secretariat Bureau), as of 14.11.2022, during working days, between 10.00 AM–14.30.

The Company's 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 is accompanied by a substantiation, or a decision draft proposed to be adopted by the general meeting, the requests following to be received by "CONPET" SA, in no more than 15 days as of the convening notice publishing date, namely until **24.11.2022, 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" SA in no more than 15 days as of the convening notice publishing date, namely up to **24.11.2022, 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 considering the supplemented/revised Agenda, prior to the reference date 05.12.2022.

In case the Agenda of the general meeting is 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 aforementioned deadlines and shall be submitted, by any form of courier service with receipt of confirmation, directly to "CONPET" SA, headquartered in Ploiești, No 1-3 Anul 1848 Street, Prahova, in a sealed envelope with the mention "**BoD and GMS Secretariat Bureau - for the Ordinary General Meeting of Shareholders dated 14.12.2022**" 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.

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; then, these questions will be submitted and registered to the Company's headquarters in Ploiești, No 1-3 Anul 1848 Street, Prahova County, by any form of courier service with receipt of confirmation, directly to "CONPET" SA, headquartered in Ploiești, 1-3 Anul 1848 Street Prahova, in

a sealed envelope with the mention “**BoD and GMS Secretariat Bureau - for the Ordinary General Meeting of Shareholders dated 14.12.2022**” 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, up to **07.12.2022, 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 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, section “Investor Relations - Trading Information - FAQ”, as well as in the section “**Investor Relations/GMS Documents**” - OGMS dated 14.12.2022.

Only the shareholders registered on the reference date **05.12.2022** may take part and vote at the OGMS, in person or by representatives, based on the special or general empowerment, as per the legal provisions.

The special and general empowerment form will be available, as of 14.11.2022, 10.00, in Romanian and English, in electronic format on the webpage, at the address www.conpet.ro, section “**Investor Relations/GMS Documents**”. - OGMS dated 14.12.2022 and at the company headquarters, BoD and GMS Secretariat Bureau , starting 14.11.2022, during working days, between 10.00 AM–14.00 PM.

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 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 are added on the OGMS Agenda.

In case of discussing within the Ordinary General Meeting of Shareholders, in compliance with the legal provisions, certain items not included on the published agenda, the empowered person may vote on them 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 their representative to vote in all aspects under the debate of general meetings of shareholders of one of more issuers identified in the empowerment, individually or by general formulation related to a certain category of issuers, including regarding disposition documents. 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, where applicable, stamped, as well as the signed general empowerment, before its first use, in copy, including the statement of compliance with the original under the signature of the legal representative and accompanied by an affidavit in the original signed and, as the case may be, stamped given by the legal representative of the intermediary or by the attorney who received the power of attorney for representation by general empowerment, from which it appears that the power of attorney is granted by that certain shareholder, as client, to the intermediary or, as the case may be, to the attorney 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 the headquarters of "CONPET" SA in Ploiești, No 1-3 Anul 1848 Street, Prahova County, at least 24 hours prior to the meeting, namely until **13.12.2022, 10:00 AM**, in a sealed envelope, with the mention: **"BOD and GMS Secretariat Bureau - For the Ordinary General Meeting of Shareholders of 14.12.2022"** or they can be sent with an electronic extended signature, as per the provisions of Law no. 455/2001 regarding the electronic signature, until the same date and time as mentioned above, to the e-mail address: actionariat@conpet.ro, under the sanctions stipulated in art. 125 par. (3) of Law no. 31/1990 on companies, with 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 **13.12.2022, 10.00 AM**, in original, an affidavit, signed and, as the case may be, stamped, by the legal representative of the credit institution, clearly specifying the name/title of the shareholder on whose behalf 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 the need for the shareholder to draw up a special or general empowerment. The custodian votes in the GMS exclusively according to and within the limits of the instructions received from their clients, bearing the capacity of shareholders at the reference date 05.12.2022.

The shareholders registered on the reference date may also vote by correspondence, before the OGMS, using the correspondence voting bulletin, available starting 14.11.2022, 10.00 AM, in Romanian and English, in electronic format on its webpage, at the address www.conpet.ro, section

“Investor Relations/GMS Documents”. - OGMS dated **14.12.2022** and at the company headquarters, the BoD and GMS Secretariat Bureau, starting 14.11.2022, on working days, between 10.00 AM–14.30 PM.

The correspondence voting bulletins must be filled in and signed by the shareholders – natural persons and accompanied by a copy of shareholder's identity card, signed in accordance with the original by the holder of the identity card/completed and signed by the legal representative of the shareholder – legal person, accompanied by the official document asserting their capacity as 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 established based on the list of shareholders on the reference/registration date, received by the Company from the Central Repository SA 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 the Central Repository SA 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 the Central Repository SA/ the respective participants.

If the data regarding the capacity of legal representative have not been updated at the Central Repository by the legal person shareholder until the reference date, the proof of legal representative is made on the basis of a finding certificate issued by the Trade Registry 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 no later than 3 months before the date of publication of 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 elaborated by an authorized translator in Romanian or English. 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, by any form of courier services with acknowledgment of receipt, directly to “CONPET” SA headquartered in Ploiești, No 1-3 Anul 1848 Street, Prahova, in a sealed envelope with the mention **“BoD and GMS Secretariat Bureau - for the Ordinary General Meeting of Shareholders dated 14.12.2022”** 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, up to **13.12.2022, 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 13.12.2022, 10.00 AM will not be taken into account 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 14.12.2022 (first call)/15.12.2021 (second call) will be supplemented by the legal requirements applicable to the public enterprises whose shares are traded on the securities market.

Additional information can be obtained from "CONPET" SA's headquarters in Ploiești, No 1-3 Anul 1848 Street, BoD and GMS Secretariat Bureau, tel. no. 0244.401/360 2655, 2579, facsimile 0244.516.451, between 08.00 AM-14.30 PM, e-mail: actionariat@conpet.ro.

CHAIRMAN OF THE BOARD OF DIRECTORS
CRISTIAN - FLORIN GHEORGHE