

CONVENING NOTICE

The Board of Directors (BoD) of the company “CONPET” S.A.

unitary-system administered company incorporated and functioning according to the applicable Romanian legislation, headquartered in Ploiești, no. 1-3, Anul 1848 street, registered at the Trade 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 the companies Law no. 31/1990, 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 12.01.2023.

CONVENES

THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)

for the date of **17.02.2023, 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 Investment Program for 2023.
3. Approval of the Revenues and Expenditure Budget of CONPET S.A. for the year 2023, along with the Substantiation annexes 2-5.
4. The appointment of several provisional administrators of the company, considering the vacancies of the positions of member in the Board of Directors as of 22.02.2023, following the termination of the mandates by the expiry of the duration thereof. The duration of the provisional administrators mandate will be of maximum 4 months, starting 22.02.2023 and until 21.06.2023 (inclusive of), in accordance with the provisions of art. 64¹, para (5) of GEO no.109/2011 or until the completion of the recruitment and selection procedure provided for in GEO no.109/2011 *on the corporate*



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governance of public enterprises, if it takes place earlier than 4 months after the appointment by the OGMS.

5. Settlement of the fix monthly gross allowance of the remuneration of the non-executive members of the Board of Directors as equal to twice the average on the last 12 months of the gross monthly average earnings for the activity performed as per the core business registered by the company (NACE code 49), at level of class as per the classification of the activities in the national economy, communicated by the National Institute of Statistics prior to the appointment.
6. Approval of the mandate contract to be concluded with the provisional administrators appointed pursuant to Resolution of the Ordinary General Meeting of Shareholders.
7. Approval of the appointment of the representative of the Ministry of Energy in the Ordinary General Meeting of Shareholders for the execution of the mandate contract with the provisional administrators appointed pursuant to Resolution of the Ordinary General Meeting of Shareholders.
8. Approval of the registration date 10.03.2023 advanced by the Board of Directors, with ex-date 09.03.2023.
9. 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 IV, as well as to be granted the right to delegate, to another person, the proxy to perform the above-mentioned diligence.

In case that, on the date of the first call of the OGMS, respectively 17.02.2023, **10.00 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 OGMS is being convened for the date of **20.02.2023, 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 **08.02.2023 (the reference date)** in the Company's Shareholders Registry held and issued by Depozitarul Central S.A.

The list comprising information with regards to the name, place of domicile and the professional qualification of the persons proposed for the position of provisional administrator of the company CONPET S.A. will be made available to the shareholders on the company's website, as of



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17.01.2023, 08:00 AM, as well as at the company's headquarters (BoD and GMS Secretariat Bureau), during the working days, between 08:00 - 14:00.

The company's shareholders have the right to formulate proposals for the filling of the provisional administrator positions, under the law and the Company's Articles of Incorporation.

The proposals shall be submitted either (i) in physical format/by mail, at the Company's registry from the Company's headquarters in Ploiești, no. 1-3 Anul 1848 Street, Prahova County, in closed envelope, with the mention: **“BoD and GMS Secretariat Bureau“ - For the Ordinary General Meeting of Shareholders dated 17.02.2023”**, or (ii) by e-mail, by incorporated electronic extended signature, as per the Law no. 455/2001 regarding the electronic signature, at the address actionariat@conpet.ro, so that they be received until **10.02.2023, 10.00 AM**, which is the deadline by which proposals for candidates for the posts of provisional administrator can be made.

The list will be periodically updated according to the receipt of proposals within the mentioned term, once a day at the most.

In what regards the candidates, each proposal must be accompanied by at least the following documents:

- (a) Curriculum Vitae of the candidate wherefrom can be distinguished the professional experience and training and the ID copy.
- (b) In case of proposals of independent candidates, the supporting documents/self declaration of the candidate, in original form, attesting the fact that he meets all the conditions and independence criteria set by the law.
- (c) The declaration of consent for the processing of personal data and the declaration regarding the non-compliance with the situation of conflict of interests and incompatibilities, according to the model published on the Company's website (at the address www.conpet.ro, section **"Investor relations/GMS documents" - OGMS dated 17.02.2023**).
- (d) the bank statement wherefrom it results the quality of shareholder and the number of shares held, issued by Depozitarul Central or, as the case may be, by the intermediaries defined as per Art.2, Para (1), item 20 of Law 24/2017, who supply custodial services. The bank account is not necessary to the nominations performed by the Romanian State by the Ministry of Energy, whose shareholder quality is to be found in the Company's Articles of Incorporation.

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



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www.conpet.ro, section “**Investor Relations/GMS – OGMS Documents**” dated **17.02.2023**”, starting 17.01.2023, 08.00 AM, as well as at the Company’s headquarters (BoD and GMS Secretariat Bureau), as of 17.01.2023, during working days, between 08.00 AM–02.00 PM.

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 be attached by a substantiation or a draft decision proposed to be adopted by 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 **31.01.2023, 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 up to **31.01.2023, 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 08.02.2023.

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 Administration, 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**



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Bureau - for the Ordinary General Meeting of Shareholders dated 17.02.2023” 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; these questions will be, then, submitted and registered 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 Ordinary General Meeting of Shareholders dated 17.02.2023”** 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 13.02.2023, **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 17.02.2023**.

At the OGMS may take part and vote only the shareholders registered at the reference date **08.02.2023**, 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 17.01.2023, 08.00 AM, in Romanian and English, in electronic format on its webpage, at the address www.conpet.ro, section **“Investor Relations/GMS Documents” - OGMS dated 17.02.2023** and at the company headquarters, BoD and GMS Secretariat Bureau, starting 17.01.2023, during working days, between 08:00 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



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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, of certain items not included on 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 of 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 **16.02.2023, 10:00 AM**, in closed envelope, with the mention: **“BoD and GMS Secretariat Bureau“ - for the Ordinary General Meeting of Shareholders dated 17.02.2023”** or can be also submitted by electronic extended signature incorporated as per the provisions of Law no. 455/2001 regarding the electronic signature, up to the same above-mentioned date and time, at 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 completions.



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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 **16.02.2023, 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 at the reference date 08.02.2023.

The shareholders registered at the reference date may also vote by correspondence, before the OGMS, using the correspondence voting bulletin, available starting 17.01.2023, 08.00 AM, in Romanian and English, in electronic format on its web page, at the address www.conpet.ro section **“Investor Relations/GMS Documents”**. - **OGMS dated 17.02.2023** and at the company headquarters, BoD and GMS Secretariat Bureau, starting 17.01.2023, during working days, between 10:00 AM - 2 PM.

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 quality of shareholder and the number of held shares;
- b) documents certifying the registration of information concerning the legal representative at Depozitarul Central S.A./respective participants.



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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 performed by an authorized translator into Romanian or English. The legalization or Apostille 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 17.02.2023**" 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 **16.02.2023, 10.00 AM**.

The correspondence voting bulletins/special or general empowerments (along with the accompanying documents requested) that are not received at the Company's Headquarters within the indicated terms, respectively up to 16.02.2023, 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 17.02.2023 (in first call)/20.02.2023 (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. no. 0244.401/360 2655, 2579, facsimile 0244.516.451, between 08:00 A.M.- 02:00 P.M., e-mail: actionariat@conpet.ro.

CHAIRMAN OF THE BOARD OF DIRECTORS

CRISTIAN - FLORIN GHEORGHE



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