

No. 6870/ 17.02.2023

**Current report no. 7/ 2023****as per Law no. 24/2017 and ASF Regulation no. 5/2018**

<b>Date of the report</b>	<b>17.02.2023</b>
<b>Issuer's Name:</b>	<b>CONPET S.A. Ploiești</b>
<b>Registered Offices:</b>	<b>No. 1-3, Anul 1848 Street</b>
<b>Telephone/facsimile/email:</b>	<b>0244/ 401360/ 516451/ 402385/ actionariat@conpet.ro</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 of the ASF Regulation no 5/2018: **the Resolution of CONPET SA's Ordinary General Meeting of Shareholders, dated 17.02.2023 (first call).**

**The Ordinary General Meeting of Shareholders (OGMS) convened for 17.02.2023/ 20.02.2023 conducted its proceedings on the first call, on 17.02.2023, starting at 10<sup>00</sup> hours, at the company's headquarters in Ploiești, Anul 1848 Street, no. 1 – 3, following the meeting of the statutory - legal quorum requirements.**

The OGMS convening notice, approved via the BoD's Decision no. 1/ 12.01.2023, was published in the Official Gazette of Romania, Part IV, no. 210/ 16.01.2023 as well as in the "Jurnalul" newspaper of 16.01.2023, and sent to the Bucharest Stock Exchange and the Financial Supervisory Authority (ASF<sup>ro\*</sup>) as an annex to the Current Report no. 1/ 12.01.2023, report published on the websites [www.bvb.ro](http://www.bvb.ro) and [www.conpet.ro](http://www.conpet.ro).

The OGMS covering notice, including the supplemented agenda, approved via the BoD's Decision no. 2/ 31.01.2023, following the request of the Ministry of Energy's shareholder regarding the introduction of three items, was published in the Official Gazette of Romania no. 513/ 02.02.2023, Part IV and, respectively, in the newspaper "Jurnalul" dated 02.02.2023 and submitted to the Bucharest Stock Exchange and the Financial Supervisory Authority as an annex to the Current Report no. 5/ 31.01.2023, 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 the OGMS deliberations, the presence of the shareholders (votes by correspondence) representing at least half (1/2) of the total number of voting rights is required, on its first call, and the OGMS resolutions to be taken with the majority of votes cast.

The OGMS proceedings were open to the shareholders registered in the consolidated Shareholders' Register on the reference date 02.08.2023. 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, each with a nominal value of 3.30 lei, representing 58.7162% of the total number of shares/voting rights, namely a share capital amounting to 16,775,127.6 lei, as well as a natural person shareholder, with a number of 41 shares, each with a nominal value of 3.30 lei, representing 0.0005% of the total number of shares/voting rights, namely a share capital amounting to 135.3 lei.

For the OGMS meeting, 8 shareholders, with of a number of 738,458 shares/voting rights, representing 8.5296% of the total number of shares/voting rights, namely a share capital amounting to 2,436,911.4 lei mailed their correspondence voting forms.

Consequently, the total number of voting rights at the OGMS meeting (in which the votes cast by correspondence were also included) was 5,821,871 and corresponds to a number of 5,821,871 shares with a nominal value of 3.30 lei, representing 67.2463% of the total number of shares/voting rights, namely a share capital amounting to 19,212,174.3 lei.

Based on the documents related to the OGMS agenda, considering the mandate of the Ministry of Energy's representative, as well as the vote exercised by correspondence, following the shareholders' debates, the OGMS Resolution no. 1/ 2023 was issued, with the following content:

**RESOLUTION NO. 1**  
**OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)**  
**of "CONPET" S.A. Ploiesti**  
**dated 17.02.2023**

**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 17.02.2023 (in the first call), which took place at the company's headquarters, whereto have been present or represented (here-included by the correspondence voting bulletins) a number of 10 shareholders, owners of a number of 5,821,871 shares/voting rights, accounting for 67.25% of the share capital, namely 67.25% of the total number of voting rights, adopts the following:**

**RESOLUTION**

**Art. 1.** By a number of 5,821,830 "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.** By a number of 5,821,830 "For" votes representing 100 % of the total votes cast, approves the Investments Program for 2023.

**Art. 3.** By a number of 5,259,090 "For" votes representing 90.33 % of the total votes cast, approves the Revenues and Expenditure Budget of the Company CONPET S.A. for the year 2023, together with the Substantiation annexes 2-5.

**Art. 4.** By a number of 5,818,666 "For" votes, representing 99.95 % of the total votes cast, the profile of the Board of Directors is approved.

**Art. 5.** By a number of 5,818,666 "For" votes representing 99.95 % of the total votes cast, the candidate's profile for the capacity of Board of Directors' member is approved.

**Art. 6.** a) Appoints in the capacity of provisional administrators of the company, considering the vacancy 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 following persons (secret vote):

**6.1.** Mr. Gheorghe Cristian - Florin, Romanian citizen, engineer by profession, domiciled in Bucharest, by a number of 5,649,130 “For” votes, representing 98.57 % of the total votes cast.

**6.2.** Mr. Buică Nicușor - Marian, Romanian citizen, economist by profession, domiciled in Bucharest, by a number of 5,765,550 “For” votes, representing 99.98 % of the total votes cast.

**6.3.** Ms. Kohalmi - Szabo Luminița - Doina, Romanian citizen, Bachelor of Physics, “Babes – Bolyai” University Cluj - Napoca, domiciled in Bucharest, by a number of 5,729,954 “For” votes, representing 99.98 % of the total votes cast.

**6.4.** Ms. Tănăsică Oana - Cristina, Romanian citizen, lawyer by profession, domiciled in Bucharest, by a number of 5,649,130 “For” votes, representing 98.57 % of the total votes cast.

**6.5.** Mr. Gavrilă Florin - Daniel, Romanian citizen, economist by profession, domiciled in Cornetu village (Cornetu commune), Ilfov county, by a number of 5,766,830 “For” votes representing 100 % of the total votes cast.

**6.6.** Mr. Zaman Andrei - Mihai, Romanian citizen, economist by profession, domiciled in Câmpina municipality, Prahova County, by a number of 5,649,130 “For” votes representing 98.57 % of the total votes cast.

**6.7.** Ms. Barbu Irina - Mihaela, Romanian citizen, economist by profession, domiciled in Bucharest, by a number of 5,084,652 “For” votes, representing 98.50 % of the total votes cast.

The duration of the mandate of the BoD members is of maximum 4 months, starting 22.02.2023 and until 21.06.2023 (inclusive of), in accordance with the provisions of art. 64<sup>1</sup>, 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 governance of public enterprises*, if it takes place earlier than 4 months as of the appointment by the OGMS.

b) By a number of 5,087,816 “Against” votes, representing 88.77 % of the total votes cast (secret vote), does not approve the appointment of Mr. Albulescu Mihai - Adrian in the capacity of provisional administrator of the Company.

**Art. 7.** By a number of 5,165,330 “Against” votes, representing 99.94 % of the total number of votes cast, does not approve the monthly gross fixed allowance of the remuneration of the non-executive members of the Board of Directors, as being equal to twice the average for the last 12 months of the monthly gross average salary for the activity carried out according to the core business registered by the company (NACE code 4950), 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. 8.** By a number of 5,200,926 “For” votes, representing 99.94% of the total number of votes cast, approves the monthly gross fixed allowance of the remuneration of the non-executive members of the Board of Directors, in the amount equal to 1.36 times the average for the last 12 months of the monthly gross average salary for the activity carried out according to the core business registered by the company (NACE code 4950), 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. 9.** By a number of 5,731,234 “For” votes, representing 100 % of the total votes cast, approves the mandate contract to be concluded with the provisional administrators appointed pursuant to the Resolution of the Ordinary General Meeting of Shareholders.

**Art. 10.** By a number of 5,766,830 “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, Ms. Dumitru Aura - Gabriela, to sign the contract mandate of the provisional administrators appointed by the Resolution of the Ordinary General Meeting of Shareholders.

**Art. 11.** By a number of 5,821,830 “For” votes representing 100 % of the total votes cast, approves the registration date 10.03.2023 proposed by the Board of Directors, with ex-date 09.03.2023.

**Art. 12.** By a number of 5,821,830 “For” votes, representing 100 % of the total votes cast, approves the empowerment of the President of the OGMS meeting 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 the provisional administrators and 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.

-----  
We hereby attach to this current report the Resolution of the Ordinary General Meeting of Shareholders (OGMS) of CONPET SA dated 17.02.2023 (first call).

Director General  
Eng. Dorin TUDORA  
Electronic signature



**RESOLUTION NO. 1**  
**OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)**  
**of “CONPET” S.A. Ploiesti**  
**dated 17.02.2023**

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 17.02.2023 (in the first call), which took place at the company’s headquarters, whereto have been present or represented (here-included by the correspondence voting bulletins) a number of 10 shareholders, owners of a number of 5,821,871 shares/voting rights, accounting for 67.25% of the share capital, namely 67.25% of the total number of voting rights, adopts the following:

**RESOLUTION**

**Art. 1.** By a number of 5,821,830 “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.** By a number of 5,821,830 “For” votes representing 100 % of the total votes cast, approves the Investments Program for 2023.

**Art. 3.** By a number of 5,259,090 “For” votes representing 90.33 % of the total votes cast, approves the Revenues and Expenditure Budget of the Company CONPET S.A. for the year 2023, together with the Substantiation annexes 2-5.

**Art. 4.** By a number of 5,818,666 “For” votes, representing 99.95 % of the total votes cast, the profile of the Board of Directors is approved.

**Art. 5.** By a number of 5,818,666 “For” votes representing 99.95 % of the total votes cast, the candidate's profile for the capacity of Board of Directors’ member is approved.

**Art. 6.** a) Appoints in the capacity of provisional administrators of the company, considering the vacancy 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 following persons (secret vote):

**6.1.** Mr. Gheorghe Cristian - Florin, Romanian citizen, engineer by profession, domiciled in Bucharest, by a number of 5,649,130 “For” votes, representing 98.57 % of the total votes cast.

**6.2.** Mr. Buică Nicușor - Marian, Romanian citizen, economist by profession, domiciled in Bucharest, by a number of 5,765,550 “For” votes, representing 99.98 % of the total votes cast.

**6.3.** Ms. Kohalmi - Szabo Luminița - Doina, Romanian citizen, Bachelor of Physics, “Babes – Bolyai” University Cluj - Napoca, domiciled in Bucharest, by a number of 5,729,954 “For” votes, representing 99.98 % of the total votes cast.

**6.4.** Ms. Tănăsiță Oana - Cristina, Romanian citizen, lawyer by profession, domiciled in Bucharest, by a number of 5,649,130 “For” votes, representing 98.57 % of the total votes cast.

**6.5.** Mr. Gavrilă Florin - Daniel, Romanian citizen, economist by profession, domiciled in Cornetu village (Cornetu commune), Ilfov county, by a number of 5,766,830 “For” votes representing 100 % of the total votes cast.

**6.6.** Mr. Zaman Andrei - Mihai, Romanian citizen, economist by profession, domiciled in Câmpina municipality, Prahova County, by a number of 5,649,130 “For” votes representing 98.57 % of the total votes cast.

**6.7.** Ms. Barbu Irina - Mihaela, Romanian citizen, economist by profession, domiciled in Bucharest, by a number of 5,084,652 “For” votes, representing 98.50 % of the total votes cast.

The duration of the mandate of the BoD members is of maximum 4 months, starting 22.02.2023 and until 21.06.2023 (inclusive of), in accordance with the provisions of art. 64<sup>1</sup>, 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 governance of public enterprises*, if it takes place earlier than 4 months as of the appointment by the OGMS.

b) By a number of 5,087,816 “Against” votes, representing 88.77 % of the total votes cast (secret vote), does not approve the appointment of Mr. Albulescu Mihai - Adrian in the capacity of provisional administrator of the Company.

**Art. 7.** By a number of 5,165,330 “Against” votes, representing 99.94 % of the total number of votes cast, does not approve the monthly gross fixed allowance of the remuneration of the non-executive members of the Board of Directors, as being equal to twice the average for the last 12 months of the monthly gross average salary for the activity carried out according to the core business registered by the company (*NACE code 4950*), 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. 8.** By a number of 5,200,926 “For” votes, representing 99.94% of the total number of votes cast, approves the monthly gross fixed allowance of the remuneration of the non-executive members of the Board of Directors, in the amount equal to 1.36 times the average for the last 12 months of the monthly gross average salary for the activity carried out according to the core business registered by the company (*NACE code 4950*), 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. 9.** By a number of 5,731,234 “For” votes, representing 100 % of the total votes cast, approves the mandate contract to be concluded with the provisional administrators appointed pursuant to the Resolution of the Ordinary General Meeting of Shareholders.

**Art. 10.** By a number of 5,766,830 “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, Ms. Dumitru Aura - Gabriela, to sign the contract mandate of the provisional administrators appointed by the Resolution of the Ordinary General Meeting of Shareholders.

**Art. 11.** By a number of 5,821,830 “For” votes representing 100 % of the total votes cast, approves the registration date 10.03.2023 proposed by the Board of Directors, with ex-date 09.03.2023.

**Art. 12.** By a number of 5,821,830 “For” votes, representing 100 % of the total votes cast, approves the empowerment of the President of the OGMS meeting 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 the provisional administrators and 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 GMS meeting**

Gheorghe Cristian - Florin

OGMS Secretary

Dumitru Aura - Gabriela

Technical Secretariate

Modoran Adina

Rusu Andreea

*Note: Resolution no. 1/ 17.02.2023 of the Ordinary General Meeting of Shareholders of “CONPET” SA has been issued in 3 (three) original counterparts.*