

**RESOLUTION NO. 1**  
**OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS)**  
**of the Company "CONPET" S.A. Ploiești**  
**dated 27.04.2023**

The Extraordinary General Meeting of Shareholders of the Company "CONPET" S.A., company 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 27.04.2023 (in first call), which took place at the company's headquarters, where to have been present or represented (here-included by the correspondence voting bulletins) a number of 8 shareholders, owners of a number of 5,760,091 shares/voting right, accounting for 66.53 % of the share capital, namely 66.53% out of the total number of voting rights, adopts the following:

**RESOLUTION**

**Art. 1.** By a number of 5,760,091 „For” votes, representing 100% of the total number of votes cast held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively of the total voting rights, approves the election of Mr. Prepeliță Alexandru as Secretary of the Extraordinary General Meeting of Shareholders (EGMS).

**Art. 2.** Approves the amendment of the Articles of Incorporation of "CONPET" S.A., as per the proposals in the Annex to the EGMS Convening Notice. (Draft amendment of the Articles of Incorporation), namely:

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**Art. 8 Para (3) of the Articles of Incorporation is being amended and bear the following contents:**

(3) The shareholding structure, corresponding to the consolidated synthetic structure of the shareholders is the following:

The ROMANIAN STATE, by the Ministry of Energy (the line ministry or its successors, according to the law)

Number of shares: 5,083,372

Value of contribution to the share capital: 16,775,127.60 RON

Share on profit and loss: 58.7162 %

**OTHER SHAREHOLDERS NATURAL OR LEGAL PERSONS**

Number of shares: 3,574,156

Value of contribution to the share capital: 11,794,714.8 RON

Share on profit and loss: 41.2838 %

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**After Art. 8 Para (3) of the Articles of Incorporation are added Para (4) and (5), with the following contents:**

(4) The identification data of each shareholder, the contribution to the share capital, the number of shares he is entitled to and the share in the total share capital are being comprised in the Shareholders Registry kept in electronic system by Depozitarul Central S.A.

(5) The rights and obligations related to the share capital of the Company, for the shares in capital held by the Romanian State are exercised, on behalf and on the account of the Romanian State, by the ministry of resort, the Company being under its authority, in accordance with the legal dispositions.

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**Art. 10 Para (2) of the Articles of Incorporation shall be amended/supplemented and bear the following contents:**

(2) The company shares are nominative, of equal values and comprise all the elements stipulated by law. The nominal value of one share is 3.3 RON. The shares are being issued in dematerialized form and are being registered in the Shareholders’ Registry, the record thereof being held by Depozitarul Central S.A. Bucharest, “CONPET” S.A. has concluded a contract with. The shares are indivisible regarding CONPET S.A., which recognizes only one owner for each share. In case a share becomes the property of several persons, Depozitarul Central S.A. is not bound to record the transmission as long as those persons will not designate a unique representative for exercising the rights resulting from share.

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**Art. 11 Para (6) of the Articles of Incorporation shall be amended/supplemented and bear the following contents:**

(6) The issue and trading of the bonds that are subject to a public tender shall be subject to the legislation regarding the incidental capital market.

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**Art. 15 Para (3) letter b) of the Articles of Incorporation shall be amended/supplemented and bear the following contents:**

b) elects and revokes the administrators according to the law; at the appointment, the OGMS shall bear in mind that the majority of BoD members should be non-executive and independent;

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**Art. 15 Para (4) letter o) of the Articles of Incorporation shall be amended/supplemented and bear the following contents:**

o) decides upon the participation, according to the law, to the establishment of new legal persons or in the association with other legal or natural persons in the country or abroad, except for the non-profit organizations established under the law, for which the competence to approve the accession/withdrawal of companies from the capacity of member belongs to the Board of Directors.

- By a number of 5,687,931 „For” votes, representing 98.75% of the total number of votes held by the present or represented shareholders, accounting for 65.70% of the share capital and respectively, of the total voting rights,

**- After Art. 18 Para (19) of the Articles of Incorporation is being introduced Para (20), with the following contents:**

(20) 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.

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 19 Para (1) of the Articles of Incorporation shall be amended/supplemented and bear the following contents:**

(1) The company is administered in a unitary system by a Board of Directors consisting of 7 administrators, appointed by the Ordinary General Meeting of Shareholders for a period of 4 years, with the possibility of re-election for further periods of 4 years. The administrators can act as shareholders. For the appointment of an administrator to be legally valid, the person appointed must expressly accept. The identification data of the administrators are being registered at the Trade Register Office as per the legal provisions. The identification data of the administrators are being registered at the Trade Register Office as per the legal provisions.

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 19 Para (2) of the Articles of Incorporation shall be amended/supplemented and bear the following contents:**

(2) The majority of the Board of Directors members are non-executive and independent administrators. When the administrators are appointed by the GMS or BoD, it will be taken into account that they fulfill the legal conditions regarding the status of independent administrator, the administrators being bound to fill-in an affidavit regarding independence prior to the appointment. If there are changes regarding the information that is the basis of the declaration of the status of independent administrator, the administrator has the obligation to immediately bring them to the attention of the Board of Directors through the Nomination and Remuneration Committee.

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 19 Para (4) of the Articles of Incorporation shall be amended/supplemented and bear the following contents:**

(4) In case of vacancy of one or more administrator positions, the Board of Directors proceeds to the appointment of one/several provisional administrators, until the reunion of the Ordinary General Meeting of Shareholders. The Board of Directors will ensure that the majority of non-executive and independent administrators is being maintained when appointing provisional administrators.

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 19 Para (8) of the Articles of Incorporation shall be amended/supplemented and bear the following contents:**

(8) The Board of Directors usually meets at the company’s headquarters or any place of business of the company or in any place disclosed in the convening notice. Operational meetings of the Board of Directors may be organized by means of remote communication meeting the technical conditions

necessary for the identification of the participants, their effective participation to the meetings of the Board of Directors and the retransmission of the deliberations on a continuous basis (via e-mail, telephone, video call or other communication equipment), whenever necessary, but at least every 3 months, at the call of the President or at the reasoned request of 2 of its members or of the Director General/Directors. In this case, the Agenda is being established by the authors of the request. The Chairman must act on such a request. The Board of Directors is ruled by Chairman. In case the Chairman is temporarily incapable of exercising his duties, all along that period, the Board of Directors may charge another administrator with the fulfillment of the Chairman capacity, upon the proposal of the BoD's Chairman.

- By a number of 5,687,931 „For” votes, representing 98.75% of the total number of votes held by the present or represented shareholders, accounting for 65.70% of the share capital and respectively, of the total voting rights,

**- Art. 19 Para (12) of the Articles of Incorporation shall be amended/supplemented and bear the following contents:**

(12) For the validity of the decisions is necessary the presence (directly or by proxy) of at least five members from among the Board members and the decisions are made with the majority vote of the present members. The chairman of the Board of Directors will have the casting vote in case of parity of votes. The “Abstention” position adopted by an administrator regarding the items included on the agenda of the general meeting of shareholders is not deemed expressed vote.

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 19 Para (15) of the Articles of Incorporation shall be amended/supplemented and bear the following contents:**

(15) The Agenda is established by the Chairman. The call, the agenda and the meeting materials will be sent to the administrators in sufficient time before the date of the meeting; the deadline can be established by the own regulation of the Board of Directors. The minutes of the meeting shall be comprised in a Journal of the Meetings and BoD Deliberations, by courtesy of the Chairman of the Board.

The protocol of the meeting shall be drawn up by technical editing by the BoD Secretariate and shall comprise the name of the participants, the order of the deliberations, the decisions made, the number of votes cast and separate opinions. This will be signed by the Chairman of the Board of Directors, the BoD members (only those who participate directly in the meeting; they may also have a mandate of representation given by another administrator) and by the BoD Secretariat, and will be attached by gluing it to the Journal of the Meetings and BoD Deliberations of the Board of Directors. The decisions of the Board of Directors and the protocols of the meetings will be sent by email to the administrators.

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 19 Para (16) of the Articles of Incorporation shall be amended/supplemented and bear the following contents:**

(16) In exceptional cases, motivated by the emergency of the situation and by the company’s interest, the decisions of the Board of Directors can be made by the unanimous written vote of the members, the reunion thereof no longer being necessary. This procedure cannot be followed in case of the decisions made regarding the annual financial statements or the authorized capital. The Board of Directors will be required to approve and submit the vote by remote communication means (email).

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 19 Para (17) of the Articles of Incorporation shall be amended/supplemented and bear the following contents:**

(17) Within the meetings shall attend the Chairman and the members of the Board of Directors, as well as the directors with mandate contract. As the case may be, when necessary, for additional information, the Chairman of the Board of Directors can invite at the meetings directors, internal auditors and any other management or operating employees, as well as specialists in various business areas from outside the company. The Union’s President can be also invited, for debating professional, economic and social issues. In view of defending the professional, economic and social rights and interests of the members of the Union, the latter will receive from the company’s management the

necessary information for the negotiation of the collective labor agreements, under the law and by the agreement of the BoD members. The articles contained in the decisions of the Board of Directors regarding the professional, economic and social issues will be communicated in writing to the President of the Union within two working days as of the date of holding the meeting, only as per the orders of the Director General.

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 19 Para (18) of the Articles of Incorporation shall be amended/complemented and bear the following contents:**

(18) The Board of Directors may delegate the company’s management to one or more directors, appointing one of them in the capacity of Director General. The Director General may be appointed from among the administrators, who thus becomes an executive administrator or from outside the Board of Directors. According to the law, director means that person to whom management duties of the company have been delegated by decision of the Board of Directors and who concludes a contract of mandate with the Company, in accordance with the applicable legal provisions. The Director General of “CONPET” S.A. represents the Company in third party relations and in Court. The Board of Directors represents the company in relation to the directors with mandate contracts.

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 19 Para (27) of the Articles of Incorporation shall be amended/complemented and bear the following contents:**

(27) Administrators are bound not to disclose confidential data and information and business secrets of the Company, as well as information regarding its activity. This liability is also binding after the termination of the mandate, for a period of 5 years. They must also comply with the inside information regime provided in the incidental legislation.

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 20 Para (1) letter b) of the Articles of Incorporation shall be amended/supplemented and bear the following contents:**

b) Prepares the annual report that is to be submitted to the General Meeting of Shareholders, together with the annual financial statements and the report of the financial auditor, as well as other reports imposed by the applicable legislation, by the observance of reporting requirements set pursuant to the capital market legislation and other incidental regulations;

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 20 Para (1) letter f) of the Articles of Incorporation shall be amended/complemented and bear the following contents:**

f1) Endorses and submits to the approval of the ordinary general meeting of shareholders the revenues and expenditure budget of the company (Budget) for the next financial year, as well as the rectification of the Budget, which, in accordance with the legislation in force, is the exclusive competence of the GMS; approves the corrections brought to the Budget which falls within the approval competence of the Board of Directors, according to the legislation and methodological norms in force;

f2) Endorses the investment program for the next financial year, which includes the structure detailed by investment objectives before submission for approval of the GMS of its centralized structure; approves the investments program, the detailed structure by investment objectives after approval by the GMS of its centralized structure; approves the rectification of the investment program within the same total values approved by the GMS; approves the current repair program and its rectification; decides upon the delegations and limits of competence granted to the Director General regarding the approval of the rectification of the investment program and the current repair program;

f3) Approves the procurement program and its review/rectification; decides upon the delegations and limits of competence granted to the Director General regarding the approval of the review of the procurement program;

4) Approves the company's accession to/the company's withdrawal from the non-profit organizations established in accordance with the legislation in force;

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 20 Para (1) letter g) of the Articles of Incorporation shall be amended/supplemented and bear the following contents:**

g) Approves the Collective Labor Agreement at the company level and the conclusion of addenda to the Collective Labor Agreement and mandates the Director General for the carry-on of the negotiations between parties and the documents execution;

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 20 Para (1) letter j) of the Articles of Incorporation shall be amended/supplemented and bear the following contents:**

j) Delegates to the Director General/directors with a mandate contract the management duties of the company in areas of competence and establishes through the mandate contract their rights and obligations, competences, attributions, responsibilities; in the event that the Director General/directors with a mandate contract are unable to exercise their duties (rest leave, medical leave, travel assignments, etc.), they may delegate the duties according to the provisions of the mandate contract and/or the decisions of the Board of Directors;

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 20 Para (1) letter k) of the Articles of Incorporation shall be amended/supplemented and bear the following contents:**

k) Oversees the activity of the directors with mandate contract in what concerns the company management, here-included the management thereof and approves the quarterly, by-yearly and annual

activity reports prepared by the directors, as well as any other activity reports recommended for approval;

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 20 Para (1) letter I) of the Articles of Incorporation shall be amended/complemented and bear the following contents:**

1) Appoints and revokes the Directors with mandate contract of the company and sets the remuneration thereof, the general limits of the remuneration being set by the ordinary general meeting of shareholders in the remuneration policy. Sets the objectives and performance criteria for the directors with mandate contract and notes, recurrently, the progress of the fulfillment thereof; approves the global degree of achievement of the objectives and performance criteria of the directors with mandate contract, for the previous year, correlated with the financial statements of that financial year;

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 20 Para (1) letter o) of the Articles of Incorporation shall be amended/complemented and bear the following contents:**

o1) Approves/endorses the protocols on the results of the inventory of company property/public property of the state; approves/endorses proposals for decommissioning of fixed assets, withdrawal of materials of inventory objects like materials, decommissioning and disposal of material assets other than fixed assets, owned by the company/the public patrimony of the state, whose maintenance is no longer justified; approves/endorses the methods of recovery of such property and the starting prices at auction for goods proposed to recovery by tender; may delegate to the Director General the power to sign the protocols of the decommissioning of fixed assets/of inventory items/downgrading of material assets;

o2) Approves the requests for sponsorship and transfer to the company's costs of certain amounts representing penalties, delay penalties, fines, over 100,000 RON; empowers the Director General with

the approval of transferring to the company's costs of certain amounts representing fines, penalties, delay penalties, up to the maximum limit of 100,000 RON;

o3) Approves the external business travels of the BoD members and Director General/directors with contract of mandate;

o4) Approves the participation of BoD members and of the Director General at training or professional development courses/conferences; regarding the expenses incurred by the travel of the members of the BoD to the company's headquarters/worksites, they will be settled by the company, the Director General ordering their payment based on the supporting documents;

o5) Delegates to the Director General the power to approve the internal travel of directors with a mandate contract and their participation in training or professional development courses/conferences.

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 20 Para (1) letter v) of the Articles of Incorporation shall be amended/complemented and bear the following contents:**

v) Provides the enforcement of the resolutions adopted by the shareholders within the sessions of the general meetings of shareholders, aiming that the enforcement of the resolutions be made by the compliance of the lawfulness of the company business; secures and is liable for the carry-on of any task or duty set by the general meeting of shareholders or that is being stipulated by the legislation in force, here-included the regulations in force regarding the capital market, as well as by the performance of the company's business, in terms of both direct duties, as well as for those assigned to the Director General/directors with mandate contract.

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 20 Para (1) letter w) of the Articles of Incorporation shall be amended/complemented and bear the following contents:**

w) Approves the management plan drafted and carried forth by the Director General/directors with mandate contract, in 90 days as of the nomination thereof under the provisions of GEO no. 109/2011 regarding the corporate governance of the public enterprises;

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 20 Para (1) letter x) of the Articles of Incorporation shall be amended/supplemented and bear the following contents:**

x) Presents, twice a year, within the ordinary general meeting of shareholders, a report on the administration activity including also information referring to the execution of the mandate contract of the directors, details regarding the operational activities, financial records of the company and the biyearly accounting reports thereof.

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 20 Para (1) letter y) of the Articles of Incorporation shall be amended/complemented and bear the following contents:**

y) Submits, to the ordinary general meeting of shareholders that approves the annual financial statements an annual report (Remuneration Report), prepared by the Nomination and Remuneration Committee within the Board of Directors, regarding the remunerations and other benefits granted to the administrators and directors with mandate contracts during the previous financial year, report structured pursuant to the provisions of the legislation in force;

- By a number of 5,687,931 „For” votes, representing 98.75% of the total number of votes held by the present or represented shareholders, accounting for 65.70% of the share capital and respectively, of the total voting rights,

**- Art. 20 Para (2) of the Articles of Incorporation shall be amended/supplemented and bear the following contents:**

(2) Under the sanction of nullity, the administrators or the directors with mandate contract may, on their own behalf, alienate, respectively acquire, goods to or from the company having a value of over

10% of the company's net assets value, only after obtaining the approval of the extraordinary general meeting, under the conditions provided in Law no.31/1990 regarding the companies.

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 20 Para (3) of the Articles of Incorporation shall be amended/supplemented and bear the following contents:**

(3) The duties received by the Board of Directors from the general meeting of shareholders cannot be delegated to the Director General/directors with mandate contract, in compliance with Art. 15 Paragraph. (4) Letter (p) to this Articles of Incorporation

- By a number of 5,083,372 „Against” votes, representing 88.25 % of the total number of votes held by the present or represented shareholders, accounting for 58.72% of the share capital and respectively of the total voting rights, **does not approve the removal of Article 20 para. (4) of the Articles of Incorporation, which preserves the current wording, namely:**

(4) The Board of Directors preserves the duty to represent the company in relation to the Director General.

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- CHAPTER VI shall be amended/ renamed as follows:**

**- Chapter VI The Directors**

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 21 shall be amended/renamed as follows:**

**- Art 21 The Duties and Rights of the Director General/Directors with mandate contract**

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 21 Para (1) of the Articles of Incorporation shall be amended/supplemented and bear the following contents:**

(1) The Board of Directors shall delegate the company's management to one or more directors, appointing one of them in the capacity of Director General. Within the meaning of this Articles of Incorporation, director means that person to whom management duties of the company have been delegated by decision of the Board of Directors and who concludes a contract of mandate with the Company, in accordance with the applicable legal provisions.

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 21 Para (2) of the Articles of Incorporation shall be amended/supplemented and bear the following contents:**

(2) The Director General/Directors with mandate contracts have the following main duties:

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 21 Para (2) letter a) of the Articles of Incorporation shall be amended/supplemented and bear the following contents:**

a) provides the leadership and management of the company business and is liable for the execution thereof in relation to both direct duties, as well as the ones entrusted to the Board of Directors;

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 21 Para (2) letter h) of the Articles of Incorporation shall be amended/supplemented and bear the following contents:**

h) the Director General hires/nominates/removes/promotes/suspends/dismisses, as the case may be, under the law, the company personnel and sets the rights and obligations thereof;

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 21 Para (2) letter i) of the Articles of Incorporation shall be amended/supplemented and bear the following contents:**

i) the Director General negotiates the employees' individual labor contracts;

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 21 Para (2) letter l) of the Articles of Incorporation shall be amended/complemented and bear the following contents:**

l) provides the monitoring of implementation of provisions of the revenues and expenditure budget of the Company, by areas of expertise;

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 21 Para (2) letter m) of the Articles of Incorporation shall be amended/complemented and bear the following contents:**

m) sets the performance criteria and objectives for the management positions employees, the follow-up of the degree of achievement thereof and assessment of their activity regarding the fulfillment of the attribution provided in the job description;

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 21 Para (2) letter n) of the Articles of Incorporation shall be amended/complemented and bear the following contents:**

n) are bound not to disclose confidential data and information and business secrets of the Company, as well as information regarding its activity. This liability is also binding after the termination of the

mandate, for a period of 5 years. They must also comply with the inside information regime provided in the incidental legislation.

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 21 Para (2) letter o) of the Articles of Incorporation shall be amended/supplemented and bear the following contents:**

o) presents to the Board of Directors, monthly or whenever necessary, activity reports;

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 21 Para (2) letter p) of the Articles of Incorporation shall be amended/supplemented and bear the following contents:**

p) have signature right and signature specimen in the bank and decide on the receipt and payment operations of the Company; these powers may be delegated, in case of impossibility to exercise one's duties, to others within the company by decision of the Board of Directors, the BoD being the one to appoint the persons authorized to have signature right I and II and their substitutes;

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 21 Para (2) letter r) of the Articles of Incorporation shall be amended/supplemented and bear the following contents:**

r) the Director General negotiates and concludes the Collective Labor Agreement in the name and on behalf of the company, as per the mandate given by the Board of Directors and in the form agreed following negotiations between the parties;

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 21 Para (2) letter s) of the Articles of Incorporation shall be amended/supplemented and bear the following contents:**

- s) the Director General represents the Company in relation to third parties and in Court;
- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 21 Para (2) letter t) of the Articles of Incorporation shall be amended/supplemented and bear the following contents:**

- t) the Director General concludes juristic acts, in the name and on behalf of “CONPET” S.A., under the law and in compliance with the provisions of the contract of mandate and the empowerments granted based on the BoD decision;

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 21 Para (2) letter u) of the Articles of Incorporation shall be amended/supplemented and bear the following contents:**

- u) the Director General concludes contracts of sale and purchase of goods under the law and in accordance with the contract of mandate and powers granted by decision of the Board;

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 21 Para (2) letter v) of the Articles of Incorporation shall be amended/complemented and bear the following contents:**

- v) may authorize the directors or any other employee of the company to exercise any power within one's competence, both in what concerns the company's business and the representation in relation to various authorities, public institutions, natural or legal persons, in justice, etc., as the case may be;

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 21 Para (2) letter w) of the Articles of Incorporation shall be amended/complemented and bear the following contents:**

w) the Director General signs the protocols of the decommissioning of fixed assets/scrapping of inventory items/downgrading of material goods, where he shall be delegated this power by the Board of Directors.

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 21 Para (2) letter x) of the Articles of Incorporation shall be amended/supplemented and bear the following contents:**

x) endorses the materials on the Agenda of the BoD meetings, according to their area of expertise;

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 21 Para (2) letter y) of the Articles of Incorporation shall be amended/complemented and bear the following contents:**

y) the Director General organizes and manages an Executive Director Committee consisting of the directors with mandate contract. The Director General may summon to the meetings employees with management or execution powers within the company and, as the case may be, when discussing problems of professional, economic and social concern, may also invite the President of the Union.

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 21 Para (2) letter z) of the Articles of Incorporation shall be amended/complemented and bear the following contents:**

z) any of the administrators may request the Director General/Directors information regarding the operative management of the company. The Director General/Directors is bound to inform the Board of Directors, regularly and in a comprehensive manner, on the operations made and the envisaged ones.

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 21 Para (3) of the Articles of Incorporation shall be amended/supplemented and bear the following contents:**

**Art. 21 (3) The Directors with mandate contracts have the following rights:**

- By a number of 5,687,931 „For” votes, representing 98.75% of the total number of votes held by the present or represented shareholders, accounting for 65.70% of the share capital and respectively, of the total voting rights,

**- Art. 21 Para (3) letter d) of the Articles of Incorporation shall be amended/complemented and bear the following contents:**

d) to benefit from paid days off every calendar year, which are not assimilated to the rest leave provided by the labor code, as well as other rights provided in the mandate contract;

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 21 Para (3) letter e) of the Articles of Incorporation shall be amended/complemented and bear the following contents:**

e) to be provided a workplace within the Company in compliance with his qualification, as well as other rights in accordance with the legal provisions, at the end of the mandate;

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 21 Para (3) letter f) of the Articles of Incorporation, is being removed.**

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 21 Para (4) of the Articles of Incorporation shall be amended/supplemented and bear the following contents:**

(4) The rights of the Directors are the ones stipulated in the contract of mandate concluded between the company represented by the Board of Directors through a member thereof, usually the Chairman of the BoD. Through the Contract of mandate concluded with the company, the Director may be also granted other additional rights besides those stipulated in paragraph (3).

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 22 of the Articles of Incorporation shall be amended/supplemented and bear the following contents:**

**Art. 22 Other provisions regarding the Directors with mandate contract**

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 22 Para (1) of the Articles of Incorporation is being amended and bear the following contents:**

(1) For the appointment of a director to be valid, the appointed person must accept it, expressly, by means of a written declaration.

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 22 Para (2) of the Articles of Incorporation is being amended and bear the following contents:**

(2) The Director General/Directors are liable for paying all due diligence related to the Company management, within the scope of business of the Company and by the observance of the exclusive competencies of the Board of Directors or of the General Meeting of Shareholders, reserved by Law or the Articles of Incorporation.

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- After Art. 22 Para (2) of the Articles of Incorporation are added Para (3), (4), (5) and (6), with the following contents:**

(3) The duration of the Director's mandate is 4 years and may be renewed. The vacancy of the position of director is established by decision of the Board of Directors.

(4) The director's mandate ends by completion of the duration of the mandate, by revoking the mandate, by waiver of the mandate, as well as for any other reasons for the termination of the mandate provided by law, this Articles of Incorporation or the mandate contract.

(5) The rights and obligations of directors with mandate contract will be those stipulated by the contract, by the decision of the Board of Directors regarding the delegation of management powers of the Company, by the provisions of this Articles of Incorporation and by the legal provisions applicable to the directors of joint stock companies.

(6) The directors shall submit to the Company, ex officio or upon request, all identification, contact data and any personal data necessary to ensure the conditions for the execution of the Company's obligations, provided by law, the Articles of incorporation or the mandate contract. In the event of changes to the submitted data, the submission of the new data will be done by the Directors, ex officio.

- By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights,

**- Art. 35 Para (2) of the Articles of Incorporation is being amended and bear the following contents:**

(2) This Articles of Incorporation has been updated on 27.04.2023 following the amendments approved by the EGMS esolution no. 1/27.04.2023, based on the Articles of Incorporation updated on 28.04.2022 and was drafted and signed in 3 (three) original copies.

**Art. 3.** By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights, approves the registration date 25.05.2023 advanced by the Board of Directors, with ex-date 24.05.2023.

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**Art. 4.** By a number of 5,760,091 „For” votes, representing 100% of the total number of votes held by the present or represented shareholders, accounting for 66.53% of the share capital and respectively, of the total voting rights, empowers the President of the meeting of the Extraordinary General Meeting of Shareholders to sign the EGMS Resolution and make all due diligence in order to register the EGMS Resolution, submit/register the updated form of the Articles of Incorporation at the Trade Register Office attached to the Prahova Law Court, publish it in the Official Gazette of Romania Part IV, as well as to grant the right to delegate, to another person, the proxy to perform the above-diligence.

***Chairman of the GMS Meeting***

Tănăsică Oana - Cristina

EGMS Secretary

Prepelită Alexandru

Technical Secretariat

Modoran Adina

Rusu Andreea

*Note: Resolution no. 1/27.04.2023 of the Extraordinary General Meeting of Shareholders of “CONPET” S.A. has been issued in 3 (three) original counterparts.*