

No. 25086/ 13.07.2023

Current report no. 31/2023

as per Law no. 24/2017 and ASF Regulation no. 5/2018

Date of the report	13.07.2023
Issuer's Name:	CONPET S.A. Ploiești
Registered Offices:	No. 1-3, Anul 1848 Street, Ploiesti
Telephone/facsimile/email:	0244/ 401360/ 516451/ 402385/ actionariat@conpet.ro
Tax Identification Number at the Trade Register Office	1350020
No. at the Trade Registry:	J29/6/22.01.1991
Subscribed and paid-up share capital:	28,569,842.40 RON
Total number of shares:	8,657,528 nominative shares
The regulated market trading the issued securities:	B.V.B., PREMIUM Category

Reporting significant events: as per Art. 234, Para.1, letter c) of ASF Regulation no 5/2018:**OGMS convening for 18.08.2023 (in first call)/21.08.2023 (in second call), 10:00**

Following the decision of the Board of Directors meeting on 13.07.2023, the company CONPET SA informs the shareholders and the investing public about the convening of the OGMS for 18.08.2023 (first call)/21.08.2023 (second call).

The OGMS is convened for the date **18.08.2023 (in first call)/21.08.2023 (in second call), 10.00**, at the registered offices of the company's in Ploiesti, no. 1-3, Anul 1848 Street. **The reference date** of the OGMS is **08.08.2023**. **The registration date proposed** by the Board of Directors for the meeting is **08.09.2023**, with **ex-date 07.09.2023**, related to the OGMS.

The OGMS convening notice includes the following Agenda:

1. Election of a Secretary of the Ordinary General Meeting of Shareholders (OGMS).
2. Appointment of several provisional administrators of the company, considering the vacancies of the positions of member in the Board of Directors as of 22.08.2023, 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 22.08.2023 until 21.12.2023 (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 governance of public enterprises, if it takes place earlier than 4 months as of the appointment by the OGMS, with possibility of extending the mandate by another 2 months.
3. Settlement of the monthly fixed gross allowance of the remuneration of the non-executive members of the Board of Directors, as being equal to twice the average over 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 4950), at class level, as per the classification of the activities in the national economy, communicated by the National Institute of Statistics prior to the appointment.
4. Approval of the mandate contract to be concluded with the provisional administrators appointed pursuant to the Resolution of the Ordinary General Meeting of Shareholders.

5. 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.
6. Approval of the registration date 08.09.2023 advanced by the Board of Directors, with ex-date 07.09.2023.
7. 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 the provisional 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 within the company, the proxy to perform the above-mentioned diligence.

We hereby attach to the current report the Convening Notice of the Ordinary General Meeting of Shareholders convened for 18.08.2023/21.08.2023.

Director General
Eng. Dorin TUDORA
Electronic signature

CONVENING NOTICE

THE BOARD OF DIRECTORS OF “CONPET” S.A.

Company administered in a unitary-system, incorporated and functioning according to the applicable Romanian legislation, with registered offices 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”, in compliance with the provisions of Law no. 31/1990 on the companies, republished, subsequent amendments and additions, of GEO no. 109/2011 on the corporate governance of public enterprises, amended and supplemented by Law no. 111/2016, of Law no. 24/2017 regarding 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 deeds, as well as with the Articles of Incorporation of the Company, met at the Board of Directors’ meeting dated 13.07.2023

CONVENES

THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)

for the date of **18.08.2023, 10.00**, which will take place at the Company’s headquarters in Ploiesti, 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. Appointment of several provisional administrators of the company, considering the vacancies of the positions of member in the Board of Directors as of 22.08.2023, 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 22.08.2023 until 21.12.2023 (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 governance of public enterprises*, if it takes place earlier than 4 months as of the appointment by the OGMS, with possibility of extending the mandate by another 2 months.
3. Settlement of the monthly fixed gross allowance of the remuneration of the non-executive members of the Board of Directors, as being equal to twice the average over 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 4950), at class level, as per the classification of the activities in the national economy, communicated by the National Institute of Statistics prior to the appointment.

4. Approval of the mandate contract to be concluded with the provisional administrators appointed pursuant to the Resolution of the Ordinary General Meeting of Shareholders.
5. 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.
6. Approval of the registration date 08.09.2023 advanced by the Board of Directors, with ex-date 07.09.2023.
7. 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 the provisional 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 within the company, the proxy to perform the above-mentioned diligence.

In case that, on the date of the first call of the OGMS, respectively **18.08.2023, 10:00**, there 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 will take place on **21.08.2023, 10:00** (the 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 the shareholders registered as shareholders of "CONPET" Company on **08.08.2023 (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, starting **19.07.2023, 8:00**, as well as at the Company's headquarters (BoD and GMS Secretariat Bureau), starting **19.07.2023**, during working days, between 8:00 - 14:00.

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

The proposals shall be submitted either (i) in physical format/by mail, at "CONPET" S.A. Company's Registry located at the registered offices of the Company, in Ploiesti, 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 18.08.2023**” or (ii) by e-mail, by incorporated electronic extended signature, as per the provisions of Law no. 455/2001 regarding the electronic signature, at the address actionariat@conpet.ro, so that they are received by **09.08.2023, 12:00**, which is the deadline by which proposals for candidates for the provisional administrator positions can be made.

The list regarding the candidates for the election of the Board of Directors’ members also includes the provisional administrators in capacity. The list will be periodically updated according to the receipt of proposals within the mentioned deadline, 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 where from can be distinguished the professional experience and training and the ID copy.

(b) In case of independent candidates’ proposals, the substantiation documents/affidavit of the candidate, in original form, certifying the fact that the latter meets all the criteria and conditions of independence settled 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 18.08.2023**.

d) the bank statement where from to result the shareholder capacity and the number of shares held, issued by Depozitarul Central or, as the case may be, the intermediaries defined as per Art. 2, para (1), item 20 of Law 24/2017, which supply custody services. The bank statement is not necessary in case of the nominations made by the Romanian State by the Ministry of Energy, whose capacity of shareholder is being recorded 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 www.conpet.ro, section **“Investor Relations/GMS Documents”** – **OGMS dated 18.08.2023**, starting with 19.07.2023, 08.00 and at the Company headquarters (BoD and GMS Secretariat Bureau), as of 19.07.2023, during working days, between 8:00 -14:00.

The 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 a substantiation or a draft resolution proposed to be adopted by the general meeting; the requests are to be received by the Company "CONPET" S.A., in no more than 15 days as of the convening notice publishing date, namely **31.07.2023, 12:00**.
- 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 the Company "CONPET" S.A. in no more than 15 days as of the convening notice publishing date, namely the date **31.07.2023, 12:00**.

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 comprising the supplemented/revised Agenda, prior to the reference date **08.08.2023**.

In case the Agenda of the General meeting is being supplemented/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 supplementation/revision of the Agenda will be considered exclusively for the items herein included in the supplemented/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 resolutions proposed for adoption by 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 afore-mentioned deadlines and shall be submitted, by any form of courier service with receipt of confirmation, directly to "CONPET" S.A., headquartered in Ploiesti 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 18.08.2023"** or by e-mail with incorporated electronic extended signature under Law no. 455/2001 regarding the electronic signature, at the address actionariat@conpet.ro.

The Company's shareholders, irrespective of 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, questions to be 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 confirmation, directly at the

headquarters of "CONPET" S.A., in Ploiești, 1-3 Anul 1848 Street, Prahova county, in a sealed envelope, with the mention **“BoD and GMS Secretariat Bureau - for the OGMS dated 18.08.2023”** or by e-mail with embedded extended electronic signature, as per Law no. 455/ 2001 regarding the electronic signature, at the address actionariat@conpet.ro, no later than 17.08.2023, **10:00**.

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 or making proposals for the complementation of the Agenda or advancing draft resolutions, they will also attach to said request copies of the documents certifying 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 18.08.2023**.

At the OGMS only the shareholders registered on the reference date **08.08.2023** can participate and vote, in person or through representatives, based on a special or general empowerment, as per the legal provisions.

The special and general empowerment form will be available, as of 19.07.2023, 08:00, in Romanian and English, in electronic format on its webpage, at www.conpet.ro, section **“Investor Relations/ GMS Documents” - OGMS dated 18.08.2023**, and at the Company's headquarters, the BoD and GMS Secretariat Bureau, starting 19.07.2023, between 08:00 and 14:00, on working days.

The special empowerment will contain the method of identifying the shareholder quality 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 on the Agenda of the Ordinary General Meeting of Shareholders subject to approval. The "abstention" position adopted by a shareholder regarding the items on the Agenda of the general meeting of shareholders does not represent an expressed vote.

The special empowerment form will be updated by the Company if new items are added to the Agenda of the OGMS.

In case of discussing, within the OGMS, 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 their representative to vote in all aspects under discussion at the general meetings of shareholders of one or 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 client, 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 original, signed and, as the case may be, stamped, given by the legal representative of the intermediary or by the attorney who received the empowerment for representation by general empowerment, showing that the empowerment is granted by said shareholder, as client, to their 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, will be submitted, in Romanian or English, at “CONPET” S.A.’s headquarters in Ploiești, 1-3 Anul 1848 Street, Prahova county, at least 24 hours before the meeting, namely until **17.08.2023**, at **10:00**, in a sealed envelope, with the mention: **“BoD and GMS Secretariat Bureau - for the Ordinary General Meeting of Shareholders dated 18.08.2023”**, or they can be sent with the embedded extended electronic signature according to the provisions of Law no. 455/ 2001 regarding the electronic signature, until the same date and time mentioned above, at the e-mail address: actionariat@conpet.ro, under the penalty provided by Art. 125 Para. (3) of Law no. 31/1990 regarding 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, no later than **17.08.2023, 10:00**, 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 in the OGMS, as well as the fact that the credit institution provides custody services for said shareholder under the voting instructions received through 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 limit of instructions received from their clients, bearing the capacity of shareholders at the reference date 08.08.2023.

The shareholders registered on the reference date may also vote by correspondence, before the OGMS, using the correspondence voting bulletin, available starting 19.07.2023, 08:00, in Romanian

and English, in electronic format on its webpage, at the address www.conpet.ro section “**Investor Relations/GMS Documents**” - **OGMS dated 18.08.2023**, as well as at the Company's headquarters, the BoD and GMS Secretariat Bureau, starting 19.07.2023, between 08:00 and 14:00, on working days.

The correspondence voting bulletins must be filled in and signed by the natural persons shareholders and accompanied by the copy of the identity card of the shareholder, certified to copy, by the holder of the identity card/ filled in and signed by the legal representative of the legal person shareholder, accompanied by the official document asserting their capacity as legal representative.

The capacity of shareholder, as well as, in case of legal persons shareholders 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 Depozitarul Central S.A. or, as the case may be, for data different from the reference/registration date, 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 capacity of shareholder and number of shares held;
- b) the documents certifying the registration of information concerning the legal representative at Depozitarul Central S.A./ the respective participants.

If the data regarding the capacity of legal representative have not been updated at Depozitarul Central by the legal person shareholder until the reference date, the evidence of a legal representative is made based on a confirmation of company details issued by the Trade Register Office, in the original or certified true copy, or any other document issued by a competent authority in the state where the shareholder is legally registered, which certifies the quality of legal representative, issued no later than 3 months before the publication date 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 made by an authorized translator in Romanian or English language. 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, must be sent in original, in Romanian or in English, by any form of courier service with confirmation receipt, directly to the headquarters of "CONPET" S.A., in Ploiești, 1 - 3 Anul 1848 Street, Prahova county, in a sealed envelope, with the mention “**BoD and GMS Secretariat Bureau - for the Ordinary General Meeting of Shareholders dated 18.08.2023**” or by e-mail with an embedded extended electronic signature, as

per to Law no. 455/ 2001 regarding the electronic signature, to the address actionariat@conpet.ro, no later than **17.08.2023**, at **10:00**.

The correspondence voting bulletins/special or general empowerments (together with the requested accompanying documents) that are not received at the Company's headquarters within the indicated terms, namely no later than 17.08.2023, 10.00, will not be considered for the determination of the quorum and majority in the OGMS.

The rules established by this Convening Notice for the organization of the OGMS meeting dated 18.08.2023 (first call)/ 21.08.2023 (second call) will be supplemented by the legal provisions applicable to the public enterprises whose shares are traded on the securities market.

Additional information can be obtained from "CONPET" S.A.'s headquarters in Ploiești, 1 - 3 Anul 1848 Street, BoD and GMS Secretariat Bureau, telephone 0244.401.360, extension 2655, 2579, facsimile 0244.516.451, between 08:00 - 14:00, e-mail: actionariat@conpet.ro.

CHAIRMAN OF THE BOARD OF DIRECTORS

CRISTIAN - FLORIN GHEORGHE