
CONVENING NOTICE

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

unitary-system administered company incorporated and functioning according to the applicable Romanian legislation, with the registered offices in Ploiești, 1-3 Anul 1848 Street, registered at the Trade Register Office attached to the Prahova Law Court under the no. J29/6/1991, tax registration number RO 1350020, with a subscribed and paid-up capital amounting to 28,569,842.40 RON (hereinafter called “CONPET” S.A. or the “Company”), as per the provisions of Law no. 31/1990 on companies, republished, with subsequent amendments and additions, of GEO no. 109/2011 on the corporate governance of public enterprises, with subsequent amendments and additions, of Law no. 24/2017 regarding the issuers of financial instruments and market operations, of the ASF Regulation no. 5/2018 on the financial instruments and market operations issuers and other applicable documents, as well as the Articles of Incorporation of the Company, met at the Board of Directors meeting dated 03.11.2023.

CONVENES

THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)

for the date of **19.12.2023, 10:00**, which will take place at CONPET S.A.’s headquarters in Ploiești, 1-3 Anul 1848 Street, Prahova county, with the following:

AGENDA:

1. Election of a Secretary of the Ordinary General Meeting of Shareholders (OGMS).
2. Approval of the financial and non-financial performance indicators resulting from the Administration Plan of the company CONPET S.A., namely:
 - a) Approval of the performance indicators for monitoring the company’s performance, resulting from the Administration Plan;
 - b) Approval of the financial and non-financial key performance indicators resulting from the Administration Plan, for the calculation of the gross annual variable component of remuneration, for the non-executive administrators, annex to the Mandate Contracts.
 - c) Approval of the financial and non-financial key performance indicators resulting from the Administration Plan, for the calculation of the gross annual variable component of remuneration for directors with mandate contract, annex to the Mandate Contracts.
3. Approval of the amount of the gross variable component of the company’s non-executive administrators’ remuneration.



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- 4.** Approval of the form and content of the Addendum to the mandate contracts to be concluded with the non-executive administrators of the Company.
- 5.** Mandating of the state representative in the General Meeting of Shareholders to sign the Addendum to the mandate contracts of the non-executive administrators.
- 6.** Approval of the limits of remuneration of Directors with a mandate contract, namely:
 - a) The limits of the gross monthly fixed allowance of Directors with mandate contract.
 - a) The limits of the gross annual variable component of Directors with mandate contract.
- 7.** The Empowerment:
 - a) of the President of the OGMS Meeting to sign the OGMS Resolution.
 - b) of the Director General to perform the necessary diligence in order to register this OGMS Resolution, as well as to be granted the right to delegate the mandate to another person in relation to the Trade Register Office attached to Prahova Law Court.
- 8.** Approval of the date of 17.01.2024 as registration date and of the date of 16.01.2024 as ex-date in accordance with the legal provisions.

In the event that on the date of the first call of the OGMS, namely **19.12.2023, 10:00**, the quorum/validity conditions provided for by law and the Articles of Incorporation for holding the general meeting have not been met, the OGMS will be convened on **20.12.2023, 10:00** (second call), at the Company's headquarters in Ploiești, 1-3 Anul 1848 Street, with the same agenda. At the OGMS (first call and second call) only shareholders who are registered as shareholders of the company "CONPET" S.A. have the right to participate and vote on **08.12.2023 (reference date)** in the Registry of Shareholders of the Company, kept and issued by Depozitarul Central S.A.

The OGMS resolution draft and the meeting materials are available both in Romanian and English, on the Company's website, www.conpet.ro, section "**Corporate Governance/ Investor Relations/ GMS Documents.**" - OGMS dated **19.12.2023**, starting **17.11.2023, 08:00**, as well as at the Company's headquarters (BoD and GMS Secretariat Bureau), as of **17.11.2023**, on working days, between 08:00 – 14:00.

The Company's shareholders may obtain, upon request, copies of the documents regarding the items included on the agenda of the OGMS.

One or more shareholders, representing, individually or together, at least 5% of the Company's share capital, has/have the right to:



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- 1) introduce new items on the Agenda of the OGMS, provided that every item is accompanied by a substantiation or a draft decision proposed for adoption by the general meeting, requests to be received by "CONPET" S.A. no later than 15 days as of the convening notice publishing date, namely until **28.11.2023, 12:00**.
- 2) submit draft resolutions for the items included or proposed to be included on the Agenda of the general meeting, requests to be received by "CONPET" S.A. no later than 15 days as of the convening notice publishing date, namely until **28.11.2023, 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 containing the supplemented/revised Agenda, before the reference date **08.12.2023**.

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 some 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 aforementioned deadlines and shall be submitted, by any form of courier service with receipt of confirmation, directly to "CONPET" S.A., headquartered in Ploiești, 1-3 Anul 1848 Street, Prahova county, in a closed envelope, with the mention "**BoD and GMS Secretariat Bureau - for the Ordinary General Meeting of Shareholders dated 19.12.2023**", or by e-mail, with incorporated extended electronic signature, as per Law no. 455/2001 regarding the electronic signature, at 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



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at the headquarters of "CONPET" S.A., in Ploiești, 1-3 Anul 1848 Street, Prahova county, in a sealed envelope, with the mention **"Board of Directors and General Meeting of Shareholders Secretariat Bureau - for the OGMS of 19.12.2023"** 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 12.12.2023, **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 **"Corporate Governance/ Investor Relations/ GMS Documents" - OGMS dated 19.12.2023.**

At the OGMS only the shareholders registered on the reference date **08.12.2023** 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 17.11.2023, 08:00, in Romanian and English, in electronic format on its webpage, at www.conpet.ro, section **"Corporate Governance/ Investor Relations/ GMS Documents" - OGMS dated 19.12.2023**, and at the Company's headquarters, the BoD and GMS Secretariat Bureau, starting 17.11.2023, 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.



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The shareholder can grant a general empowerment valid for a period that will not exceed 3 years, allowing their representative to vote on 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 power of attorney for representation by general empowerment, showing that the power of attorney 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 **18.12.2023, at 10:00**, in a sealed envelope, with the mention: "**BoD and GMS Secretariat Bureau - for the OGMS dated 19.12.2023**", 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 **18.12.2023, 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



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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 on the reference date 08.12.2023.

The shareholders registered on the reference date may also vote by correspondence, before the OGMS, using the correspondence voting bulletin, available starting 17.11.2023, 08:00, in Romanian and English, in electronic format on its web page, at the address www.conpet.ro section **“Corporate Governance/ Investor Relations/ GMS Documents” - OGMS dated 19.12.2023**, as well as at the Company's headquarters, the BoD and GMS Secretariat Bureau, starting 17.11.2023, between 08:00 and 14:00, on working days.

The correspondence voting bulletins must be filled in and signed by the shareholders natural persons and accompanied by a copy of the shareholder's identity document signed in accordance with the original by the holder of the identity document/ completed and signed by the legal representative of the legal entity shareholder, accompanied by the official document which certifies his capacity as legal representative.

The capacity of shareholder, as well as, in case of shareholders – legal persons or entities without legal personality, the capacity of legal representative is established based on the list of shareholders on the reference/registration date, received by the Company from Depozitarul Central S.A. or, as the case may be, for different reference/registration data, based on the following documents submitted to the Company by the shareholder, issued by Depozitarul Central S.A. or by the participants defined according to capital market legislation, providing custody services:

- a) the bank statement which certifies the capacity of shareholder and number of held shares;
- 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 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



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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 of 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 OGMS dated 19.12.2023**" or by e-mail with an embedded extended electronic signature, as per Law no. 455/ 2001 regarding the electronic signature, to the address actionariat@conpet.ro, no later than **18.12.2023**, 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 18.12.2023, 10.00, will not be taken into account 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 19.12.2023 (first call)/ 20.12.2023 (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, Prahova county, BoD and GMS Secretariat Bureau, telephone 0244.401.360 ext. 2655, 2579, fax 0244.516.451, between 08:00 - 14:00, e-mail: actionariat@conpet.ro.

CHAIRMAN OF THE BOARD OF DIRECTORS
CRISTIAN - FLORIN GHEORGHE



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