

No. 45673/ 19.12.2023

Current report no. 45/2023
as per Law no. 24/ 2017 and ASF Regulation no. 5/2018

Date of the report	19.12.2023
Issuer's Name:	CONPET S.A. Ploiești
Registered Offices:	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 of the A.S.F. Regulation no. 5/2018:

Resolution of the Ordinary General meeting of Shareholders (OGMS) of CONPET S.A. dated 19.12.2023 (first call).

The Ordinary General Meeting of Shareholders (OGMS) convened for the date 19.12.2023/20.12.2023 was held on 19.12.2023 (first call), starting 10 AM, at the company's headquarters in Ploiești, 1-3 Anul 1848 Street, following the fulfillment of the statutory - legal quorum conditions.

The OGMS Convening Notice, approved by BoD Decision no. 34/03.11.2023, was published in the Official Gazette of Romania, Part IV, no. 5087/15.11.2023 as well as in „Jurnalul” newspaper dated 15.11.2023, being submitted to the Bucharest Stock Exchange and the Financial Supervisory Authority as annex to the Current Report no. 34/03.11.2023 report published on www.bvb.ro and www.conpet.ro.

As per the provisions of art. 17 Para. (1) Letter a) of the Articles of Incorporation, for the validity of the OGMS deliberations, is necessary, in first call, the presence of the shareholders (including correspondence votes) representing at least half (1/2) of the total number of voting rights and the OGMS resolutions be taken with the majority of the votes expressed.

At the OGMS sessions shareholders registered in the consolidated Shareholders' Registry, on the reference date 08.12.2023, could participate. Therefore, 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, holder of 5,083,372 shares with a nominal value of 3.30 RON, representing 58.7162% of the total number of shares/voting rights, namely a share capital amounting to 16,775,127.6 RON, as well as one shareholder natural person, holder of 41 shares with a nominal value of 3.30 RON, representing 0.0005% of the total number of shares/voting rights, namely a share capital amounting to 135.3 RON.

For the OGMS meeting, 8 shareholders, owners of a number of 805,445 shares/voting rights, representing 9.3034% of the total number of shares/voting rights, namely a share capital amounting to 2,657,968.5 RON, have submitted correspondence voting bulletins.

Consequently, the total number of voting rights within the OGMS meeting (which also included the votes exercised by correspondence) was 5,888,858 and corresponds to a number of 5,888,858 shares with a nominal value of 3.30 RON, representing 68.0201% of the total number of shares/voting rights, respectively a share capital amounting to 19,433,231.4 RON.

Based on the materials related to the OGMS Agenda, considering the mandate of the representative of the Ministry of Energy, as well as the vote exercised by correspondence, following

the debate of the shareholders, the OGMS Resolution no. 6/2023 was issued, bearing the following contents:

RESOLUTION NO. 6.
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)
Of the Company “CONPET” S.A. Ploiești
dated 19.12.2023

The Ordinary General Meeting of Shareholders of the Company “CONPET” S.A., with registered offices in Ploiești, 1-3 Anul 1848 Street, registered at the Trade Register Office attached to the Prahova Tribunal under the 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 companies, republished, with subsequent amendments and additions, as well as the applicable legislation on 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 19.12.2023 (first call), which took place at the company’s headquarters, attended by a number of 10 present or represented shareholders (including by correspondence voting bulletins), owners of a number of 5,888,858 shares/voting rights, representing 68.02 % of the share capital, namely 68.02% of the total number of voting rights, adopts the following:

RESOLUTION

Art. 1. By a number of 5,888,817 “For” votes representing 100% of the total votes cast, approves the election of Ms. Ionela - Cristina Stancu as Secretary of the Ordinary General Meeting of Shareholders (OGMS).

Art. 2. Approval of the financial and non-financial performance indicators resulting from the Administration Plan of the company CONPET S.A., namely:

a) By a number of 5,888,817 “For” votes representing 100% of the total votes cast, approves the performance indicators for monitoring the company’s performance, resulting from the Administration Plan.

b) By a number of 5,888,817 “For” votes representing 100% of the total votes cast, approves 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) By a number of 5,888,817 “For” votes representing 100% of the total votes cast, approves 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.

Art. 3. By a number of 5,888,817 “For” votes, representing 100% of the total number of votes cast, approves the amount of the gross variable component of the company’s non-executive administrators’ remuneration, of 12 gross fixed monthly allowance for each year of mandate.

Art. 4. By a number of 5,888,817 “For” votes representing 100 % of the total votes cast, approves the form and content of the Addendum to the contracts of mandate that will be concluded with the non-executive administrators of the company.

Art. 5. By a number of 5,888,817 “For” votes” representing 100% of the total votes cast, empowers the representative of the Romanian State, Ms. Ionela - Cristina Stancu, in the General Meeting of Shareholders to sign the Addendum to the mandate contracts of the non-executive administrators.

Art. 6. Approval of remuneration limits for Directors with a mandate contract, namely:

a) By a number of 5,888,817 “For” votes, representing 100% of the total number of votes cast, approves the limits of the fixed monthly gross allowance of directors with mandate contract, respectively between 5 and 6 times the average over the last 12 months of the average gross monthly 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.

b) By a number of 5,888,817 “For” votes, representing 100% of the total number of votes cast, approves the limits of the gross annual variable component of Directors with mandate contract, namely between 6 and 12 monthly gross fixed allowances for each year of mandate.

Art. 7. Approves the Empowerment:

a) By a number of 5,888,817 “For” votes representing 100% of the total votes cast, approves the empowerment of the President of the OGMS Meeting to sign the OGMS Resolution.

b) By a number of 5,888,817 “For” votes representing 100% of the total number of votes cast, approves the empowerment 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 proxy to another person, in relation to the Trade Register Office attached to Prahova Law Court.

Art. 8. By a number of 5,888,817 “For” votes representing 100% of the total votes cast, approves the date of 17.01.2024 as registration date and 16.01.2024 as ex-date in accordance with the legal provisions.

-

We annex to the present current report the Resolution of the General Meeting of Shareholders (OGMS) of CONPET S.A. dated 19.12.2023 (first call).

Director General
Eng. Dorin TUDORA

RESOLUTION NO. 6
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)
of the Company “CONPET” S.A. Ploiesti
dated 19.12.2023

The Ordinary General Meeting of Shareholders of the Company “CONPET” S.A., with registered offices in Ploiești, no. 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 19.12.2023 (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 5,888,858 shares/voting rights, accounting for 68.02 % of the share capital, namely 68.02 % of the total number of voting rights, adopts the following:

RESOLUTION

Art. 1. By a number of 5,888,817 “For” votes representing 100% of the total votes cast, approves the election of Mrs. Ionela - Cristina Stancu - as Secretary of the Ordinary General Meeting of Shareholders (OGMS).

Art. 2. Approves the financial and non-financial performance indicators resulting from the Administration Plan of CONPET S.A., respectively:

- a) By a number of 5,888,817 “For” votes representing 100% of the total votes cast, approves the performance indicators for monitoring the company’s performance, resulting from the Administration Plan;
- b) By a number of 5,888,817 “For” votes representing 100% of the total votes cast, approves 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) By a number of 5,888,817 “For” votes representing 100% of the total votes cast, approves 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.

Art. 3. By a number of 5,888,817 “For” votes, representing 100% of the total number of votes cast, approves the amount of the gross variable component of the company’s non-executive administrators’ remuneration, of 12 gross fixed monthly allowance for each year of mandate.

Art. 4. By a number of 5,888,817 “For” votes representing 100% of the total votes cast, approves the form and content of the Addendum to the contracts of mandate that will be concluded with the non-executive administrators of the company.

Art. 5. By a number of 5,888,817 “For” votes” representing 100% of the total votes cast, empowers the representative of the Romanian State, Mrs. Ionela - Cristina Stancu, in the General Meeting of Shareholders to sign the Addendum to the mandate contracts of the non-executive administrators.

Art. 6. Approves the limits of remuneration of Directors with mandate contract, namely:

a) By a number of 5,888,817 “For” votes, representing 100% of the total number of votes cast, approves the limits of the fixed monthly gross allowance of directors with mandate contract, respectively between 5 and 6 times the average over the last 12 months of the average gross monthly 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.

b) By a number of 5,888,817 “For” votes, representing 100% of the total number of votes cast, approves the limits of the gross annual variable component of Directors with mandate contract, namely between 6 and 12 monthly gross fixed allowances for each year of mandate.

Art. 7. Approves the Empowerment:

a) By a number of 5,888,817 “For” votes representing 100% of the total votes cast, approves the empowerment of the President of the OGMS Meeting to sign the OGMS Resolution.

b) By a number of 5,888,817 “For” votes representing 100% of the total number of votes cast, approves the empowerment 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 proxy to another person, in relation to the Trade Register Office attached to Prahova Law Court.

Art. 8. By a number of 5,888,817 “For” votes representing 100% of the total votes cast, approves the date of 17.01.2024 as registration date and 16.01.2024 as ex-date in accordance with the legal provisions.

Chairman of the General Meeting

Cristian- Florin Gheorghe

OGMS Secretary

Ionela - Cristina Stancu

Technical Secretariate

Adina Modoran

Andreea Rusu

Note: Resolution no. 6/19.12.2023 of the Ordinary General Meeting of Shareholders of “CONPET” SA has been issued in 3 (three) original counterparts.