

No. 11652/ 20.03.2024

**Current report no. 7/2024**

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

<b>Date of the report</b>	<b>20.03.2024</b>
<b>Issuer's Name:</b>	<b>CONPET S.A. Ploiești</b>
<b>Registered Offices</b>	<b>No. 1-3, Anul 1848 Street</b>
<b>Telephone/facsimile/email:</b>	<b>0244/ 401360/ 516451/ 402385/ actionariat@conpet.ro</b>
<b>Tax Identification Number at the Trade Register Office</b>	<b>1350020</b>
<b>No. at the Trade Registry:</b>	<b>J29/6/22.01.1991</b>
<b>Subscribed and paid-up share capital:</b>	<b>28,569,842.40 RON</b>
<b>Total number of shares:</b>	<b>8,657,528 nominative shares</b>
<b>The regulated market trading the issued securities:</b>	<b>B.V.B., PREMIUM Category</b>

**Reporting significant events** as per Art 234, Para.1, Letter c) of ASF Regulation no. 5/2018

**OGMS convening for the date 25.04.2024 (in first call)/26.04.2024 (in second call), 10:00**  
Following the decision of the Board of Directors meeting on 20.03.2024, the company CONPET SA informs the shareholders and the investing public on the convening of the OGMS for the date 25.04.2024 (in first call)/26.04.2024 (in second call).

**The OGMS is convened for the date 25.04.2024 (in first call)/26.04.2024 (in second call), 10.00**, at the company's headquarters in Ploiesti, no. 1-3, Anul 1848 Street. **The reference date of the OGMS is 16.04.2024. The registration date proposed by the Board of Directors for the meeting is 29.05.2024 (serving for the identification of the shareholders who are to benefit from dividends or other rights and who fall under the rights of the OGMS Resolution), respectively the date 28.05.2024 as ex-date related to the OGMS and setting the date 17.06.2024 as the date of payment of dividends.**

**The OGMS Convening notice includes the following Agenda:**

- 1. Election of a Secretary of the Ordinary General Meeting of Shareholders (OGMS).**
- 2. Presentation of the Annual Report of Administrators for the financial year 2023.**
- 3. Presentation of the Report of the Independent Financial Auditor PKF FINCONTA SRL.**
- 4. Approval of the financial statements on and for the financial year ended on 31.12.2023 prepared based on the accounting regulations according to IFRS approved by OMPF no. 2844/2016.**
- 5. Approval of the distribution of the net profit for the financial year 2023, setting the registration date and determining the date of payment of dividends to shareholders, as follows:**
  - a) approval of the distribution of the net profit, reinstated with the provision for employees' share of profit, on December 31<sup>st</sup>, 2023 amounting 67,616,539 RON, on the following lines:**
    - employee share of profit up to a limit of 10 % of net profit: 6,000,000 RON**
    - other allocations stipulated by law - reinvested profit exempt from corporate tax pursuant to Article 22 of Law no. 227/2015 on the tax code: 3,725,402 RON**

- dividends due to shareholders: 55,891,137 RON
- other reserves - own financing source: 2,000,000 RON
- b) approval of the distribution of the retained earnings in the amount of 862,397 RON in the form of dividends due to shareholders.
- c) establishing the total gross dividend of 6.555397170 RON/share.
- d) setting the date of 29.05.2024 as the registration date serving for the identification of the shareholders who are to benefit from dividends or other rights and who fall under the rights of the OGMS Resolution, ex-date 28.05.2024.
- e) setting the date of 17.06.2024 as the date of payment of dividends to shareholders.
- f) the payment of dividends will be performed in RON exclusively to the shareholders registered in the Shareholders Registry (held by "Depozitarul Central" S.A.) at the registration date set by the General Meeting of Shareholders, and the dividends payment method will be acknowledged to the shareholders prior to the date of initiation of payment. The expenses occasioned by the payment of dividends are being borne by the shareholders.
- 6.** Approval of the discharge of administration of the company's administrators for the financial ended 31.12.2023.
- 7.** Approval of the Annual Report of the Nomination and Remuneration Committee related to the remunerations and other benefits awarded to the administrators and the Directors with contract of mandate during 2023 financial year (Remuneration Report).
- 8.** Approval of the Board of Director's report on the administration activity in 2023 prepared in accordance with Art. 55 of GEO 109/2011 on the corporate governance of public enterprises and the provisions of the contract of mandate.
- 9.** Approval of the Report of the Nomination and Remuneration Committee for the evaluation of administrators for 2023.
- 10.** Presentation of the Board of Directors' Report of monitoring the framing of key performance indicators of the administrators for the year 2023 in the limits approved by the OGMS and:
  - a) Approval of the total degree of achievement (102.2%) of the financial and non-financial key performance indicators (KPIs) of the administrators for the year 2023.
  - b) Approval of granting of the variable component due to administrators for the period of mandate carried out in 2023, respectively for the period 22.08.2023 - 31.12.2023, according to the provisions of the contract of mandate.
- 11.** Approval of the remuneration policy of administrators and directors with mandate contract within CONPET SA
- 12.** The Empowerment:
  - a) of the President of the Ordinary General Meeting of Shareholders 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 proxy to another person, in relation to the Trade Register Office attached to Prahova Law Court.

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*We hereby attach to the current report the Convening Notice of the Ordinary General Meeting of Shareholders convened for 25.04.2024/26.04.2024.*

Director General  
Eng. Dorin TUDORA

## CONVENING NOTICE

### The Board of Directors (BoD) of the company CONPET S.A.

unitary-system administered company incorporated and functioning according to the applicable Romanian legislation, headquartered 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”), as per the provisions of Law no. 31/1990 on the companies, republished subsequent amendments and completions, of GEO no. 109/2011 on the corporate governance of public institutions, amended and completed by Law no. 111/2016, of Law no. 24/2017, with regards to 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 acts, as well as the Articles of Incorporation of the Company, met at the Board of Directors meeting dated 20.03.2024.

## CONVENES

### **THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)**

for the date of **25.04.2024, 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. Presentation of the Annual Report of Administrators for the financial year 2023.
3. Presentation of the Report of the Independent Financial Auditor PKF FINCONTA SRL.
4. Approval of the financial statements on and for the financial year ended on 31.12.2023 prepared based on the accounting regulations according to IFRS approved by OMFP no. 2844/2016.
5. Approval of the distribution of the net profit for the financial year 2023 and of certain amounts from the retained earnings, setting the registration date and determining the date of payment of dividends to shareholders, as follows:

a) approval of the distribution of the net profit, reinstated with the provision for employees' share of profit, on December 31<sup>st</sup>, 2023 amounting 67,616,539 RON, on the following lines:

- employee share of profit up to a limit of 10 % of net profit: 6,000,000 RON
- other allocations stipulated by law - reinvested profit exempt from corporate tax pursuant to Article 22 of Law no. 227/2015 on the tax code: 3,725,402 RON
- dividends due to shareholders: 55,891,137 RON

- other reserves - own financing sources: 2,000,000 RON

b) approval of the distribution of the retained earnings in the amount of 862,397 RON in the form of dividends due to shareholders.

c) establishing the total gross dividend of 6.555397170 RON/share.

d) setting the date of 29.05.2024 as the registration date serving for the identification of the shareholders who are to benefit from dividends or other rights and who fall under the rights of the OGMS Resolution, ex-date 28.05.2024.

e) setting the date of 17.06.2024 as the date of payment of dividends to shareholders.

f) the payment of dividends will be performed in RON exclusively to the shareholders registered in the Shareholders Registry (held by “Depozitarul Central” S.A.) at the registration date set by the General Meeting of Shareholders, and the dividends payment method will be made known to the shareholders prior to the date of initiation of payment. The expenses occasioned by the payment of dividends are being borne by the shareholders.

**6.** Approval of the discharge of administration of the company’s administrators for the financial year ended 31.12.2023.

**7.** Approval of the Annual Report of the Nomination and Remuneration Committee related to the remunerations and other benefits awarded to the administrators and the Directors with mandate contract during 2023 financial year (Remuneration Report).

**8.** Approval of the Board of Director’s report on the administration activity in 2023 prepared in accordance with Art. 55 of GEO 109/2011 on the *corporate governance of public enterprises* and the provisions of the contract of mandate.

**9.** Approval of the Report of the Nomination and Remuneration Committee for the evaluation of administrators for 2023.

**10.** Presentation of the Board of Directors’ Report of monitoring the framing of key performance indicators of the administrators for the year 2023 in the limits approved by the OGMS and:

**a)** Approval of the total degree of achievement (102.2%) of the financial and non-financial key performance indicators (KPIs) of the administrators for the year 2023.

**b)** Approval of granting of the variable component due to administrators for the period of mandate carried out in 2023, respectively for the period 22.08.2023 - 31.12.2023, according to the provisions of the mandate contract.

**11.** Approval of the remuneration policy of administrators and directors with mandate contract within CONPET SA.



## 12. The Empowerment:

- a) of the President of the Ordinary General Meeting of Shareholders 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 proxy to another person, in relation to the Trade Register Office attached to Prahova Law Court.

If on the date of the first call of the OGMS., respectively **25.04.2024, 10:00**, the conditions of quorum/validity provided by law and by the Articles of Incorporation for holding the general meeting are not met, the OGMS will take place on **26.04.2024, 10:00** (second call), at the Company's headquarters in Ploiesti, 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 shareholders who are registered as CONPET S.A. shareholders on **16.04.2024 (the reference date)** in the Company's Shareholders Registry held and issued by Depozitarul Central S.A.

The annual financial statements, the annual report of the administrators and the proposal on the dividends' allocation and profit distribution shall be made available to the shareholders, from the date of convening the Ordinary General Meeting of Shareholders and shall be published on the company's website, for the shareholder's free access.

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](http://www.conpet.ro), section "**Corporate Governance/Investor Relations/GMS Documents**" – OGMS dated **25.04.2024**, starting **26.03.2024, 08.00** and at the Company headquarters (BoD and GMS Secretariat Bureau), as of 26.03.2024, 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 by a substantiation or a draft decision proposed to be adopted by the general meeting; the requests are to be received by "CONPET" S.A., in no more than 15 days as of the convening notice publishing date, namely the date **08.04.2024, 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 "CONPET" S.A. in no more than 15 days as of the convening notice publishing date, namely the date **08.04.2024, 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 including the complemented/revised Agenda, prior to the reference date **16.04.2024**.

In case the Agenda of the General meeting is being complemented/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 complementation/revision of the Agenda will be considered exclusively for the items herein included in the complemented/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 decisions proposed for endorsement to 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, in closed envelope with the mention **"BoD and GMS Secretariat Bureau - for the Ordinary General Meeting of Shareholders dated 25.04.2024"** or by e-mail with extended, electronic signature incorporated under the Law no. 455/2001 regarding the electronic signature, at the address [actionariat@conpet.ro](mailto:actionariat@conpet.ro).

The Company's shareholders, notwithstanding 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, these questions following to be submitted and registered to the Company's headquarters in Ploiesti, no. 1-3 Anul 1848 Street, Prahova County, 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, in closed envelope with the mention **"BoD and GMS Secretariat Bureau - for the Ordinary General Meeting of Shareholders dated 25.04.2024"** or by e-mail with extended, electronic signature incorporated under the law no. 455/2001 regarding the electronic signature, at the address [actionariat@conpet.ro](mailto:actionariat@conpet.ro), up to **18.04.2024, 16.00**.

In order to identify the shareholder natural person, or, as the case may be, the legal representative of the legal person or entity without legal personality, who asks questions or makes proposals for completing the agenda or proposes draft resolutions, they will attach to the respective request copies of documents certifying their identity.

The answers to the addressed questions will be published on the Company's website at [www.conpet.ro](http://www.conpet.ro), section "Investor Relations - Trading Information - FAQ", as well as in the section **"Corporate Governance/Investor Relations/ GMS Documents" - OGMS dated 25.04.2024.**

At the OGMS only the shareholders registered on the reference date **16.04.2024** 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 26.03.2024, 8:00, in Romanian and English, in electronic format on its webpage, at [www.conpet.ro](http://www.conpet.ro), section **"Corporate Governance/Investor Relations/GMS Documents" - OGMS dated 25.04.2024**, and at the Company's headquarters, BoD and GMS Secretariat Bureau, starting 26.03.2024, between 8:00 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 indication of the voting option "For" or "Against" for every item on the Agenda of the Ordinary General Meeting of Shareholders. The "Abstention" position adopted by a shareholder regarding the items included on the agenda of the general meeting of shareholders is not deemed 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 Ordinary General Meeting of Shareholders, 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 can 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 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 **24.04.2024**, at **10:00**, in a sealed envelope, with the mention: **“BoD and GMS Secretariat Bureau - for the OGMS dated 25.04.2024”**, 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](mailto: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 **24.04.2024, 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 on the reference date 16.04.2024.

The shareholders registered on the reference date may also vote by correspondence, before the OGMS, using the correspondence voting bulletin, available starting 26.03.2024, 8:00, in Romanian and English, in electronic format on its web page, at the address [www.conpet.ro](http://www.conpet.ro) section **“Corporate Governance/Investor Relations/GMS Documents” - OGMS dated 25.04.2024**, as well as at the Company's headquarters, the BoD and GMS Secretariat Bureau, starting 26.03.2024, between 8:00 and 14:00, on working days.

The voting forms by correspondence must be filled in and signed by the individual shareholders 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 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, no. 1 - 3 Anul 1848 Street, Prahova county, in a sealed envelope, with the mention **“BoD and GMS Secretariat Bureau - for the OGMS dated 25.04.2024”** 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](mailto:actionariat@conpet.ro), no later than **24.04.2024, 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 **24.04.2024, 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 25.04.2024 (first call)/26.04.2024 (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 int. 2655, 2579, fax 0244.516.451, between 08:00 - 14:00, e-mail: [actionariat@conpet.ro](mailto:actionariat@conpet.ro).

**CHAIRMAN OF THE BOARD OF DIRECTORS**

**CRISTIAN - FLORIN GHEORGHE**