

**EXCERPT**  
**from**  
**DECISION NO. 8**  
**dated 20.03.2024**  
**The Board of Directors (BoD) of the company “CONPET” S.A.**  
**convened in the meeting held on 20.03.2024**  
**DECIDES UPON:**

**Art. 1.** Endorses the Financial statements at the date and for the financial year ended 31.12.2023, registered under no. 11603/20.03.2024, accompanied by the Report of the financial Auditor PKF FINCONTA SRL, to the OGMS, on the financial statements of the year 2022 and by the Statement of the persons in charge.

**Art. 2.** Approves the Annual Report of Administrators CONPET for the financial year ended 31.12.2023 registered under no. 11524/20.03.2024, which will be submitted to the OGMS.

**Art. 3.** Endorses the proposals to the OGMS regarding the distribution of the net profit related to 2023 financial year and of certain amounts of retained earnings, the establishment of the registration date and the establishment of the date of payment of dividends to the shareholders, according to Note no. 11469/19.03.2024 to the OGMS prepared by the executive management, 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 reserves 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) setting 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.

**Art. 4.** Endorses the proposal to the OGMS regarding the discharge of administration of the company’s administrators for 2023, as per the proposal in the Note no. 11520/20.03.2024 endorsed by the BoD.

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**Art. 7.** Endorses and submits for approval to the OGMS The Report of the Board of Directors registered under no.11527/20.03.2024 on the administration activity in 2023, prepared in accordance with Art. 55 of the GEO 109/2011 *on corporate governance of public enterprises* and the provisions of the contract of mandate.

**Art. 8.** Endorses the Report of the Nomination and Remuneration Committee no. 11522/20.03.2024 to the OGMS on the assessment of the activity of the company's directors for 2023.

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**Art. 11.** Endorses the Report of the Board of Directors no. 11531/20.03.2024 of monitoring the framing of key performance indicators (KPIs) of the administrators for the year 2023 within the limits approved by the OGMS, with the following OGMS proposals:

a) approval of the total degree of fulfillment (102.2%) of financial and non-financial key performance indicators (KPIs) for the year 2023, approved for administrators by OGMS Resolution no. 6/19.12.2023.

b) approval of granting 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.

The payment of the variable component shall be made by the observance of the conditions mentioned in the contracts of mandate, respectively after the approval by the OGMS of the audited annual financial statements and the report of the Nomination and remuneration committee regarding the remunerations and other advantages granted to the administrators and directors (the Remuneration report), which includes also the total degree of achievement of the administrators' KPIs.

**Art. 12.** Endorses the Annual Report of the Nomination and Remuneration Committee no.11532/20.03.2024 to the OGMS related to the remunerations and other benefits awarded to the administrators and the directors with mandate contract during 2023 financial year (the Remuneration report).

**Art. 13.** Approves the OGMS Convening Notice dated 25.04.2024 - in first call/26.04.2024 in second call, with reference date 16.04.2024, registration date 29.05.2024 and ex- 28.04.2024, the date of dividends' payment 17.06.2024.

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**CHAIRMAN OF THE BOARD OF DIRECTORS  
CRISTIAN - FLORIN GHEORGHE**