

No. 12072/ 25.03.2025

Current report no. 5/2025

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

Date of the report	25.03.2025
Issuer's Name:	CONPET S.A. Ploiești
Registered Offices:	No. 1-3, Anul 1848 Street
Telephone/facsimile/email:	0244/ 401360/ 516451/ 402385/ actionariat@conpet.ro
Tax Identification Number at the Trade Register Office	1350020
No. at the Trade Registry:	J1991000006291
European Unique Identifier	(EUID) ROONRC.J1991000006291
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 the date of 29.04.2025 (in first call)/30.04.2025 (in second call), 10:00

Following the decision of the Board of Directors meeting dated 25.03.2025, the company CONPET SA informs the shareholders and the investing public on the convening of the OGMS for the date of 29.04.2025 (in first call)/30.04.2025 (in second call).

The OGMS is convened for the date 29.04.2025 (in first call)/30.04.2025 (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 17.04.2025. The registration date proposed by the Board of Directors for the meeting is 29.05.2025 (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 28.05.2025, as ex-date related to the OGMS. The date 18.06.2025 is the date of payment of dividends to shareholders.

The OGMS convening notice includes the following Agenda:

- 1. Election of a Secretary of the Ordinary General Meeting of Shareholders (OGMS).**
- 2. Approval of the annual Financial Statements audited on the date and for the financial year ended on 31.12.2024, based on the Report of the financial auditor PKF Finconta SRL. The financial statements are accompanied by the Declaration of the responsible persons, according to Art. 30 of the Accounting Law no. 82/1991.**
- 3. Approval of CONPET SA Administrator's Report for the financial year concluded on 31.12.2024, which includes in Annex 1 the Sustainability Report for 2024, for which the auditor PKF Finconta SRL has issued the Limited Liability Report on sustainability reporting.**

4. Approval of the proposals to the Ordinary General Meeting of Shareholders regarding the distribution of the net profit for the financial year 2024 and of certain amounts from the retained earnings and other reserves, the setting of the date of 29.05.2025 as the registration date, with ex-date 28.05.2025 and the setting of the date 18.06.2025 as the date of payment of dividends to the shareholders, according to the Note to the OGMS prepared by the executive management, respectively:

a) approval of the distribution of the net profit, reinstated with the provision for employees' share of profit, as of December 31st, 2024 in amount of **54,380,905 RON**, on the destinations provided for in items A, letters a, b and c:

- other reserves stipulated by law (account 1068) - reinvested profit exempt from the payment of the corporate tax pursuant to Article 22 of Law no. 227/2015 on the Tax code (*Art. (1), Para (1) letter b) of GO no. 64/2001*): 2,993,062 RON
- the employees' share of profit within the limit of 10% of the net profit but no more than the monthly average base salary achieved at the level of the economic operator reported in the reference financial year (*Art 1. Para. (1), letter e) of GO no. 64/2001*): 5,057,858 RON
- dividends due to shareholders (*Art. 1, Para. (1), letter f) of GO no. 64/2001*): 46,329,985 RON

b) approval of the distribution of the retained earnings in item B, in the amount of 8,814,854 RON in the form of dividends due to shareholders;

c) approval of the distribution in the form of dividends of the amount of 3,407,439 RON from other reserves, provided for in item C, for the granting of dividends due to shareholders;

d) setting the total gross dividend of 6.763163502 RON/share;

e) setting the date of 29.05.2025 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 28.05.2025.

f) setting the date of 18.06.2025 as the date of payment of dividends to shareholders (for the start of the payment of dividends).

g) the payment of dividends will be performed in RON exclusively by 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.

5. Approval of the discharge of administration of CONPET SA company administrators for the financial year ended on 31.12.2024.

6. Approval of the Annual Report of the Nomination and Remuneration Committee on the remuneration and other benefits granted to administrators and directors with a mandate contract during the financial year 2024 (Remuneration Report), subject to the consultative vote of the shareholders in accordance with the provisions of Art. 107 Para. (6) of Law no. 24/2017 on issuers of financial instruments and market operations.

7. Approval of the Board of Director's report on the administration activity in 2024 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.

8. Approval of the report of the Nomination and Remuneration Committee on the evaluation of the administrator's activity in 2024.

9. Presentation of the Board of Director's report of monitoring the framing of key performance indicators of the administrators for the year 2024 in the limits approved by the OGMS and:

a) Approval of the total degree of achievement (101.1%) of the financial and non-financial key performance indicators (KPIs) of the administrators for 2024.

b) Approval of granting the variable component due to administrators for the period of mandate carried out in 2024, according to the provisions of the contract of mandate.

10. The Empowerment:

a) of the President of the Ordinary General Meeting of Shareholders to sign the OGMS Resolution;

b) of the Director General for carrying out the formalities necessary for the registration of this decision of the General Meeting of Shareholders/necessary mentions 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.

We hereby attach to the current report the Convening Notice of the Ordinary General Meeting of Shareholders convened for 29.04.2025/30.04.2025.

Director General
Eng. Dorin TUDORA
electronic signature

CONVENING NOTICE**the Board of Directors (BoD) of the company “CONPET” S.A.**

unitary-system administered company incorporated and functioning according to the Romanian legislation, registered at the Trade Registry Office attached to Prahova Law Court under no. J1991000006291/6/1991, European Unique Identifier (EUID) ROONRC.J1991000006291, tax registration number 1350020, headquartered in Ploiești, no. 1-3, Anul 1848 street, 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 Law No. 24/2017 regarding the issuers of financial instruments and market operations, of ASF Regulation No. 5/2018 on the issuers of financial instruments and market operations, subsequent amendments and completions, of GEO no. 109/2011 on the corporate governance of public entities, of the updated Articles of Incorporation of the Company, met at the Board of Directors meeting dated 25.03.2025.

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

for the date of **29.04.2025, 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. Approval of the annual Financial Statements audited on the date and for the financial year ended on 31.12.2024, based on the Report of the financial auditor PKF Finconta SRL. The financial statements are accompanied by the Declaration of the person responsible, according to Art. 30 of the Accounting Law no. 82/1991.
3. Approval of CONPET SA Administrator’s Report for the financial year concluded on 31.12.2024, which includes in Annex 1 the Sustainability Report for 2024, for which the auditor PKF Finconta SRL has issued the Limited Liability Report on sustainability reporting.
4. Approval of the proposals to the Ordinary General Meeting of Shareholders regarding the distribution of the net profit for the financial year 2024 and of certain amounts from the retained earnings and other reserves, the setting of the date of 29.05.2025 as the registration date, with ex-date 28.05.2025 and the setting of the date 18.06.2025 as the date of payment of dividends to the

shareholders, according to the Note to the OGMS prepared by the executive management, respectively:

a) approval of the distribution of the net profit, reinstated with the provision for employees' share of profit, as of December 31st, 2024 in amount of **54,380,905 RON**, on the destinations provided for in items A, letters a, b and c:

- other reserves stipulated by law (account 1068) - reinvested profit exempt from the payment of the corporate tax pursuant to Article 22 of Law no. 227/2015 on the Tax code (*Art. (1), Para (1) letter b) of GO no. 64/2001*): 2,993,062 RON
- the employees' share of profit within the limit of 10% of the net profit but no more than the monthly average base salary achieved at the level of the economic operator reported in the reference financial year (*Art 1. Para. (1), letter e) of GO no. 64/2001*): 5,057,858 RON
- dividends due to shareholders (*Art. 1, Para. (1), letter f) of GO no. 64/2001*): 46,329,985 RON

b) approval of the distribution of the retained earnings in item B, in the amount of 8,814,854 RON in the form of dividends due to shareholders;

c) approval of the distribution in the form of dividends of the amount of 3,407,439 RON from other reserves, provided for in item C, for the granting of dividends due to shareholders;

d) setting the total gross dividend of 6.763163502 RON/share;

e) setting the date of 29.05.2025 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 28.05.2025.

f) setting the date of 18.06.2025 as the date of payment of dividends to shareholders (for the start of the payment of dividends).

g) the payment of dividends will be performed in RON exclusively by 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.

5. Approval of the discharge of administration of CONPET SA company administrators for the financial year ended on 31.12.2024.

6. Approval of the Annual Report of the Nomination and Remuneration Committee on the remuneration and other benefits granted to administrators and directors with a mandate contract during

the financial year 2024 (Remuneration Report), subject to the consultative vote of the shareholders in accordance with the provisions of Art. 107 Para. (6) of Law no. 24/2017 on issuers of financial instruments and market operations.

7. Approval of the Board of Director's report on the administration activity in 2024 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.

8. Approval of the report of the Nomination and Remuneration Committee on the evaluation of the administrator's activity in 2024.

9. Presentation of the Board of Director's report of monitoring the framing of key performance indicators of the administrators for the year 2024 in the limits approved by the OGMS and:

a) Approval of the total degree of achievement (101.1%) of the financial and non-financial key performance indicators (KPIs) of the administrators for 2024.

b) Approval of granting the variable component due to administrators for the period of mandate carried out in 2024, according to the provisions of the contract of mandate.

10. The Empowerment:

a) of the President of the Ordinary General Meeting of Shareholders to sign the OGMS Resolution;

b) of the Director General for carrying out the formalities necessary for the registration of this decision of the General Meeting of Shareholders/necessary mentions 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.

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 **17.04.2025 (the reference date)**, in the Company's Shareholders Registry CONPET held and issued by Depozitarul Central S.A.

In case that, in first call of the OGMS, respectively **29.04.2025, 10.00**, have not been accomplished the quorum/validity conditions stipulated by law and the Articles of Incorporation for the carry out of the general meeting, **a new OGMS is convened** for the date of **30.04.2025, 10.00**, at the Company's headquarters in Ploiești, no. 1-3, Anul 1848 Street, Prahova county, with the same agenda. In this case, the reference date established for the identification of the shareholders entitled to participate and vote in the OGMS remains the same, namely **17.04.2025**.

The annual financial statements, the annual report of the administrators and the proposal on the dividends' 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 free access of shareholders, in the section “**Corporate Governance/Investor Relations/GMS Documents.**” - **OGMS dated 29.04.2025.**

The OGMS draft resolution and the meeting materials of the OGMS are available both in Romanian and English, on the Company’s web page at the address www.conpet.ro, section “**Corporate Governance/Investor Relations/GMS Documents**” – **OGMS dated 29.04.2025**, starting **28.03.2025**, 08.00 and at the Company headquarters (BoD and GMS Secretariat Bureau), as of **28.03.2025**, 08.00 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.

The Board of Directors and/or 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 resolution 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 **11.04.2025, 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 **11.04.2025, 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 considering the complemented/revised Agenda, prior to the reference date **17.04.2025.**

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 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, in closed envelope with the mention **“BoD and GMS Secretariat Bureau - for the Ordinary General Meeting of Shareholders dated 29.04.2025”** or by e-mail with extended, electronic signature incorporated under the Law no. 214/2024 regarding the electronic signature, at the address 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 are 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 29.04.2025”** or by e-mail with extended, electronic signature incorporated under the law no. 214/2024 regarding the electronic signature, at the address actionariat@conpet.ro, up to **23.04.2025, 12.00**.

In order to identify the persons who ask questions or who make proposals to supplement the agenda or propose draft resolutions, they shall attach copies of the documents proving their identity to the respective request.

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 29.04.2025**.

At the OGMS may take part and vote only the shareholders registered at the reference date 17.04.2025, in person or by representatives, based on the special or general empowerment, as per the legal provisions.

The special and general empowerment will be available, as of 28.03.2025, 08.00, in Romanian and English language, in electronic format on its webpage, at the address www.conpet.ro, section **“Corporate Governance/Investor Relations/GMS Documents” - OGMS dated 29.04.2025** and at the company headquarters, BoD and GMS Secretariat Bureau, starting 28.03.2025, during working days, between 8:00–14:00.

The special empowerment shall contain the method of identification of the quality of shareholder 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 subject to approval and included 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 expressed vote.

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

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 may grant a general empowerment valid for a period that will not exceed 3 years, allowing his representative to vote in all aspects under the debate of 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 customer, 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 stamped, as the case may be, as well as the signed general empowerment, before its first use, in copy, with the mention of conformity with the original under the signature of the legal representative and accompanied by the affidavit in original, signed and stamped, as the case may be, given by the legal representative of the intermediary or by the attorney who received the empowerment for representation by general empowerment, where from to result that the empowerment is granted by that shareholder, as client, to the 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, shall be submitted, in Romanian or English, at “CONPET” S.A. headquarters in Ploiesti, no. 1-3 Anul 1848 Street, Prahova County, within at least 24 hours prior to the meeting, namely until **28.04.2025, 10:00**, in closed envelope, with the mention: **“BoD and GMS Secretariat Bureau“ - for the Ordinary General Meeting of Shareholders dated 29.04.2025**” or by e-mail with incorporated,

electronic extended signature under Law no. 214/2024 regarding the electronic signature, up to the same date and hour aforementioned, at the address actionariat@conpet.ro, under the sanctions stipulated in Art. 125 Para. (3) of Law no. 31/1990 on companies, subsequent completions and amendments.

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 up to **28.04.2025, 10.00**, in original, an affidavit, signed and as the case may be stamped by the legal representative of the credit institution, where it is clearly mentioned the name/title of the shareholder on behalf of whom the credit institution participates and votes within OGMS, as well as the fact that the credit institution provides custody services for the respective shareholder under the voting instructions received by electronic communication means without being necessary to draw up a special or general empowerment by the shareholder. The custodian votes in the GMS exclusively according to and within the limit of instructions received from its clients bearing the capacity of shareholders at the reference date 17.04.2025.

The shareholders registered at the reference date may also vote by correspondence, before the OGMS, using the correspondence voting bulletin, available starting 28.03.2025, 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 29.04.2025**, as well as at the company headquarters, BoD and GMS Secretariat Bureau, starting 28.03.2025 during working days, between 8:00 –14:00.

The correspondence voting bulletins must be filled in and signed by the shareholders - natural persons and accompanied by the copy of the identity card of the shareholder signed according to the original by the holder of the identity card/filled in and signed by the legal representative of the shareholder - legal person, accompanied by the official document asserting its capacity of 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 proved 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 dates 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 held shares;
- b) the documents certifying the registration of information concerning the legal representative at Depozitarul Central S.A./respective participants.

If the data regarding the capacity of legal representative have not been updated at Depozitarul Central by the shareholder legal person until the reference date, the evidence of legal representative is being 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 attesting the quality of legal representative, issued by up to 3 months prior to the date of publishing 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 carried out 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, will be submitted in original, in Romanian or English language, by any form of courier services with acknowledgment of receipt, 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 29.04.2025**” or by e-mail with extended, electronic signature incorporated under the law no. 214/2024 regarding the electronic signature, at the address actionariat@conpet.ro, up to **28.04.2025, 10.00**.

The correspondence voting bulletins/special or general empowerments (together with the required accompanying documents) that are not received at the Company’s Headquarters within the indicated terms, respectively up to **28.04.2025, 10.00** will not be taken into account for determining the quorum and majority in the Ordinary General Meeting of Shareholders.

The rules established by this Convening Notice for the organization of the OGMS meeting dated **29.04.2025 (in first call)/30.04.2025 (in second call)** will be supplemented by the legal requirements applicable to the public enterprises whose shares are being traded on the securities market.

Additional information can be obtained at “CONPET” S.A. headquarters in Ploiesti, no. 1-3, Anul 1848 Street, BoD and GMS Secretariat Bureau, tel. 0244.401.360, ext. 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