



7761/25.02.2025

Nr. 360/SIB25.02.2025

To: THE BOARD OF DIRECTORS OF THE COMPANY CONPET S.A.

Mr. Cristian – Florin GHEORGHE, Chairman of the Board of Directors

To the attention of: Mr. Dorin TUDORA, Director General

Given the provisions of GEO no.4/2024 for the amendment and completion of some normative acts, **the Ministry of Energy**, shareholder of the **Company Conpet S.A.** on behalf of the Romanian State, holding a number of 5,083,372 shares representing 58.7162% of the share capital of the company, **requests, based on the provisions of Art. 119 of the Companies' Law no. 31/1990**, republished, subsequent amendments and completions, **the immediate convening of the Ordinary General Meeting of Shareholders with the following Agenda:**

1. Approval of the form and content of Addendum no. to the Mandate Contract to be concluded with the members of the Board of Directors of CONPET S.A., proposed by the shareholder the Romanian State through the Ministry of Energy.
2. Approval of the mandate of the representative of the shareholder the Romanian State through the Ministry of Energy in the Ordinary General Meeting of Shareholders to sign the Addendum no. to the Mandate Contract with the members of the Board of Directors of CONPET S.A.
3. The empowerment of the Chairman of the Board of Directors to sign the Resolution of the Ordinary General Meeting of Shareholders and to fulfill any and all of the formalities required by law for the registration and enforceability against third parties of the Resolution adopted by the Ordinary General Meeting of Shareholders. The empowered person shall delegate to other persons the mandate regarding the fulfillment of the above-mentioned formalities.

Moreover, we propose the following Draft decisions:

1. The form and content of Addendum no. to the Mandate Contract to be concluded with the members of the Board of Directors of CONPET S.A., proposed by the shareholder the Romanian State through the Ministry of Energy shall be approved.
2. The mandate of the representative of the shareholder the Romanian State through the Ministry of Energy in the Ordinary General Meeting of Shareholders to sign the Addendum no. to the Mandate Contract with the members of the Board of Directors of CONPET S.A. shall be approved.

3. The empowerment of the Chairman of the Board of Directors to sign the Resolution of the Ordinary General Meeting of Shareholders and to fulfill any and all of the formalities required by law for the registration and enforceability against third parties of the Resolution adopted by the Ordinary General Meeting of Shareholders. The empowered person shall delegate to other persons the mandate regarding the fulfillment of the above-mentioned formalities shall be approved.

We hereby attach to this document the form of the Addendum no. to the Mandate contract of the members of the Board of Directors.

Sincerely,

Sebastian Ioan BURDUJA

Minister of Energy

S.s Illegible, stamp

ADDENDUM TO THE MANDATE CONTRACT NO.

Concluded today.....

Given the provisions of:

- GEO no. 4/2025 for the amendment and supplementation of certain normative acts;
- GO no. 26/2013 regarding the strengthening of the financial discipline at the level of certain economic operators where the state or the administrative-territorial units are unique or majority shareholders or hold directly or indirectly a majority stake herein, approved with supplementations by Law no. 47/2014, subsequent amendments and additions;
- GEO no. 109/2011 regarding the corporate governance of the public enterprises, subsequent amendments and additions;
- Law no. 296/2023 regarding certain fiscal-budgetary measures in order to enable the financial sustainability of Romania on the long run, subsequent amendments and additions;
- The Resolution of the Ordinary General Meeting of Shareholders of the Company.....S.A. no./.....based on which was set the format and content of Addendum no.to the Mandate Contract of the members of the Board of Directors and was mandated the representative of the shareholder Romanian State by the Ministry of Energy in the Ordinary General Meeting of Shareholders to sign the Addendum no.....to the Mandate Contract with the members of the Board of Directors,

Pursuant to the provisions:

- Of Art. 34 and Art. 35 of the mandate contract

The contracting parties:

The company CONPET S.A., trade company administered in a unitary system, with registered offices in Ploiesti, no. 1-3, Anul 1848 street, Prahova county, registered at the Trade Registry attached to Prahova Law Court under no. J29/6/1991, TIN 1350020, IBAN code....., opened at, represented by....., appointed by the Ordinary General Meeting of Shareholders, acting as **Principal**,

And

Mister/Miss.....,citizen, born on....., in the locality of, domiciled in

....., identified with ID series....., no....., Personal Identification Number....., acting as member of the Board of Directors ("hereinafter called **Agent**).

called collectively as Parties" and individually as "Party", *as a result of the expressed act of will*, hereby agree to conclude this Addendum to the Mandate Contract, as follows:

Art.1 – Chapter XIV. Termination of the Mandate Contract

Art. 36 is supplemented with art.36.10, as follows:

"36.10 – due to not imputable causes, in view of fulfilling the milestones and targets set out in the National Recovery and Resilience Plan of Romania."

Art.38 is supplemented by a new chapter, as follows:

"In case the termination of the mandate contract occurs as a result of the provisions of art.36.10, the Agent will have the right to receive from the Company a compensation of 6 monthly gross allowances".

Art.2 All the other provisions of the Mandate Contract no...../.....shall remain valid and unamended.

In witness thereof, we have concluded today.....this Addendum, in three original copies, in the Romanian language, of which 2 (two) copies for the Principal and one copy for the Agent.

PRINCIPAL,

The Company.....SA

By Mr/Mrs.....

mandated by Resolution no.....

of the Ordinary General Meeting of Shareholders

AGENT,

Mr/Mrs