

No. 16659/ 25.04.2024

Current report no. 10/2024
as per Law no. 24/ 2017 and ASF Regulation no. 5/2018

Date of the report	25.04.2024
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:	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 ASF Regulation no.5/2018:

RESOLUTION OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS) of CONPET SA dated 25.04.2024 (in first call).

The Ordinary General Meeting of Shareholders (OGMS) convened for the date 25.04.2024/26.04.2024 was held in first call, on 25.04.2024, starting 10⁰⁰, at the company's headquarters in Ploiesti, no. 1-3, Anul 1848 street, following the fulfillment of the statutory - legal quorum conditions.

The OGMS Convening Notice, approved pursuant to the BoD Decision no. 8/20.03.2024 was published in the Official Gazette of Romania, Part IV, no. 1445/22.03.2024, as well as in „Jurnalul” newspaper, the edition of 22.03.2024, being submitted to the Bucharest Stock Exchange and the Financial Supervisory Authority as annex to the Current Report no. 7/20.03.2024, report published on www.bvb.ro and www.conpet.ro.

The Eratum to the OGMS Convening Notice, approved by BoD Decision no.9/11.04.2024 was published in the Official Gazette of Romania no. 1859/15.04.2024 Part IV and in „Jurnalul” newspaper, the edition of 15.04.2024, being submitted to the Bucharest Stock Exchange and the Financial Supervisory Authority as annex to the Current Report no. 9/11.04.2024, report published on www.bvb.ro and www.conpet.ro.

As per the provisions of Article 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 (here-included the votes by correspondence) which represent at least half (1/2) of the total number of voting rights, and the OGMS resolutions be taken by majority of the expressed votes.

At the OGMS sessions could participate the shareholders registered in the Shareholders Registry consolidated at the reference date 16.04.2024. Therefore, in the hall was present one shareholder legal person, namely the representative of the Ministry of Energy - on behalf of the Romanian State acting as majority shareholder, holder of a number of 5,083,372 shares with nominal value of 3.30 RON, representing 58.7162 % of the total number of shares/voting rights, respectively a share capital in amount of 16,775,127.6 RON, as well as 1 shareholder natural person, holder of a number of 41 shares with nominal value of 3.30 RON, representing 0.0005% of the total number of shares/voting rights, respectively a share capital amounting to 135.3 RON.

For the O.G.M.S. meeting, 11 shareholders have submitted correspondence voting bulletins, owners of a number of 1,095,323 shares/voting rights, representing 12.6517% of the total number of shares/voting rights, respectively a share capital in the amount of 3,614,565.9 RON.

Consequently, the total number of voting rights within the OGMS meeting (where there have been included also the votes cast by correspondence) was of 6,178,736 and corresponds to a number of 6,178,736 shares with nominal value of 3.30 RON, representing 71.3684% of the total number of shares/voting rights, namely a share capital amounting to 20,389,828.8 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 debates of the shareholders, was issued Resolution no. 2/2024 of the OGMS, bearing the following contents:

RESOLUTION NO. 2
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)
of the Company “CONPET” S.A. Ploiesti
dated 25.04.2024

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 25.04.2024 (in 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 13 shareholders, owners of a number of 6,178,736 shares/voting rights, accounting for 71.37 % of the share capital, namely 71.37 % out of the total number of voting rights, adopts the following:

RESOLUTION

Art. 1. By a number of 6,178,695 “For” votes representing 100% of the total votes cast, approves the election of Mrs. Ana - Maria Vișan - as Secretary of the Ordinary General Meeting of Shareholders (OGMS).

Art. 2. Takes note of the Annual Report of Administrators for the financial year 2023.

Art. 3. Takes note of the Report of the Independent Financial Auditor PKF FINCONTA SRL.

Art. 4. By a number of 6,178,695 “For” votes representing 100% of the total votes cast, approves the Financial statements on and for the financial year ended on 31.12.2023 drafted based on the accounting regulations according to IFRS approved by OMFP no. 2844/ 2016.

Art. 5. Approves the allocation 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) By a number 6,178,695 “For” votes, representing 100% of the total number of votes cast, approve the distribution of the net profit, reinstated with the provision for the employees share of profit, on 31.12.2023, in total amount of 67,616,539 RON, as follows:

- 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: 57,891,137 RON

b) By a number of 6,178,695 “For” votes representing 100% of the total number of votes cast, approves the distribution of the retained earnings in amount of 862,397 RON in the form of dividends due to shareholders.

c) By a number of 6,178,695 “For” votes, representing 100% of the total number of votes cast, sets the total gross dividend of 6.786409948 RON/share.

d) By a number of 6,178,695 “For” votes representing 100% of the total number of votes cast, sets the date of 29.05.2024 as registration date serving for the identification of the shareholders who are to benefit from dividends or other rights and who will be subject to the effects of the OGMS Resolution, with ex-date 28.05.2024.

e) By a number of 6,178,695 “For” votes representing 100% of the total number of votes cast sets the date of 17.06.2024 as date of dividends payment to the shareholders.

f) By a number of 6,178,695 “For” votes representing 100% of the total number of votes cast, approves the payment of dividends to be performed in RON exclusively to the shareholders registered in the Shareholders Registry (held by “Depozitarul Central” S.A.) on 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. 6. By a number of 6,178,695 “For” votes representing 100% of the total number of votes cast, approves the discharge of the administrators of the company CONPET SA for the financial year ended 31.12.2023.

Art. 7. By a number of 6,175,782 “For” votes representing 99.95 % of the total number of votes cast, approves 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).

Art. 8. By a number of 6,057,727 “For” votes representing 100% of the total votes cast, approves the Board of Directors Report on the administration activity in 2023, prepared in accordance with Art. 55 of GEO no. 109/2011 *on corporate governance of public enterprises* and with the provisions of the contract of mandate.

Art. 9. By a number of 6,057,727 “For” votes, representing 100% of the total number of votes cast, approves the Report of the Nomination and Remuneration Committee for the evaluation of the administrators for 2023.

Art. 10. Takes note of the Board of Directors Report of monitoring the framing of key performance indicators of the administrators for the year 2023 within the limits approved by the OGMS and

a) By a number of 6,175,782 “For” votes representing 99.95% of the total votes cast, approves the total degree of fulfillment (102.2%) of the financial and non-financial key performance indicators (KPI) of administrators for the year 2023.

b) By a number of 6,175,782 “For” votes, representing 99.95% of the total number of votes cast, approves the granting of the variable component due to the administrators for the period of mandate carried out in 2023, namely for the period 22.08.2023 - 31.12.2023, according to the provisions of the contract of mandate.

Art. 11. By a number of 6,140,186 “For” votes, representing 99.38% of the total votes cast, approves the Remuneration policy of administrators and directors with mandate contract of CONPET S.A.

Art.12. a) By a number of 6,178,695 “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 6,178,695 “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.

We hereby attach to this current report the Resolution of the General Meeting of Shareholders (OGMS) of CONPET SA dated 25.04.2024 (in first call).

Director General
Eng. Dorin TUDORA
electronic signature

RESOLUTION NO. 2
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)
of the Company “CONPET” S.A. Ploiesti
dated 25.04.2024

The Ordinary General Meeting of Shareholders of the Company “CONPET” S.A., with registered offices in Ploiești, 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 25.04.2024 (in 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 13 shareholders, owners of a number of 6,178,736 shares/voting rights, accounting for 71.37 % of the share capital, namely 71.37 % out of the total number of voting rights, adopts the following:

RESOLUTION

Art. 1. By a number of 6,178,695 “For” votes representing 100% of the total votes cast, approves the election of Mrs. Ana - Maria Vișan - as Secretary of the Ordinary General Meeting of Shareholders (OGMS).

Art. 2. Takes note of the Annual Report of Administrators for the financial year 2023.

Art. 3. Takes note of the Report of the Independent Financial Auditor PKF FINCONTA SRL.

Art. 4. By a number of 6,178,695 “For” votes representing 100% of the total votes cast, approves the Financial statements on and for the financial year ended on 31.12.2023 drafted based on the accounting regulations according to IFRS approved by OMFP no. 2844/ 2016.

Art. 5. Approves the allocation 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) By a number 6,178,695 “For” votes, representing 100% of the total number of votes cast, approves the distribution of the net profit, reinstated with the provision for the employees share of profit, on 31.12.2023, in total amount of 67,616,539 RON, as follows:

- 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: 57,891,137 RON

b) By a number of 6,178,695 “For” votes representing 100% of the total number of votes cast, approves the distribution of the retained earnings in amount of 862,397 RON in the form of dividends due to shareholders.

c) By a number of 6,178,695 “For” votes, representing 100% of the total number of votes cast, sets the total gross dividend of 6.786409948 RON/share.

d) By a number of 6,178,695 “For” votes representing 100% of the total number of votes cast, sets the date of 29.05.2024 as registration date serving for the identification of the shareholders who are to

benefit from dividends or other rights and who will be subject to the effects of the OGMS Resolution, with ex-date 28.05.2024.

e) By a number of 6,178,695 “For” votes representing 100% of the total number of votes cast sets the date of 17.06.2024 as date of dividends payment to the shareholders.

f) By a number of 6,178,695 “For” votes representing 100% of the total number of votes cast, approves the payment of dividends to be performed in RON exclusively to the shareholders registered in the Shareholders Registry (held by “Depozitarul Central” S.A.) on 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. 6. By a number of 6,178,695 “For” votes representing 100% of the total number of votes cast, approves the discharge of the administrators of the company CONPET SA for the financial year ended 31.12.2023.

Art. 7. By a number of 6,175,782 “For” votes representing 99.95 % of the total number of votes cast, approves 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).

Art. 8. By a number of 6,057,727 “For” votes representing 100% of the total votes cast, approves the Board of Directors Report on the administration activity in 2023, prepared in accordance with Art. 55 of GEO no. 109/2011 *on corporate governance of public enterprises* and with the provisions of the contract of mandate.

Art. 9. By a number of 6,057,727 “For” votes, representing 100% of the total number of votes cast, approves the Report of the Nomination and Remuneration Committee for the evaluation of the administrators for 2023.

Art. 10. Takes note of the Board of Directors Report of monitoring the framing of key performance indicators of the administrators for the year 2023 within the limits approved by the OGMS and

a) By a number of 6,175,782 “For” votes representing 99.95% of the total votes cast, approves the total degree of fulfillment (102.2%) of the financial and non-financial key performance indicators (KPI) of administrators for the year 2023.

b) By a number of 6,175,782 “For” votes, representing 99.95% of the total number of votes cast, approves the granting of the variable component due to the administrators for the period of mandate carried out in 2023, namely for the period 22.08.2023 - 31.12.2023, according to the provisions of the contract of mandate.

Art. 11. By a number of 6,140,186 “For” votes, representing 99.38% of the total votes cast, approves the Remuneration policy of administrators and directors with mandate contract of CONPET S.A.

Art.12. a) By a number of 6,178,695 “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 6,178,695 “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.

Chairman of the General Meeting
Cristian- Florin Gheorghe

OGMS Secretary

Ana - Maria Vișan

Technical Secretariate
Adina Modoran
Andreea Rusu

Note: Resolution no. 2/25.04.2024 of the Ordinary General Meeting of Shareholders of “CONPET” has been issued in 3 (three) original counterparts.