

**RESOLUTION NO. 2**  
**OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)**  
of the Company “CONPET” S.A. Ploiești  
**dated 29.04.2025**

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. J1991000006291/6/1991, 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 29.04.2025 (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 11 shareholders, owners of a number of 6,766,833 shares/voting right, accounting for 78.16% of the share capital, namely out of the total number of voting rights, adopts the following:

**RESOLUTION**

**Art. 1.** By a number of 6,766,792 “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.** By a number of 6,766,792 “For” votes representing 100% of the total votes cast, approves 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.

**Art. 3.** By a number of 6,731,196 “For” votes, representing 100% of the total votes cast, approves the Administrator's Report of CONPET SA 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.



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**Art. 4.** Approves the proposals to the OGMS 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)** By a number of 6,766,792 “For” votes representing 100% of the total votes cast, approves the distribution of the net profit, reinstated with the provision for employees' share of profit, as of December 31<sup>st</sup>, 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)** By a number of 6,766,792 “For” votes representing 100% of the total votes cast, approves the distribution of the retained earnings provided for at item B, in amount of 8,814,854 RON in the form of dividends due to shareholders;

**c)** By a number of 6,766,792 “For” votes representing 100% of the total votes cast, approves 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)** By a number of 6,766,792 “For” votes, representing 100% of the total number of votes cast, sets the total gross dividend of 6.763163502 RON/share;

**e)** By a number of 6,766,792 “For” votes representing 100 % of the total number of votes cast, sets 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, with ex-date 28.05.2025;



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**f)** By a number of 6,766,792 “For” votes representing 100 % of the total number of votes cast, sets the date of 18.06.2025 as the date of payment of dividends to shareholders (for the start of the payment of dividends);

**g)** By a number of 6,766,792 “For” votes representing 100 % of the total number of votes cast, approves that the payment of dividends 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. The dividends’ payment method will be acknowledged to the shareholders prior to the date of initiation of payment. The expenses caused by the payment of dividends are being borne by the shareholders.

**Art. 5.** By a number of 6,766,792 “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 31.12.2024.

**Art. 6.** By a number of 1,683,420 “For” votes representing 100% of the total number of votes cast, approves 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.

**Art. 7.** By a number of 6,731,196 “For” votes representing 100 % of the total votes cast, approves the Board of Director's Report on the administration activity in 2024, prepared in accordance with the provisions of Art. 55 of GEO 109/2011 *on the corporate governance of public enterprises* and the provisions of the contract of mandate.

**Art. 8.** By a number of 6,731,196 “For” votes, representing 100 % of the total number of votes cast, approves the Report of the Nomination and Remuneration Committee for the assessment of the administrators for 2024.

**Art. 9.** Takes note of the Board of Director's report of monitoring the framing of key performance indicators of the administrators for the year 2024 within the limits approved by the OGMS and:

**a)** By a number of 5,083,372 “Against” votes, representing 91.28% of the total number of votes cast, does not approve the degree of fulfillment (101.1%) of the financial and non-financial key performance indicators (KPIs) of administrators for the year 2024.



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**b)** By a number of 5,083,372 “Against” votes, representing 85.32% of the total number of votes cast, does not approve 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.

**c)** By a number of 5,905,949 “For” votes representing 97.94% of the total number of votes cast, postpones the making of an OGMS resolution regarding the approval of the granting of the variable component of the remuneration due to administrators for the mandate period related to 2024, for the next OGMS meeting, given the Letter no. 487/SIB/20.03.2025 submitted by the Ministry of Energy.

**Art. 10. a)** By a number of 6,766,792 “For” votes representing 100 % of the total votes cast, approves the empowerment of the President of the OGMS session to sign the OGMS Resolution.

**b)** By a number of 6,766,792 “For” votes representing 100 % of the total number of votes cast, approves the empowerment of the Director General to carry out the formalities necessary for the registration of this OGMS resolution/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.

**Art. 11.** The OGMS approves the revocation, for reasons not attributable to them, in order to fulfill milestone no. 121 of the National Recovery and Resilience Plan of Romania, in accordance with the provisions of art. 36.10 of the Mandate Contract, of the following member of the Board of Directors:

**(i)** Mr. Gheorghe Cristian - Florin, Romanian citizen, engineer by profession, by a number of 5,391,936 “For” votes, representing 100 % of the total votes cast;

**Art. 12.** The OGMS approves the election of the following provisional member of the Board of Directors:

**(i)** Mr. Silviu Văduva, Romanian citizen, jurist by profession, domiciled in Bucharest, district 1, by a number of 5,239,936 “For” votes representing 97.18 % of the total votes cast;

**Art. 13.** By a number of 6,763,774 “For” votes representing 100% of the total number of votes cast, the OGMS approves the duration of the mandate of the provisional member of the Board of Directors elected as per Item 12, for a period of 5 months, according to the provisions of GEO no. 109/2011 on the corporate governance of public enterprises, with subsequent amendments and additions, respectively as of 29.04.2025 until 28.09.2025 (inclusive of).

**Art. 14.** By a number of 6,763,774 "For" votes representing 100 % of the total number of votes cast, approves the fixed gross monthly allowance of the provisional member of the Board of Directors elected according to Item 12, in the amount established in accordance with the Resolution of the Ordinary General Meeting of Shareholders of CONPET S.A. no. 4 of 18.08.2023.

**Art. 15.** By a number of 6,201,075 "For" votes representing 100% of the total votes cast, the OGMS approves the form of the mandate contract to be concluded with the provisional member of the Board of Directors elected according to Item 12, in the form proposed by the Ministry of Energy.

**Art. 16.** By a number of 6,763,774 "For" votes representing 100% of the total votes cast, approves granting the mandate to the representative of the Ministry of Energy in the OGMS, Ana – Maria Vișan, to sign, in the name and on behalf of the Company, the mandate contracts of the provisional member of the Board of Directors.

**Art. 17.** By a number of 6,763,774 "For" votes representing 100% of the total votes cast, approves the launch of the selection procedure for the vacant positions of member of the Board of Directors, in accordance with the provisions of GEO no. 109/2011 on the corporate governance of public enterprises, as amended and supplemented. The selection procedure will be carried out by the Ministry of Energy, as a public supervisory authority.

**Art. 18.** By a number of 6,763,774 "For" votes representing 100% of the total votes cast, approves the empowerment of the Director General of the Company, to fulfill all and any of the formalities required by law for the registration and to ensure the enforceability against third parties of the resolutions made by the O.G.M.S.. The authorized person will be able to delegate his mandate to other people regarding the fulfillment of the formalities mentioned above.



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**President of the OGMS session**  
CRISTIAN- FLORIN GHEORGHE

**OGMS Secretary**  
Ana- Maria Vișan

Technical Secretariate  
Adina Modoran  
Andreea Rusu

*Note: Resolution no. 2/29.04.2025 of the Ordinary General Meeting of Shareholders of  
“CONPET” SA has been issued in 3 (three) original counterparts.*



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