

## 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, Prahova county, 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 financial instruments and market operations issuers, subsequent amendments and completions, of GEO no. 109/2011 on the corporate governance of public institutions, as well as the updated Articles of Incorporation of the Company, taking into account the request of the Ministry of Energy on behalf of the Romanian State, holding a number of 5,083,372 shares, representing 58.7162% of the share capital, formulated by the Address registered under no. 23893/10.06.2025, convenes the Ordinary General Meeting of Shareholders, pursuant to the provisions of art. 119 of the Companies Law no. 31/1990, republished, with subsequent amendments and completions, with the following agenda:

*“1. Approval of the financial and non-financial key performance indicators for the directors and non-executive administrators resulting from the Administration Plan of CONPET SA, in accordance with Minute no. 1/02.04.2025 of the negotiation meeting regarding the financial and non-financial performance indicators resulting from the 2023-2027 administration plan and with Order No. 651/2024 of the AMEPIP President, which will constitute an annex to the mandate contracts of the directors and members of the Board of Directors of CONPET SA.*

*2. Approval of the Addendum to the mandate contract to be concluded with the members of the Board of Directors in the form and contents as proposed by the Ministry of Energy.*



e-mail: [conpet@conpet.ro](mailto:conpet@conpet.ro)  
[www.conpet.ro](http://www.conpet.ro)

*3. Approval of the mandate of the representative of the Romanian State shareholder through the Ministry of Energy in the Ordinary General Meeting of Shareholders to sign the Addendum to the Mandate Contract with the members of the Board of Directors.*

*4. Empowerment of the Chairperson of the Board of Directors of CONPET SA to sign the Resolution of the Ordinary General Meeting of Shareholders and to carry out all and any of the legal formalities required for the registration and ensuring the enforceability against third parties of the resolutions adopted by the Ordinary General Meeting of Shareholders. The empowered person may delegate to other persons the mandate regarding the fulfillment of the aforementioned formalities.”*

met at the Board of Directors meeting dated 11.06.2025

#### **CONVENES**

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

for the date of **16.07.2025, 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 financial and non-financial key performance indicators for the directors and non-executive administrators resulting from the Administration Plan of CONPET SA, in accordance with Minute no. 1/02.04.2025 of the negotiation meeting regarding the financial and non-financial performance indicators resulting from the 2023-2027 administration plan and with Order no. 651/2024 of the AMEPIP President, which will constitute an annex to the mandate contracts of the directors and members of the Board of Directors of CONPET SA.
- 3.** Approval of the Addendum to the mandate contract to be concluded with the members of the Board of Directors in the form and contents as proposed by the Ministry of Energy.

4. Approval of the mandate of the representative of the Romanian State shareholder through the Ministry of Energy in the Ordinary General Meeting of Shareholders to sign the Addendum to the Mandate Contract with the members of the Board of Directors.
5. Empowerment of the Chairperson of the Board of Directors of CONPET SA to sign the Resolution of the Ordinary General Meeting of Shareholders and to carry out all and any of the legal formalities required for the registration and ensuring the enforceability against third parties of the resolutions adopted by the Ordinary General Meeting of Shareholders. The empowered person may delegate to other persons the mandate regarding the fulfillment of the aforementioned formalities.
6. Approval of the registration date 05.08.2025 advanced by the Board of Directors, with ex-date 04.08.2025.

At the OGMS (in first call and second call) have the right to participate and vote only persons who are shareholders, respectively registered on **07.07.2025 (reference date)**, in the Register of Shareholders of CONPET kept and issued by Depozitarul Central S.A.

In case that, in first call of the OGMS, respectively **16.07.2025, 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 **17.07.2025, 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 **07.07.2025**.

The OGMS draft resolution and the meeting materials related to the Agenda of the OGMS are available both in Romanian and English, on the Company's web page at the address [www.conpet.ro](http://www.conpet.ro), section “**Corporate Governance/Investor Relations/GMS Documents**” – **OGMS dated 16.07.2025**, starting 11.06.2025, 15.00 and at the Company headquarters (BoD and GMS Secretariat Bureau), as of 12.06.2025, during working days, between 08.00 -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 decision 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 **27.06.2025, 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 **27.06.2025, 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 **07.07.2025**.

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 decisions proposed for endorsement to 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 aforementioned 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 16.07.2025”** or by e-mail with incorporated electronic extended signature under Law no. 214/2024 regarding the electronic signature, at the address [actionariat@conpet.ro](mailto: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 following 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 16.07.2025”** 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](mailto:actionariat@conpet.ro), up to **09.07.2025, 12.00**.

In order to identify the persons who ask questions or who make proposals to supplement the agenda or propose draft decisions, 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](http://www.conpet.ro), section “Investor Relations - Trading Information - FAQ”, as well as in the section **“Corporate Governance/Investor Relations/ GMS Documents” - OGMS dated 16.07.2025**.

At the OGMS may take part and vote only the shareholders registered at the reference date 07.07.2025, 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 11.06.2025, 15.00, in Romanian and English language, in electronic format on its webpage, at the address [www.conpet.ro](http://www.conpet.ro), section **“Corporate Governance/Investor Relations/GMS Documents” -**



**OGMS dated 16.07.2025** and at the company headquarters, BoD and GMS Secretariat Bureau, starting 12.06.2025, 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 from 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 power of attorney for representation by general empowerment, where from to result that the power of attorney 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 **15.07.2025, 10:00**, in closed envelope, with the mention: **“BoD and GMS Secretariat Bureau“ - for the Ordinary General Meeting of Shareholders dated 16.07.2025**” 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](mailto: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 **15.07.2025, 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 07.07.2025.

The shareholders registered at the reference date may also vote by correspondence, before the OGMS, using the correspondence voting bulletin, available starting 11.06.2025, 15.00, in Romanian and English, in electronic format on its web page, at the address [www.conpet.ro](http://www.conpet.ro), **section “Corporate Governance/Investor Relations/GMS Documents” - OGMS dated 16.07.2025** and

at the company headquarters, BoD and GMS Secretariat Bureau, starting 12.06.2025, 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 different reference/registration data, 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 16.07.2025”** or by e-mail with extended, electronic signature incorporated under the law no. 214/2024 regarding the electronic signature, at the address [www.conpet.ro](http://www.conpet.ro), up to **15.07.2025, 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 **15.07.2025, 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 **16.07.2025 (in first call)/17.07.2025 (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](mailto:actionariat@conpet.ro).

## CHAIRPERSON OF THE BOARD OF DIRECTORS

**Luminița– Doina Kohalmi – Szabo**



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