

THE BOARD OF DIRECTORS
The Nomination and Remuneration Committee
No. 34617/19.08.2025

The Report of the Nomination and Remuneration Committee
dated 19.08.2025
(regarding the Provisional Administrator of the company CONPET SA)

The Nomination and Remuneration Committee within the Board of Directors of the Company CONPET S.A, set-up based on the Decision of the Board of Directors no.16/2013, as per the provisions of the Companies Law no. 31/1990, republished, with subsequent amendments and completions, the Articles of Incorporation of the Company CONPET S.A., updated, corroborated with the provisions of the legislation on the capital market and the provisions of GEO no.109/2011 *on the corporate governance of public enterprises*, subsequent amendments and completions, considering the structure approved by BoD Decision no. 12/29.04.2025, met on 19.08.2025, by conference call, in the following composition:

President: Andrei - Mihai Zaman

Members: Oana - Cristina Tănăsică

Alin - Mihael Dănilă

Luminița - Doina Kohalmi - Szabo

to discuss the proposal concerning the extension of the duration of the Mandate Contract of the provisional administrator that will be subject to the approval of the Ordinary General Meeting of Shareholders (OGMS) to be convened for the date of 26.09.2025 – in first call/29.09.2025 – in second call.

Mr. Silviu Văduva was elected provisional member of the Board of Directors by the OGMS by Resolution no. 2/29.04.2025, replacing Mr. Cristian - Florin Gheorghe (following his revocation for non-attributable causes, in order to meet milestone no. 121 of the National Recovery and Resilience Plan of Romania), the duration of the mandate being 5 months, according to the provisions of G.E.O. no. 109/2011 *on the corporate governance of public enterprises*, subsequent amendments and completions, respectively starting 29.04.2025 and until 28.09.2025 (inclusive of).

Taking into account the following considerations:

- the provisions of Art. 29¹, Para (2) of GEO no. 109/2011, *on the corporate governance of public enterprises*, subsequent amendments and completions, approved by Law 111/2016, stipulating that “*the duration of the mandate contract for the provisional administrator is of*

maximum 5 months, with the possibility of extension, one-time, for another 2 months, for good reasons. If the procedure for the selection and nomination of the permanent administrators is completed before the expiry of the period for which the provisional administrator was appointed, the administrator or permanent administrators are appointed immediately by the general meeting of shareholders, and the mandate of the provisional administrators ends”.

- Article 6 of the Mandate Contract of the provisional administrator states that: the Mandate Contract of the provisional administrator appointed by OGMS Resolution no. 2/29.04.2025 is concluded for a period of 5 months, starting 29.04.2025 until 28.09.2025 (inclusive of) and can be extended by GMS Resolution in accordance with the provisions of Art. 29¹ Para. (2) of G.E.O. no. 109/ 2011
- the selection and nomination procedure for a position of member of the Board of Directors of CONPET S.A., organized by the Ministry of Energy as a Supervisory Public Authority, is in progress

the Ordinary General Meeting of Shareholders shall be convened for the extension of the term of office of the provisional administrator, in accordance with the provisions of G.E.O. no. 109/2011 on *the corporate governance of public enterprises*.

The Nomination and Remuneration Committee recommends extending the term of office of the provisional administrator in office by a period of 2 months or until the completion of the selection and nomination procedure provided for in G.E.O. no. 109/2011 on *the corporate governance of public enterprises*, no later than 2 months from the extension of the mandate, the mandate of the provisional administrator will consequently cease on the date of appointment and beginning of the mandate of the new administrator according to the OGMS Resolution.

The Nomination and Remuneration Committee also recommends the approval by the OGMS of the conclusion of an Addendum to the Mandate Contract of the provisional administrator, in the form attached to this report, concerning the extension of the term of office for a maximum period of 2 months, starting 29.09.2025 until 28.11.2025 (inclusive of) and the signing by the representative of the Ministry of Energy thereof, who will be appointed by the Ordinary General Meeting of Shareholders.

The OGMS will proceed to the empowerment of the President of the Ordinary General Meeting of Shareholders to sign the OGMS Resolution and of the Director General to sign the documents necessary to carry out the formalities at the Trade Register Office attached to the Prahova Tribunal regarding the registration of the extension of the Mandate Contract duration for the provisional administrator and the publication of the OGMS Resolution in the Official Gazette of Romania Part

IV, as well as for granting the right to delegate to another person within the company the proxy to perform the above-mentioned diligence.

Consequently, the Nomination and Remuneration Committee advances to the Board of Directors the following proposals:

- Endorsement and submission for approval to the OGMS of the proposal for extension, based on the provisions of Art. 29 ^ 1 Para. (2) of the Government Emergency Ordinance no. 109/2011 *on corporate governance of public enterprises*, subsequent amendments and additions by Law no. 111/2016, of the duration of the Mandate Contract of the provisional member of the company's BoD, with a period of 2 months, respectively from 29.09.2025 until 28.11.2025 (inclusive of), or until the completion of the selection procedure provided for in GEO no. 109/2011 *on corporate governance of public enterprises*, approved with amendments and additions by Law no. 111/2016, if this takes place before the expiration period of the provisional administrator's mandate.
- Endorsement of the form and content of the Addendum to be concluded with the provisional member of the BoD, in the form annexed to this NRC Report and submission for approval to the OGMS;
- Endorsement of the proposal to the OGMS to mandate the representative of the Ministry of Energy in the Ordinary General Meeting of Shareholders to sign, in the name and on behalf of the Company, the Addendum to the Mandate Contract of the provisional member of the Board of Directors.

The Nomination and Remuneration Committee

President: Andrei - Mihai Zaman

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