

No. 35485/ 21.09.2022

Current report no. 31/2022
as per Law no. 24/2017 and ASF Regulation no. 5/2018

Date of the report	21.09.2022
Issuer's Name:	CONPET S.A. Ploiești
Registered Offices:	No. 1-3, Anul 1848 Street, Ploiești
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 Extraordinary Meeting of Shareholders (EGMS) of CONPET SA dated 21.09.2022 (in second call).**

The Extraordinary General Meeting of Shareholders (EGMS) of CONPET SA convened for the date 21.09.2022 (in second call), starting 11.00 A.M., at the company's headquarters in Ploiesti no. 1-3 Anul 1848 street, following its convening by the Board of Directors

The EGMS Convening Notice, approved pursuant to the BoD Decision no. 15/12.08.2022 was published in the Official Gazette of Romania, Part IV, no. 3486/17.08.2022, as well as in „Jurnalul” newspaper, the edition of 17.08.2022, being submitted to the Bucharest Stock Exchange and the Financial Supervisory Authority as annex to the Current Report no. 22/12.08.2022, report published on www.bvb.ro and www.conpet.ro.

At the EGMS sessions could participate the shareholders registered in the Shareholders Registry consolidated at the reference date 09.09.2022. Therefore, a shareholder legal entity was present in the room, namely the representative of the Ministry of Energy - on behalf of the Romanian State which is the majority shareholder, owner of a number of 5,083,372 shares with a nominal value of 3.30 RON, representing 58.7162% of the total number of shares/voting rights, respectively a share capital amounting to 16,775,127.6 RON, as well as one shareholder natural person, holder of a number of 41 shares with a nominal value of 3.30 RON, representing 0.0005% of the total number of shares/voting rights, respectively a share capital in the amount of 135.3 RON.

For the EGMS meeting, 8 shareholders have submitted correspondence voting bulletins, holders of a number of 182,260 shares/voting rights, representing 2.1052% of the total number of shares/voting rights, respectively a share capital in amount of 601,458 RON.

Art. 17 Para. (2) and (3) of the Articles of Incorporation has the following provisions:

(2) *For the validity of deliberations of the extraordinary general meeting of shareholders are required:*

- a) In first call, the presence of shareholders (including the votes by correspondence) representing at least half (1/2) of the total number of voting rights;*
- b) In second call, the presence of shareholders representing at least one third (1/3) of the total number of voting rights;*

c) *The resolutions are taken by the majority of the shareholders attending or represented both in first and in the second call;*

d) *The decision to change the core business of the company, reduce the share capital, increase by intake in cash of the share capital, change of legal form, merger, division or dissolution of the company shall be taken by a majority of at least two thirds (2/3) of the voting rights held by present or represented shareholders.*

(3) *Notwithstanding the provisions above, the following decisions of the extraordinary general meeting of shareholders shall be made by vote of shareholders representing at least three quarters (3/4) of the share capital, at first call or any other later call, as follows:*

a) *Decisions on the issue of bonds;*

b) *Revoking the preemption right of shareholders to subscribe new shares in the case of capital increase in cash;*

c) *Share capital augmentation through contribution in kind.*

At the same time, Art. 88 Para. (2) of Law no. 24/2017 regarding the issuers of financial instruments and market operations states that “*the share capital augmentation through contribution in kind is approved by the Extraordinary General Meeting of Shareholders, attended by shareholders representing at least 85% of the subscribed share capital and by the vote of shareholders representing at least two-thirds of the voting rights*”.

With regard to items 2, 3, 4 and 5 (date of payment) on the agenda of the EGMS, considering Art. 117 Para. (8) of Law no. 31/1990 on companies, republished, as amended and supplemented, which provides that “for the listed companies the relevant provisions of the capital market specific law are applied”, provisions of Art. 88 Para. (2) of Law no. 24/2017 regarding the issuers of financial instruments and market operations, and, given the shareholders attendance list at the meeting of the EGMS, which shows that are present (including the correspondence voting bulletins) a total of 10 shareholders, owners of a total of 5,265,673 shares/voting rights representing shares/voting rights representing 60.8219 % of the subscribed share capital, **it is being ascertained that neither in this second call of the EGMS meeting, the attendance quorum provided by law, necessary for the capital augmentation through contribution in kind, has been met.**

We annex to the present current report the Resolution of the Extraordinary General Meeting of Shareholders (EGMS) of CONPET SA dated 21.09.2022 (in second call).

Director General
Eng. Dorin TUDORA\
electronic signature

RESOLUTION NO. 3
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS)
of “CONPET” S.A. Ploiesti
dated 21.09.2022

The Extraordinary General Meeting of Shareholders of the Company “CONPET “ S.A., company 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 21.09.2022 (in second call), which took place at the company’s headquarters, where have been present or represented (here-included by the correspondence voting bulletins) a number of 10 shareholders, owners of a number of 5,265,673 shares/voting rights, accounting for 60.8219 % of the share capital, respectively 60.8219 % of the total number of voting rights, adopts the following:

RESOLUTION

Art. 1. By a number of 5,265,632 ”For” votes representing 99.9992% of the total votes held by the present or represented shareholders, accounting for 60.8214 % of the share capital and, respectively, of 60.8214 % the total voting rights, approves the election of Mrs. Dumitru Aura in the capacity of Secretary of the Extraordinary General Meeting of Shareholders (EGMS);

Art. 2. With regard to items 2, 3, 4 and 5 (regarding the date of payment) on the agenda of the EGMS, considering art. 117 para. (8) of Law no. 31/1990 on companies, republished, as amended and supplemented, which provides that "for the listed companies the relevant provisions of the capital market specific law are applied", as well as the provisions of art. 88 para. (2) of Law no. 24/2017 regarding the issuers of financial instruments and market operations, stating that “the share capital increase through contribution in kind is approved by the Extraordinary General Meeting of Shareholders, attended by shareholders representing at least 85% of the subscribed share capital, and with the vote of shareholders representing at least 3/4 of the voting rights” and, given the attendance of shareholders list at the meeting of the EGMS, which shows that are present (here-included the correspondence voting bulletins) a number of 10 shareholders, owners of a total number of 5,265,673

shares/voting rights representing 60.8219 % of the subscribed share capital, it is being ascertained that neither in this second call of the EGMS meeting, the attendance quorum provided by law, necessary for the capital augmentation through contribution in kind, has been met.

Art. 3. By a number of 5,265,632 "For" votes representing 99.9992% of the total votes held by the present or represented shareholders, respectively accounting for 60.8214 % of the share capital and 60.8214 % of the total voting rights, approves the registration date 18.10.2022 advanced by the Board of Directors, with ex-date 17.10.2022.

Art. 4. By a number of 5,265,632 "For" votes, representing 99.9992 % of the total number of votes cast held by the present or represented shareholders, respectively representing 60.8214 % of the share capital and 60.8214 % of the total voting rights, approves the empowerment of the President of the Extraordinary General Meeting of Shareholders to sign the EGMS 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 and the publishing of the EGMS Resolution in the Official Gazette of Romania Part IV, as well as to be granted the right to delegate, to another person within the company, the proxy to perform the above-mentioned diligence.

Chairman of the EGMS Meeting

Albulescu Mihai - Adrian

EGMS Secretary

Dumitru Aura - Gabriela

Technical Secretariate

Modoran Adina

Rusu Andreea

Note: Decision no. 3/21.09.2022 of the Extraordinary General Meeting of Shareholders of "CONPET" SA has been issued in 3 (three) original counterparts.