

No. 11048/ 23.03.2023

Current report no. 14/2023
as per Law no. 24/2017 and ASF Regulation no. 5/2018

Date of the report	23.03.2023
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, Para.1, letter c) of ASF Regulation no 5/2018:

- I. OGMS convening for the date 27.04.2023 (in first call)/28.04.2023 (in second call), 11.00 A.M.**
- II. EGMS convening for the date 27.04.2023 (in first call)/28.04.2023 (in second call), 10.00 A.M.**

I. OGMS convening for the date 27.04.2023 (in first call)/28.04.2023 (in second call), 11.00 A.M.
Following the decision of the meeting of the Board of Directors dated 23.03.2023, the company CONPET SA informs the shareholders and the investing public on the convening of the OGMS for the date 27.04.2023 (in first call)/28.04.2023 (in second call).

The OGMS is convened for the date 27.04.2023 (in first call)/28.04.2023 (in second call), 11.00 AM, at the registered offices of the company in Ploiesti, no. 1-3, Anul 1848 Street. **The reference date of the OGMS is 13.04.2023. The registration date proposed by the Board of Directors for the meeting is 25.05.2023 (serving for the identification of the shareholders who are to benefit from dividends or other rights and who fall under the effects of the OGMS Resolution), with ex-date 24.05.2023,** related to the OGMS and the date of **15.06.2023 as the date of payment of dividends.**

The OGMS convening notice includes the following Agenda:

- 1. Election of a Secretary of the Ordinary General Meeting of Shareholders (OGMS).**
- 2. Presentation of the Annual Report of Administrators for the financial year 2022.**
- 3. Presentation of the Report of the Independent Financial Auditor PKF FINCONTA SRL.**
- 4. Approval of the financial statements on and for the financial year ended on 31.12.2022 based on the accounting regulations according to IFRS approved by OMFP no. 2844/2016.**
- 5. Approval of the distribution of the net profit for the financial year 2022, reinstated with the provision for employees share of profit and the retained earnings, setting the registration date and determining the date of payment of dividends to shareholders, as follows:**
 - a). approval of the distribution of the net profit for the financial year 2022 (61,663,616 RON), reinstated with the provision for the employees share of profit (6,387,655 RON), on 31.12.2022, in total amount of 68,051,271 RON, on the following destinations:
 - other reserves stipulated by the law - reinvested profit exempted from payment of corporate tax, as per Art.22 of Law no.227/2015 on the Fiscal Code: 3,152,695 RON

- employees share of profit within the limit of 10% of the net profit, reunited with the provision for employees share of profit: 6,387,655 RON
- dividends due to shareholders: 58,510,921 RON
- b) approval of the distribution of the retained earnings in the amount of 2,598,431 RON, to cover the actuarial loss resulting from the update of the benefits granted upon retirement in the amount of 1,599,191 RON and for the granting of dividends due to shareholders, in amount of 999,240 RON.
- c) setting the amount of the gross dividend proposed to be granted to shareholders in the amount of 6.873805208 RON/share representing the total gross dividend/share.
- d) setting the date of 25.05.2023 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, ex-date 24.05.2023.
- e) setting the date of 15.06.2023 as the date of payment of dividends to shareholders.
- f) the payment of dividends will 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, 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.
- 6. Approval of the discharge of administration of the company’s administrators for the financial year ended 31.12.2022.
- 7. Approval of 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 2022 financial year (Remuneration Report).
- 8. Approval of the Board of Director's report on the administration activity in 2022 prepared in accordance with Art. 55 of GEO 109/2011 on corporate governance of public enterprises and the provisions of the contract of mandate.
- 9. Presentation of the Board of Directors’ Report of monitoring the framing of key performance indicators of the administrators for the year 2022 in the limits approved by the OGMS and:
 - a) Approval of the total degree of achievement (103.4%) of the financial and non-financial key performance indicators (KPIs) of the administrators for the year 2022.
 - b) Approval of granting the variable component due to administrators for the period of mandate carried out in 2022, according to the provisions of the contract of mandate.
- 10. Approval of the Rules on the Organization and Functioning of the Board of Directors of the company CONPET S.A.
- 11. The empowerment of the President of the OGMS meeting to sign and register the OGMS Resolution and to perform the necessary diligence at the Trade Register Office attached to Prahova Tribunal, in relation to the OGMS Resolution, publish it in the Official Gazette of Romania, Part IV, as well as to be granted the right to delegate, to another person, the proxy to perform the above-mentioned diligence.

II. EGMS convening for the date 27.04.2023 (in first call)/28.04.2023 (in second call), 10.00 A.M.

Following the decision of the meeting of the Board of Directors dated 23.03.2023, the company CONPET SA informs the shareholders and the investing public on the convening of the EGMS for the date 27.04.2023 (in first call)/28.04.2023 (in second call).

The EGMS is convened for the date 27.04.2023 (in first call)/28.04.2023 (in second call), 10.00 AM, at the Registered Offices of the company in Ploiesti, no. 1-3, Anul 1848 Street. The reference

date of the EGMS is **13.04.2023**. The registration date proposed by the Board of Directors for the meeting is **25.05.2023**, with **ex-date 24.05.2023** related to the EGMS.

The EGMS convening notice includes the following Agenda:

1. Election of a Secretary of the Extraordinary General Meeting of Shareholders (EGMS).
2. Approval of the amendment of the Articles of Incorporation of “CONPET” S.A., as per the proposals in the Annex to the EGMS Convening Notice. (Draft amendment of the Articles of Incorporation).
3. Approval of the registration date 25.05.2023 advanced by the Board of Directors, with ex-date 24.05.2023.
4. The empowerment of the President of the Extraordinary General Meeting of Shareholders to sign the EGMS Resolution and to perform the necessary diligence in order to register the OGMS Resolution at the Trade Registry Office of the Prahova Tribunal, public it in the Official Gazette of Romania Part IV, as well as to be granted the right to delegate, to another person, the proxy to perform the above-mentioned diligence.

We hereby attach to this current report the OGMS Convening Notice for the date 27.04.2023/28.04.2023, as well as the EGMS Convening Notice for the date of 27.04.2023/28.04.2023, accompanied by the Annex to the EGMS Convening Notice. (Draft Amendment of the Articles of Incorporation of CONPET SA)

Director General
Eng. Dorin TUDORA
S.s Illegible

CONVENING NOTICE

The Board of Directors (BoD) of the company CONPET S.A.

unitary-system administered company incorporated and functioning according to the applicable Romanian legislation, headquartered in Ploiești, no. 1-3, Anul 1848 street, registered at the Trade Registry Office attached to Prahova Law Court under no. J29/6/1991, tax registration number RO 1350020, 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 EGO no. 109/2011 on the corporate governance of public institutions, amended and completed by Law no. 111/2016, of Law no. 24/2017, with regards to the issuers of financial instruments and market operations, of ASF Regulation no. 5/2018 on the financial instruments and market operations issuers and other applicable acts, as well as the Articles of Incorporation of the Company, met at the Board of Directors meeting dated 23.03.2023.

THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)

for the date of **27.04.2023, 11.00 AM**, 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. Presentation of the Annual Report of Administrators for the financial year 2022.
3. Presentation of the Report of the Independent Financial Auditor PKF FINCONTA SRL.
4. Approval of the financial statements on and for the financial year ended on 31.12.2022 based on the accounting regulations according to IFRS approved by OMFP no. 2844/2016.
5. Approval of the distribution of the net profit for the financial year 2022, reinstated with the provision for employees share of profit and the retained earnings, setting the registration date and determining the date of payment of dividends to shareholders, as follows:
 - a) approval of the distribution of the net profit for the financial year 2022 (61,663,616 RON), reinstated with the provision for the employees share of profit (6,387,655 RON), on 31.12.2022, in total amount of 68,051,271 RON, on the following destinations:
 - other reserves stipulated by the law - reinvested profit exempted from payment of corporate tax, as per Art.22 of Law no.227/2015 on the Fiscal Code: 3,152,695 RON

- employees share of profit within the limit of 10% of the net profit, reunited with the provision for employees share of profit: 6,387,655 RON
 - dividends due to shareholders: 58,510,921 RON
- b) approval of the distribution of the retained earnings in the amount of 2,598,431 RON, to cover the actuarial loss resulting from the update of the benefits granted upon retirement in the amount of 1,599,191 RON and for the granting of dividends due to shareholders, in amount of 999,240 RON.
- c) setting the amount of the gross dividend proposed to be granted to shareholders in the amount of 6.873805208 RON/share representing the total gross dividend/share.
- d) setting the date of 25.05.2023 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, ex-date 24.05.2023.
- e) setting the date of 15.06.2023 as the date of payment of dividends to shareholders.
- f) the payment of dividends will 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, 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.
- 6.** Approval of the discharge of administration of the company’s administrators for the financial year ended 31.12.2022.
- 7.** Approval of 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 2022 financial year (Remuneration Report).
- 8.** Approval of the Board of Director's report on the administration activity in 2022 prepared in accordance with Art. 55 of GEO 109/2011 *on corporate governance of public enterprises* and the provisions of the contract of mandate.
- 9.** Presentation of the Board of Directors’ Report of monitoring the framing of key performance indicators of the administrators for the year 2022 in the limits approved by the OGMS and:
- a)** Approval of the total degree of achievement (103.4%) of the financial and non-financial key performance indicators (KPIs) of the administrators for the year 2022.
 - b)** Approval of granting the variable component due to administrators for the period of mandate carried out in 2022, according to the provisions of the contract of mandate.

10. Approval of the Rules on the Organization and Functioning of the Board of Directors of the company CONPET S.A.

11. The empowerment of the President of the OGMS meeting to sign and register the OGMS Resolution and to perform the necessary diligence at the Trade Register Office attached to Prahova Tribunal, in relation to the OGMS Resolution, publish it in the Official Gazette of Romania, Part IV, as well as to be granted the right to delegate, to another person, the proxy to perform the above-mentioned diligence.

In case that, on the date of the first call of the OGMS, respectively **27.04.2023, 11.00 A.M.**, there have not been met the quorum/validity conditions stipulated by law and the Articles of Incorporation for the carry out of the general meeting, the OGMS is being convened for the date of **28.04.2023, 11:00 AM** (the second call), at the Company's headquarters in Ploiești, no. 1-3, Anul 1848 Street, with the same Agenda. At the OGMS (in first call and second call) have the right to participate and vote only shareholders who are registered as CONPET S.A. shareholders on **13.04.2023 (the reference date)** in the Company's Shareholders Registry held and issued by Depozitarul Central S.A.

The annual financial statements, the annual report of the administrators and the proposal on the profit distribution shall be made available to shareholders from the date of convening the Ordinary General Meeting of Shareholders.

The OGMS resolution draft 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, section "**Investor Relations/GMS – OGMS Documents**" dated **27.04.2023**", starting 27.03.2023, 08.00 AM as well as at the Company's headquarters (BoD and GMS Secretariat Bureau), as of 27.03.2023, 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.

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 **10.04.2023, 11:00 AM**.

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 up to **10.04.2023, 11:00 AM**.

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 supplemented/revised Agenda, prior to the reference date 13.04.2023.

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 afore-mentioned deadlines and shall be submitted, by any form of courier service with receipt of confirmation, directly to “CONPET” S.A., headquartered in Ploiesti 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 27.04.2023”** or by e-mail with extended, electronic signature incorporated under the law no. 455/2001 regarding the electronic signature, at the address 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 will be, then, submitted and registered to the Company’s headquarters in Ploiesti, 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 27.04.2023”** or by e-mail with extended, electronic signature incorporated under the law no. 455/2001 regarding the electronic signature, at the address actionariat@conpet.ro, up to 18.04.2023, **11.00 AM**.

In order to identify the shareholder natural person, or, as the case may be, the legal representative of the shareholder legal person or entity bearing no legal personality, addressing questions, making proposals for the complementation of the Agenda or advancing draft resolutions, they will also have to attach to the named request copies of the documents asserting their identity.

The answers to the addressed questions will be published on the Company's website at www.conpet.ro, section "Investor Relations - Trading Information - FAQ", as well as in the section "**Investor Relations/GMS Documents**" - **OGMS dated 27.04.2023**.

At the OGMS may take part and vote only the shareholders registered at the reference date **13.04.2023**, 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 27.03.2023, 8:00 AM, in Romanian and English language, in electronic format on its webpage, at the address, www.conpet.ro, section "**Investor Relations/GMS Documents**" - **OGMS dated 27.04.2023** and at the company headquarters, BoD and GMS Secretariat Bureau, starting 27.03.2023, during working days, between 8:00 AM–14:00 PM.

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 of 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 Economy, Energy and Business Environment 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 **26.04.2023, 11:00 AM**, in closed envelope, with the mention: **“BoD and GMS Secretariat Bureau“ - For the Ordinary General Meeting of Shareholders dated 27.04.2023**” or can be submitted by electronic extended signature, as per the provisions of Law no. 455/2001 regarding the electronic signature, up to the same above-mentioned date and time, to the e-mail address: actionariat@conpet.ro, under the sanctions stipulated in art. 125 par. (3) of Law no. 31/1990 on companies, and subsequent 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 **26.04.2023, 11.00 AM**, 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 13.04.2023.

The shareholders registered at the reference date may also vote by correspondence, before the OGMS, using the correspondence voting bulletin, available starting 27.03.2023, 08.00 AM, in Romanian and English, in electronic format on its web page, at the address www.conpet.ro, section **“Investor Relations/GMS Documents” - OGMS dated 27.04.2023** and at the company headquarters,

BoD and GMS Secretariat Bureau, starting 27.03.2023, during working days, between 8:00 AM–14:00 PM.

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 apostille 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 27.04.2023**” or by e-mail with extended, electronic signature

incorporated under the law no. 455/2001 regarding the electronic signature, at the address actionariat@conpet.ro, up to **26.04.2023, 11.00 AM**.

The correspondence voting bulletins/special or general empowerments that are not received at the Company's Headquarters within the indicated terms, respectively up to 26.04.2023, 11.00 AM 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 27.04.2023 (in first call)/28.04.2023 (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 from "CONPET" S.A. headquarters in Ploiești, no. 1-3, Anul 1848 Street, BoD and GMS Secretariat Bureau, tel. no. 0244.401/360 ext. 2655, 2579, facsimile 0244.516.451, between 08:00 A.M.-14:00 PM, e-mail: actionariat@conpet.ro.

CHAIRMAN OF THE BOARD OF DIRECTORS

CRISTIAN - FLORIN GHEORGHE

CONVENING NOTICE

The Board of Directors (BoD) of the company CONPET S.A.

unitary-system administered company incorporated and functioning according to the applicable Romanian legislation, headquartered in Ploiești, no. 1-3, Anul 1848 street, registered at the Trade Registry Office attached to Prahova Law Court under no. J29/6/1991, tax registration number RO 1350020, 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 GEO no.109/2011 on the corporate governance of public institutions, amended and completed by Law no. 111/2016, of Law no. 24/2017, with regards to the issuers of financial instruments and market operations, of ASF Regulation no.5/2018 on the financial instruments and market operations issuers and other applicable acts, as well as the Articles of Incorporation of the Company, met at the Board of Directors meeting dated 23.03.2023.

CONVENES

THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS)

for the date of **27.04.2023, 10.00 AM**, 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 Extraordinary General Meeting of Shareholders (EGMS).
2. Approval of the amendment of the Articles of Incorporation of “CONPET” S.A., as per the proposals in the Annex to the EGMS Convening Notice. (Draft amendment of the Articles of Incorporation).
3. Approval of the registration date 25.05.2023 advanced by the Board of Directors, with ex-date 24.05.2023.
4. The empowerment of the President of the Extraordinary General Meeting of Shareholders to sign the EGMS Resolution and to perform the necessary diligence in order to register the EGMS Resolution at the Trade Registry Office of the Prahova Tribunal, public it in the Official Gazette of Romania Part IV, as well as to be granted the right to delegate, to another person, the proxy to perform the above-mentioned diligence.

In case that, on the date of the first call of the EGMS, respectively **27.04.2023, 10.00 A.M.**, there have not been met the quorum/validity conditions stipulated by law and the Articles of Incorporation for the carry out of the general meeting, the EGMS is being convened for the date of

28.04.2023, 10:00 AM (the second call), at the Company's headquarters in Ploiești, no. 1-3, Anul 1848 Street, by the maintenance of the Agenda. At the EGMS (in first call and second call) have the right to participate and vote only shareholders who are registered as CONPET S.A. shareholders on **13.04.2023 (the reference date)** in the Company's Shareholders Registry held and issued by Depozitarul Central S.A.

The EGMS resolution draft and the meeting materials related to the Agenda of the EGMS are available both in Romanian and English, on the Company's web page at the address www.conpet.ro, section "**Investor Relations/GMS – EGMS Documents**" dated **27.04.2023**", starting 27.03.2023, 08.00 AM as well as at the Company's headquarters (BoD and GMS Secretariat Bureau), as of 27.03.2023, 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 EGMS.

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 EGMS, 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 until the date of **10.04.2023, 10:00 AM**.
- 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 up to **10.04.2023, 10:00 AM**.

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 EGMS Convening Notice considering the complemented/revised Agenda, prior to the reference date of 13.04.2023.

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 EGMS Agenda/submission for approval to the EGMS of draft resolutions for the items included or proposed to be included on

the Agenda of the EGMS accompanied by the justification/draft decisions proposed for endorsement to the general meeting for the items included or proposed to be included on the EGMS agenda, must be formulated in writing to the Board of Directors, in compliance with the afore-mentioned deadlines and shall be submitted, by any form of courier service with receipt of confirmation, directly to “CONPET” S.A., headquartered in Ploiesti 1-3 Anul 1848 Street, Prahova, in closed envelope with the mention “**BoD and GMS Secretariat Bureau** for the Extraordinary General Meeting of Shareholders dated **27.04.2023**” or by e-mail with extended, electronic signature incorporated under the Law no. 455/2001 regarding the electronic signature, at the address 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 EGMS; these questions will be, then, 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 Extraordinary General Meeting of Shareholders dated 27.04.2023**” or by e-mail with extended, electronic signature incorporated under the law no. 455/2001 regarding the electronic signature, at the address actionariat@conpet.ro, up to 13.04.2023, **10.00 AM**.

In order to identify the shareholder natural person, or, as the case may be, the legal representative of the shareholder legal person or entity bearing no legal personality, addressing questions, making proposals for the complementation of the Agenda or advancing draft resolutions, they will also have to attach to the named request copies of the documents asserting their identity.

The answers to the addressed questions will be published on the Company’s website at www.conpet.ro, section “Investor Relations - Trading Information - FAQ”, as well as in the section “**Investor Relations/GMS Documents**” - **EGMS dated 27.04.2023**.

At the EGMS may take part and vote only the shareholders registered at the reference date **13.04.2023**, 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 27.03.2023, 8:00 AM, in Romanian and English language, in electronic format on its webpage, at the address, www.conpet.ro, section “**Investor Relations/GMS Documents**” - **EGMS dated 27.04.2023** and at the company headquarters, BoD and GMS Secretariat Bureau, starting 27.03.2023, during working days, between 8:00 AM–14:00 PM.

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 submitted for approval and included in the Agenda of the EGMS. The “Abstention” position adopted by a shareholder regarded 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 EGMS Agenda are added.

In case of discussing within the EGMS, 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 **26.04.2023, 10:00 AM**, in closed envelope, with the mention: **“BoD and GMS Secretariat Bureau“ for the Extraordinary General Meeting of Shareholders dated 27.04.2023**” or by e-mail with extended, electronic signature incorporated under the Law no. 455/2001 regarding the electronic signature, until the same date and time, at the address actionariat@conpet.ro, subject to

the penalty provided for in Article 125 (3) of Law no. 31/1990 on companies, with subsequent amendments and additions.

If the representative of the shareholder/shareholders is a credit institution performing custody services, it may participate and vote in the EGMS, provided that it submits to the company up to **26.04.2023, 10.00 AM**, 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 EGMS, 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 13.04.2023.

The shareholders registered at the reference date may also vote by correspondence, before the EGMS, using the correspondence voting bulletin, available starting 27.03.2023, 08.00 AM, in Romanian and English, in electronic format on its web page, at the address www.conpet.ro section “**Investor Relations/GMS Documents**”- **EGMS dated 27.04.2023** and at the company headquarters, BoD and GMS Secretariat Bureau, starting 27.03.2023, during working days, between 8:00 AM–14:00 PM.

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 apostille 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 Extraordinary General Meeting of Shareholders dated 27.04.2023”** or by e-mail with extended, electronic signature incorporated under the law no. 455/2001 regarding the electronic signature, at the address actionariat@conpet.ro, up to **26.04.2023, 10.00 AM**.

The correspondence voting bulletins/special or general empowerments that are not received at the Company’s Headquarters within the indicated terms, respectively up to 26.04.2023, 10.00 AM will not be taken into account for determining the quorum and majority in the EGMS.

The rules established by this Convening Notice for the organization of the EGMS meeting dated 27.04.2023 (in first call)/28.04.2023 (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. no. 0244.401/360 2655, 2579, facsimile 0244.516.451, between 08:00 A.M.-14:00 PM, e-mail: actionariat@conpet.ro.

CHAIRMAN OF THE BOARD OF DIRECTORS
CRISTIAN - FLORIN GHEORGHE



ANNEX TO THE EGMS CONVENING NOTICE DATED 27.04.2023/28.04.2023

DRAFT

amendment of the Articles of Incorporation of CONPET S.A.

- Art. 8 Para (3) of the Articles of Incorporation, with the current version:

(3) The shareholding structure, corresponding to the consolidated synthetic structure of the shareholders on reference date 31.12.2021, is the following:

The ROMANIAN STATE, by the Ministry of Energy (the line ministry or its successors, according to the law)

Number of shares: 5,083,372

Value of contribution to the share capital: 16,775,127.60 RON

Share on profit and loss: 58.7162 %

SHAREHOLDERS LEGAL PERSONS

Number of shares: 2,292,221

Value of contribution to the share capital: 7,564,329.3 RON

Share on profit and loss: 26.4766 %

SHAREHOLDERS NATURAL PERSONS

Number of shares: 1,281,935

Value of contribution to the share capital: 4,230,385.5 RON

Share on profit and loss: 14.8072 %

shall be amended and bear the following contents:

(3) The shareholding structure, corresponding to the consolidated synthetic structure of the shareholders is the following:

The ROMANIAN STATE, by the Ministry of Energy (the line ministry or its successors, according to the law)

Number of shares: 5,083,372

Value of contribution to the share capital: 16,775,127.60 RON

Share on profit and loss: 58.7162 %

Other shareholders natural or legal persons

Number of shares: 3,574,156

Value of the contribution to the share capital: 11,794,714.8 RON

Share on profit and loss: 41.2838 %

- After Art. 8 Para (3) of the Articles of Incorporation are added Para. (4) and (5), with the following contents:

(4) the identification data of each shareholder, the contribution to the share capital, the number of shares he is entitled to and the share in the total share capital are being comprised in the Shareholders Registry kept in electronic system by Depozitarul Central S.A.

(5) the rights and obligations related to the share capital of the Company, for the shares in capital held by the Romanian State are exercised, on behalf and on the account of the Romanian State, by the ministry of resort, the Company being under its authority, in accordance with the legal dispositions.

- Art. 10 Para (2) of the Articles of Incorporation, with the current version:

(2) The company shares are nominative and comprise all the elements stipulated by law. The nominal value of one share is 3.3 RON. The shares are being issued in dematerialized form and are being registered in the Shareholders' Registry, the record thereof being held by Depozitarul Central S.A. Bucharest, "CONPET" S.A. has concluded a contract with.

shall be amended/supplemented and bear the following contents:

(2) The company shares are nominative, of equal values and comprise all the elements stipulated by law. The nominal value of one share is 3.3 RON. The shares are being issued in dematerialized form and are being registered in the Shareholders' Registry, the record thereof being held by Depozitarul Central S.A. Bucharest, to whom "CONPET" S.A. has concluded a contract. The shares are indivisible regarding CONPET S.A., which recognizes only one owner for each share. In case a share becomes the property of several persons, Depozitarul Central S.A. is not bound to record the transmission as long as those persons will not designate a unique representative for exercising the rights resulting from share.

- Art. 11 Para (6) of the Articles of Incorporation, with the current version:

(6) The issue and trading of the bonds that are subject to a public tender shall be subject to the law regarding the securities and stock exchanges.

shall be amended/supplemented and bear the following contents:

(6) The issue and trading of the bonds that are subject to a public tender shall be subject to the legislation regarding the incidental capital market.

- Art. 15 para (3) letter b) of the Articles of Incorporation, with the current version:

b) elects and revokes the administrators according to the law;

shall be amended/complemented and bear the following contents:

b) elects and revokes the administrators according to the law; at the appointment, the OGMS shall bear in mind that the majority of BoD members should be non-executive and independent;

- Art. 15 para (4) letter o) of the Articles of Incorporation, with the current version:

o) decides upon the participation, as per the law, at the establishment of new legal persons or at the association with other legal or natural persons from the country or abroad;

shall be amended/complemented and bear the following contents:

o) decides upon the participation, according to the law, to the establishment of new legal persons or in the association with other legal or natural persons in the country or abroad, except for the non-profit organizations established under the law, for which the competence to approve the accession/withdrawal of companies from the capacity of member belongs to the Board of Directors;

- After art. 18 Para (19) of the Articles of Incorporation is being introduced para. (20), bearing the following content:

(20) 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.

- Art. 19 Para (1) of the Articles of Incorporation, with the current version:

(1) The company is administered by a Board of Directors consisting of 7 administrators, elected by the Ordinary General Meeting of Shareholders for a period of 4 years, with the possibility of re-election for further periods of 4 years. The administrators can act as shareholders. For the appointment of an administrator to be legally valid, the person appointed must expressly accept.

shall be amended/complemented and bear the following contents:

(1) The company is administered in a unitary system by a Board of Directors consisting of 7 administrators, appointed by the Ordinary General Meeting of Shareholders for a period of 4 years, with the possibility of re-election for further periods of 4 years. The administrators can act as shareholders. For the appointment of an administrator to be legally valid, the person appointed must expressly accept it. The identification data of the administrators are being registered at the Trade Register Office as per the legal provisions.

- Art. 19 Para (2) of the Articles of Incorporation, with the current version:

(2) The identification data of the administrators are being registered at the Trade Register Office as per the legal provisions.

shall be amended/complemented and bear the following contents:

(2) The majority of the Board of Directors members are non-executive and independent administrators. When the administrators are appointed by the GMS or BoD, it will be taken into account that they fulfill the legal conditions regarding the status of independent administrator, the administrators being bound to fill-in an affidavit regarding independence prior to the appointment. If there are changes regarding the information that is the basis of the declaration of the status of independent administrator, the administrator has the obligation to immediately bring them to the attention of the Board of Directors through the Nomination and Remuneration Committee.

- Art. 19 Para (4) of the Articles of Incorporation, with the current version:

(4) In case of vacancy of one or more administrator positions, the Board of Directors proceeds to the appointment of some provisional administrators, until the reunion of the Ordinary General Meeting of Shareholders.

shall be amended/complemented and bear the following contents:

(4) In case of vacancy of one or more administrator positions, the Board of Directors proceeds to the appointment of one/several provisional administrators, until the reunion of the Ordinary General Meeting of Shareholders. The Board of Directors will ensure that the majority of non-executive and independent administrators is being maintained when appointing provisional administrators.

- Art. 19 Para (8) of the Articles of Incorporation, with the current version:

(8) The Board of Directors usually meets at the company's headquarters or any place of business of the company or in any place communicated by the convening notice. Operational meetings of the Board of Directors may be organized by means of remote communication meeting the technical conditions necessary for the identification of the participants, their effective participation in the meetings of the Board of Directors and the retransmission of deliberations on a continuous basis (via e-mail, telephone, video conference or other communication equipment), whenever necessary, but at least every 3 months, at the convocation of the President or at the reasoned request of 2 of its members or of the Director General. The Board is presided over by the President. In case the Chairman faces temporary incapacity to exercise his attributions, along the respective state of facts the Board of Directors may delegate another administrator to fulfill the Chairman position. The Board is also convened upon the reasoned request of at least two of the administrators or the Director General. In this case, the Agenda is being established by the authors of the request. The chairman is bound to follow such request.

shall be amended/supplemented and bear the following contents:



(8) The Board of Directors usually meets at the company's headquarters or any place of business of the company or in any place disclosed in the convening notice. Operational meetings of the Board of Directors may be organized by means of remote communication meeting the technical conditions necessary for the identification of the participants, their effective participation to the meetings of the Board of Directors and the retransmission of the deliberations on a continuous basis (via e-mail, telephone, video call or other communication equipment), whenever necessary, but at least every 3 months, at the call of the President or at the reasoned request of 2 of its members or of the Director General/Directors. In this case, the Agenda is being established by the authors of the request. The Chairman must act on such a request. The Board of Directors is ruled by Chairman. In case the Chairman is temporarily incapable of exercising his duties, all along that period, the Board of Directors may charge another administrator with the fulfillment of the Chairman capacity, upon the proposal of the BoD's Chairman;

- Art. 19 Para (12) of the Articles of Incorporation, with the current version:

(12) For the validity of the decisions is necessary the presence (directly or by proxy) of at least five members of the Board and the decisions are made with the majority vote of the present members. The chairman of the Board of Directors will have the casting vote in case of parity of votes.

shall be amended/complemented and bear the following contents:

(12) For the validity of the decisions is necessary the presence (directly or by proxy) of at least five members from among the Board members and the decisions are made with the majority vote of the present members. The chairman of the Board of Directors will have the casting vote in case of parity of votes. The "Abstention" position adopted by an administrator regarding the items included on the agenda of the general meeting of shareholders is not deemed expressed vote.

- Art. 19 Para (15) of the Articles of Incorporation, with the current version:

(15) The Agenda is established by the Chairman. The call, the meeting Agenda and documentation shall be submitted to the administrators in due time prior to the meeting, the deadline is to be set by way of the own regulation of the Board of Directors. The minutes of the meeting shall be comprised in a Journal of the Meetings and BoD Deliberations, by courtesy of the Chairman of the Board. The meeting protocol will comprise the name of the participants, the deliberations order, the adopted decisions, the cast votes and separated opinions. It will be signed by the Chairman of the Board of Directors and by the BoD Secretariate and the one entered in the registry of meetings and deliberations of the Board of Directors will be signed by the other administrators as well. The BoD Secretariate is

off the Board of Directors, the activity thereof being performed by the personnel within the BoD and GMS Secretariat Bureau.

shall be amended/complemented and bear the following contents:

(15) The Agenda is established by the Chairman. The call, the agenda and the meeting materials will be sent to the administrators in sufficient time before the date of the meeting; the deadline can be established by the own regulation of the Board of Directors. The minutes of the meeting shall be comprised in a Journal of the Meetings and BoD Deliberations, by courtesy of the Chairman of the Board.

The protocol of the meeting shall be drawn up by technical editing by the BoD Secretariate and shall comprise the name of the participants, the order of the deliberations, the decisions made, the number of votes cast and separate opinions. This will be signed by the Chairman of the Board of Directors, the BoD members. (only those who participate directly in the meeting; they may also have a mandate of representation given by another administrator) and by the BoD Secretariat, and will be attached by gluing it to the Journal of the Meetings and BoD Deliberations of the Board of Directors. The decisions of the Board of Directors and the protocols of the meetings will be sent by email to the administrators.

- Art. 19 Para (16) of the Articles of Incorporation, with the current version:

(16) In exceptional cases, motivated by the emergency of the situation and by the company's interest, the decisions of the Board of Directors can be made by the unanimous written vote of the members, the reunion thereof not being necessary. This procedure cannot be followed in case of the resolutions regarding the annual financial statements or the authorized capital.

shall be amended/complemented and bear the following contents:

(16) In exceptional cases, motivated by the emergency of the situation and by the company's interest, the decisions of the Board of Directors can be made by the unanimous written vote of the members, the reunion thereof no longer being necessary. This procedure cannot be followed in case of the decisions made regarding the annual financial statements or the authorized capital. The Board of Directors will be required to approve and submit the vote by remote communication means (email).

- Art. 19 Para (17) of the Articles of Incorporation, with the current version:

(17) Within the meetings shall attend the Chairman and the members of the Board of Directors. As the case may be, when necessary, for additional information, the Chairman of the Board of Directors can invite at the meetings executive directors, internal auditors, as well as other employees of the company or specialists on various domains of activity outside the company. The Union's President can be also invited, for debating professional, economic and social issues. In view of defending the professional,

economic and social rights and interests of the members, the latter will receive from the company's management the necessary information for the negotiation of the collective labor agreements. The articles contained in the decision of the Board of Directors regarding the professional, economic and social issues will be communicated in writing to the President of the Union within two working days as of the date of the meeting.

shall be amended/complemented and bear the following contents:

(17) At the meetings shall attend the Chairman and BoD members, as well as the directors with mandate contract. As the case may be, when necessary, for additional information, the Chairman of the Board of Directors can invite at the meetings directors, internal auditors and any other management or operating employees, as well as specialists in various business areas from outside the company. The Union's President can be also invited, for debating professional, economic and social issues. In view of defending the professional, economic and social rights and interests of the members of the Union, the latter will receive from the company's management the necessary information for the negotiation of the collective labor agreements, under the law and by the agreement of the BoD members. The articles contained in the decisions of the Board of Directors regarding the professional, economic and social issues will be communicated in writing to the President of the Union within two working days as of the date of holding the meeting, only as per the orders of the Director General.

- Art. 19 Para (18) of the Articles of Incorporation, with the current version:

(18) The Board of Directors shall delegate the management of „CONPET” S.A. to the Director General. The Director General of „CONPET” S.A. is acting as company representative in third party relations.

shall be amended/complemented and bear the following contents:

(18) The Board of Directors may delegate the company's management to one or more directors, appointing one of them in the capacity of Director General. The Director General may be appointed from among the administrators, who thus becomes an executive administrator or from outside the Board of Directors. According to the law, director means that person to whom management duties of the company have been delegated by decision of the Board of Directors and who concludes a contract of mandate with the Company, in accordance with the applicable legal provisions. The Director General of “CONPET” S.A. Represents the Company in third party relations and in Court. The Board of Directors represents the company in relation to the directors with mandate contracts.

- Art. 19 Para (27) of the Articles of Incorporation, with the current version:

(27) The administrators would not disclose the data and information they have access to, related to the company and the activity thereof. This liability is being accounted for also after the termination of the mandate, for a period of 5 years. Moreover, they must also comply with the information regime of the inside information stipulated in Law no. 297/2004 regarding the capital market and the contingent regulations.

shall be amended/complemented and bear the following contents:

(27) Administrators are bound not to disclose confidential data and information and business secrets of the Company, as well as information regarding its activity. This liability is also binding after the termination of the mandate, for a period of 5 years. They must also comply with the inside information regime provided in the incidental legislation.

- Art. 20 Para (1) letter b) of the Articles of Incorporation, with the current version:

b) Prepares the annual report that is to be presented to the general meeting of shareholders, together with the annual financial statements and the report of the financial auditor, as well as other reports imposed by the applicable legislation, by way of observing the reporting requests set pursuant to CNVM/ASF regulations regarding the capital market and other incidental regulations;

shall be amended/complemented and bear the following contents:

b) Prepares the annual report that is to be submitted to the General Meeting of Shareholders, together with the annual financial statements and the report of the financial auditor, as well as other reports imposed by the applicable legislation, by the observance of reporting requirements set pursuant to the capital market legislation and other incidental regulations;

- Art. 20 Para (1) letter f) of the Articles of Incorporation, with the current version:

f) Recommends for approval to the ordinary general meeting of shareholders the company's Revenues and Expenditure Budget (Rom. BVC) and the investment program for the following financial year, as well as the rectification of the Revenues and Expenditure Budget; approves the revision of the investment program within the same values; approves the current repairs program and revision thereof;

shall be amended/complemented and bear the following contents:

f1) Endorses and submits to the approval of the ordinary general meeting of shareholders the revenues and expenditure budget of the company (Budget) for the next financial year, as well as the rectification of the Budget, which, in accordance with the legislation in force, is the exclusive competence of the GMS; approves the corrections brought to the Budget which falls within the approval competence of the Board of Directors, according to the legislation and methodological norms in force;

f2) Approves the investment program for the next financial year, which includes the structure detailed by investment objectives before submission for approval of the GMS of its centralized structure; approves the investments program, the detailed structure by investment objectives after approval by the GMS of its centralized structure; approves the rectification of the investment program within the same total values approved by the GMS; approves the current repair program and its rectification; decides upon the delegations and limits of competence granted to the Director General regarding the approval of the rectification of the investment program and the current repair program;

f3) Approves the procurement program and its review/rectification; decides upon the delegations and limits of competence granted to the Director General regarding the approval of the review of the procurement program;

f4) Approves the company's accession to/the company's withdrawal from the non-profit organizations established in accordance with the legislation in force;

- Art. 20 Para (1) letter g) of the Articles of Incorporation, with the current version:

g) Approves the Collective Labor Agreement at the company level;

shall be amended/complemented and bear the following contents:

g) Approves the Collective Labor Agreement at the company level and the conclusion of addenda to the Collective Labor Agreement and mandates the Director General for the carry-on of the negotiations between parties and the documents execution;

- Art. 20 Para (1) letter j) of the Articles of Incorporation, with the current version:

j) Delegates to the Director General the company's management powers and, under the contract of mandate and based on the Board of Directors' Resolutions, sets the rights, liabilities, competencies, duties, responsibilities of the Director General; if the Director General is in the impossibility to exercise his duties (annual leave, sick leave, other situations), the board of administration will delegate the company management to one of their executive directors.

shall be amended/complemented and bear the following contents:

j) Delegates to the Director General/directors with a mandate contract the management duties of the company in areas of competence and establishes through the mandate contract their rights and obligations, competences, attributions, responsibilities; in the event that the Director General/directors with a mandate contract are unable to exercise their duties (rest leave, medical leave, travel assignments, etc.), they may delegate the duties according to the provisions of the mandate contract and/or the decisions of the Board of Directors;

- Art. 20 Para (1) letter k) of the Articles of Incorporation, with the current version:



k) Oversees the activity of the Director General in what concerns the company management, here-included the carry-out of the company business;

shall be amended/complemented and bear the following contents:

k) Oversees the activity of the directors with mandate contract in what concerns the company management, here-included the management thereof and approves the quarterly, by-yearly and annual activity reports prepared by the directors, as well as any other activity reports recommended for approval;

- Art. 20 Para (1) letter l) of the Articles of Incorporation, with the current version:

l) Appoints and revokes the Director General of the company and sets the remuneration thereof, the general limits of the remuneration are set by the ordinary general meeting of shareholders. Sets the objectives and performance criteria for the Director General and notes, recurrently, the progress of the fulfillment thereof; approves the global degree of fulfillment of the objectives and performance criteria of the Director General for the previous year, correlated with the financial statements of that financial year;

shall be amended/complemented and bear the following contents:

l) Appoints and revokes the Directors with mandate contract of the company and sets the remuneration thereof, the general limits of the remuneration being set by the ordinary general meeting of shareholders in the remuneration policy. Sets the objectives and performance criteria for the directors with mandate contract and notes, recurrently, the progress of the fulfillment thereof; approves the global degree of achievement of the objectives and performance criteria of the directors with mandate contract, for the previous year, correlated with the financial statements of that financial year;

- Art. 20 Para (1) letter o) of the Articles of Incorporation, with the current version:

o) Approves the annual procurement program; approves/endorsees the protocols regarding the results of the goods inventory out of the company's Assets/the State's public property; approves/endorsees the proposals to decommission the fixed assets, end life of the materials such as inventory objects in use, downgrade and discard of certain material goods, other than the fixed assets to be found in the assets of the company/the State's public property, whose maintenance no longer justifies; approves/endorsees the means to capitalize these goods and upset prices for the goods proposed to be capitalized by auction; may delegate the Director General with signing the protocols to decommission the fixed assets/end life of the inventory objects in use, downgrade the material goods; approve the requests for sponsorship and inclusion, in the company expenses, of certain amounts representing penalties, delay penalties, fines etc.;

shall be amended/supplemented and bear the following contents:

- o1) Approves/endorsees the protocols on the results of the inventory of company property/public property of the state; approves/endorsees proposals for decommissioning of fixed assets, withdrawal of materials of inventory objects like materials, decommissioning and disposal of material assets other than fixed assets, owned by the company/the public patrimony of the state, whose maintenance is no longer justified; approves/endorsees the methods of recovery of such property and the starting prices at auction for goods proposed to recovery by tender; may delegate to the Director General the power to sign the protocols of the decommissioning of fixed assets/of inventory items/downgrading of material assets
- o2) Approves the requests for sponsorship and transfer to the company's costs of certain amounts representing penalties, delay penalties, fines, over 100,000 RON; empowers the Director General with the approval of transferring to the company's costs of certain amounts representing fines, penalties, delay penalties, up to the maximum limit of 100,000 RON;
- o3) Approves the external business travels of the BoD members and Director General/directors with contract of mandate;
- o4) Approve the participation of BoD members and of the Director General at training or professional development courses/conferences; regarding the expenses incurred by the travel of the members of the BoD to the company's headquarters/worksites, they will be settled by the company, the Director General ordering their payment based on the supporting documents;
- o5) Delegates to the Director General the power to approve the internal travel of directors with a mandate contract and their participation in training or professional development courses/conferences.

- Art. 20 Para (1) letter v) of the Articles of Incorporation, with the current version:

v) Provides the enforcement of the resolutions adopted by the shareholders within the sessions of the general meetings of shareholders, aiming that the enforcement of the resolutions be taken by the compliance of the lawfulness of the company business; Secures and is liable for the carry-on of any task or duty set by the general meeting of shareholders or that is being stipulated by the legislation in force, here-included the regulations in force regarding the capital market, as well as by the performance of the company's business, in terms of both direct duties, as well as for those assigned to the Director General.

shall be amended/complemented and bear the following contents:

v) Provides the enforcement of the resolutions adopted by the shareholders within the sessions of the general meetings of shareholders, aiming that the enforcement of the resolutions be made by the

compliance of the lawfulness of the company business; secures and is liable for the carry-on of any task or duty set by the general meeting of shareholders or that is being stipulated by the legislation in force, here-included the regulations in force regarding the capital market, as well as by the performance of the company's business, in terms of both direct duties, as well as for those assigned to the Director General/directors with mandate contract.

- Art. 20 Para (1) letter w) of the Articles of Incorporation, with the current version:

w) Approves the management plan drafted and presented by the Director General, within 90 days from the date of his appointment as provided by GEO no. 109/2011 on corporate governance of public enterprises;

shall be amended/complemented and bear the following contents:

w) Approves the management plan drafted and carried forth by the Director General/directors with mandate contract, in 90 days as of the nomination thereof under the provisions of GEO no. 109/2011 regarding the corporate governance of the public enterprises;

- Art. 20 Para (1) letter x) of the Articles of Incorporation, with the current version:

x) Presents, twice a year, within the ordinary general meeting of shareholders, a report on the administration activity including also information referring to the execution of the mandate contract of the Director General, details regarding the operational activities, financial records of the company and the biyearly financial reports thereof.

shall be amended/complemented and bear the following contents:

x) Presents, twice a year, within the ordinary general meeting of shareholders, a report on the administration activity including also information referring to the execution of the mandate contract of the directors, details regarding the operational activities, financial records of the company and the biyearly accounting reports thereof.

- Art. 20 Para (1) letter y) of the Articles of Incorporation, with the current version:

y) Presents, to the ordinary general meeting of shareholders that approves the annual financial statements an annual report, prepared by the Nomination and Remuneration Committee within the Board of Directors regarding the remunerations and other advantages granted to the administrators and the Director General during the previous financial year, report structured pursuant to the provisions of GEO no. 109/2011 regarding the corporate governance of public enterprises.

shall be amended/complemented and bear the following contents:

y) Submits, to the ordinary general meeting of shareholders that approves the annual financial statements an annual report (Remuneration Report), prepared by the Nomination and Remuneration

Committee within the Board of Directors, regarding the remunerations and other benefits granted to the administrators and directors with mandate contracts during the previous financial year, report structured pursuant to the provisions of the legislation in force;

- Art. 20 Para (2) of the Articles of Incorporation, with the current version:

(2) Under the sanction of nullity, the administrators or the Director General can, on their own behalf, alienate, respectively acquire, goods to or from the company having a value of over 10% of the company's net assets value, only after obtaining the approval of the extraordinary general meeting, under the conditions provided in Law no.31/1990 regarding the companies.

shall be amended/complemented and bear the following contents:

(2) Under the sanction of nullity, the administrators or the directors with mandate contract may, on their own behalf, alienate, respectively acquire, goods to or from the company having a value of over 10% of the company's net assets value, only after obtaining the approval of the extraordinary general meeting, under the conditions provided in Law no.31/1990 regarding the companies.

- Art. 20 Para (3) of the Articles of Incorporation, with the current version:

(3) Cannot be delegated to the Director General duties received by the Board of Directors from the general meeting of shareholders, in compliance with Art. 15 Paragraph. (4) Letter (p) to this Articles of Incorporation.

shall be amended/complemented and bear the following contents:

(3) The duties received by the Board of Directors from the general meeting of shareholders cannot be delegated to the Director General/directors with mandate contract, in compliance with Art. 15 Paragraph. (4) Letter (p) to this Articles of Incorporation.

- Art. 20 Para (4) of the Articles of Incorporation, with the current version:

(4) The Board of Directors preserves the attribution of representation of the company in relation to the director general.

Is being removed.

- Chapter VI the Director General

Shall be amended and renamed as follows:

- Chapter VI the Directors

- Art. 21 with the current form:

Art. 21 The Duties and Rights of the Director General

Shall be amended and renamed as follows:

- Art 21 The Duties and Rights of the Director General/Directors with mandate contract



- Art. 21 Para (1) of the Articles of Incorporation, with the current version:

(1) The Director General of “CONPET” S.A. is appointed by the Board of Directors, from among the members of the Board or off the Board of Directors;

shall be amended/supplemented and bear the following contents:

(1) The Board of Directors shall delegate the company’s management to one or more directors, appointing one of them in the capacity of Director General. Within the meaning of this Articles of Incorporation, director means that person to whom management duties of the company have been delegated by decision of the Board of Directors and who concludes a contract of mandate with the Company, in accordance with the applicable legal provisions.

- Art. 21 Para (2) of the Articles of Incorporation, with the current version:

(2) The Director General of the company has the following main attributions:

shall be amended/complemented and bear the following contents:

(2) The Director General/Directors with mandate contracts have the following main duties:

- Art. 21 Para (2) letter a) of the Articles of Incorporation, with the current version:

a) provides the management and running of the company business and is liable for the execution thereof in relation to both direct duties, as well as the ones instructed to the executive management.

shall be amended/supplemented and bear the following contents:

a) provides the leadership and management of the company business and is liable for the execution thereof in relation to both direct duties, as well as the ones entrusted to the Board of Directors;

- Art. 21 Para (2) letter h) of the Articles of Incorporation, with the current version:

h) hires/nominates/removes/promotes/suspends/dismisses, as the case may be, under the law, the company personnel and sets the rights and obligations thereof;

shall be amended/supplemented and bear the following contents:

h) the Director General hires/nominates/removes/promotes/suspends/dismisses, as the case may be, under the law, the company personnel and sets the rights and obligations thereof;

- Art. 21 Para (2) letter i) of the Articles of Incorporation, with the current version:

i) negotiates the individual employment contracts of employees;

shall be amended/supplemented and bear the following contents:

i) the Director General negotiates the employees' individual labor contracts;

- Art. 21 Para (2) letter l) of the Articles of Incorporation, with the current version:

l) provides the monitoring of implementation of the Company’s revenues and expenditure budget provisions;

shall be amended/supplemented and bear the following contents:

l) provides the monitoring of the implementation of provisions of the revenues and expenditure budget of the Company, by areas of expertise;

- Art. 21 Para (2) letter m) of the Articles of Incorporation, with the current version:

m) sets the objectives and performance criteria for executive directors, tracks the degree of fulfillment thereof and evaluates the activity of executive directors on fulfilling their tasks foreseen in the job description;

shall be amended/supplemented and bear the following contents:

m) sets the performance criteria and objectives for the management positions employees, the follow-up of the degree of achievement thereof and assessment of their activity regarding the fulfillment of the attribution provided in the job description;

- Art. 21 Para (2) letter n) of the Articles of Incorporation, with the current version:

n) is not allowed to disclose data and information he has access to, regarding the company and the business; This obligation remains valid after the contract termination, for a period of 5 years. Moreover, he must also comply with the information regime of the inside information stipulated in Law no. 297/2004 regarding the capital market and the contingent regulations.

shall be amended/supplemented and bear the following contents:

n) are bound not to disclose confidential data and information and business secrets of the Company, as well as information regarding its activity. This liability is also binding after the termination of the mandate, for a period of 5 years. They must also comply with the inside information regime provided in the incidental legislation.

- Art. 21 Para (2) letter o) of the Articles of Incorporation, with the current version:

o) requests from the executives, monthly or whenever necessary, activity reports to be submitted to the Board of Directors;

shall be amended/supplemented and bear the following contents:

o) presents to the Board of Directors, monthly or whenever necessary, activity reports;

- Art. 21 Para (2) letter p) of the Articles of Incorporation, with the current version:

p) has signature right and specimen signature in the bank (signature I) and decides on the receipts and payments of the Company, these powers may be delegated, in case of impossibility duties, to others within the company by decision of the BoD, this being the one to appoint the persons authorized to have signature right I and II and their substitutes;

shall be amended/supplemented and bear the following contents:



p) have signature right and signature specimen in the bank and decide on the receipt and payment operations of the Company; these powers may be delegated, in case of impossibility to exercise one's duties, to others within the company by decision of the Board of Directors, the BoD being the one to appoint the persons authorized to have signature right I and II and their substitutes;

- Art. 21 Para (2) letter r) of the Articles of Incorporation, with the current version:

r) negotiates and concludes the Collective Labor Agreement, in the name and on behalf of the company, in the form approved by the Board of Directors;

shall be amended/supplemented and bear the following contents:

r) the Director General negotiates and concludes the Collective Labor Agreement in the name and on behalf of the company, as per the mandate given by the Board of Directors and in the form agreed following negotiations between the parties;

- Art. 21 Para (2) letter s) of the Articles of Incorporation, with the current version:

s) represents the Company in the relation to third parties;

shall be amended/supplemented and bear the following contents:

s) the Director General represents the Company in relation to third parties and in Court;

- Art. 21 Para (2) letter t) of the Articles of Incorporation, with the current version:

t) concludes juristic acts, in the name and on behalf of "CONPET" S.A., under the law and in compliance with the provisions of the contract of mandate and of the empowerments granted based on the resolution of the Board of Directors;

shall be amended/supplemented and bear the following contents:

t) the Director General concludes juristic acts, in the name and on behalf of "CONPET" S.A., under the law and in compliance with the provisions of the contract of mandate and the empowerments granted based on the BoD decision;

- Art. 21 Para (2) letter u) of the Articles of Incorporation, with the current version:

u) concludes contracts of sale and purchase of goods in the law and in accordance with the contract of mandate and powers granted by decision of the Board;

shall be amended/supplemented and bear the following contents:

u) the Director General concludes contracts of sale and purchase of goods under the law and in accordance with the contract of mandate and powers granted by decision of the Board;

- Art. 21 Para (2) letter v) of the Articles of Incorporation, with the current version:

v) may empower the executive directors or any other employee to exercise any power within its competence, both in the company's business and as regards the representation in relation to various authorities, institutions, individuals or legal justice, etc., as required;

shall be amended/supplemented and bear the following contents:

v) may authorize the directors or any other employee of the company to exercise any power within one's competence, both in what concerns the company's business and the representation in relation to various authorities, public institutions, natural or legal persons, in justice, etc., as the case may be;

- Art. 21 Para (2) letter w) of the Articles of Incorporation, with the current version:

w) signs the protocols of the decommissioning of fixed assets/scraping of inventory items/downgrading of material goods, where he shall be delegated this power by the Board of Directors.

shall be amended/supplemented and bear the following contents:

w) the Director General signs the protocols of the decommissioning of fixed assets/scraping of inventory items/downgrading of material goods, where he shall be delegated this power by the Board of Directors.

- Art. 21 Para (2) letter x) of the Articles of Incorporation, with the current version:

x) endorses the materials on the Agenda of the BoD meetings;

shall be amended/supplemented and bear the following contents:

x) endorses the materials on the Agenda of the BoD meetings, according to their area of expertise;

- Art. 21 Para (2) letter y) of the Articles of Incorporation, with the current version:

y) organizes and manages the Executive Director Committee consisting of executive directors with mandate contracts. The Director General may summon to the meetings employees with management or execution powers within the company and, as the case may be, when discussing problems of professional, economic and social concern, may also invite the President of the Union.

shall be amended/supplemented and bear the following contents:

y) the Director General organizes and manages an Executive Director Committee consisting of directors with mandate contract. The Director General may summon to the meetings employees with management or execution powers within the company and, as the case may be, when discussing problems of professional, economic and social concern, may also invite the President of the Union.

- Article 21, para. (2) letter z) of the Articles of Incorporation, in the current form:

z) any of the administrators may request to the Director General for information regarding the operative management of the company. The Director General is bound to inform the Board of Directors, regularly and in a comprehensive manner, on the operations made and the envisaged ones.

shall be amended/supplemented and bear the following contents:

z) any of the administrators may request to the Director General/Directors information regarding the operative management of the company. The Director General/Directors is bound to inform the Board of Directors, regularly and in a comprehensive manner, on the operations made and the envisaged ones.

- Art. 21 Para (3) of the Articles of Incorporation, with the current version:

(3) The Director General of the company has the following rights:

shall be amended/supplemented and bear the following contents:

(3) Directors with mandate contracts have the following main duties:

- Art. 21 Para (3) letter d) of the Articles of Incorporation, with the current version:

d) to take the annual leave corresponding to every calendar year;

shall be amended/supplemented and bear the following contents:

d) to benefit from paid days off every calendar year, which are not assimilated to the rest leave provided by the labor code, as well as other rights provided in the mandate contract;

- Art. 21 Para (3) letter e) of the Articles of Incorporation, with the current version:

e) to be provided a workplace in compliance with his qualification, as well as other rights as per the legal provisions, at the end of the mandate;

shall be amended/supplemented and bear the following contents:

e) to be provided a workplace within the Company in compliance with his qualification, as well as other rights in accordance with the legal provisions, at the end of the mandate;

- Art. 21 Para (3) letter f) of the Articles of Incorporation, with the current version:

f) to benefit from all the health and social insurance rights, as well as other rights of the employees, stipulated in the contract of mandate, granted by similarity with those contained in the collective labor agreement concluded at company level.

Is being removed.

- Art. 21 Para (4) of the Articles of Incorporation, with the current version:

4) The rights of the Director General are the ones stipulated in the contract of mandate concluded between the company represented by the Board of Directors by way of a member thereof and the

Director General. Through the Contract of mandate concluded with the company, the Director General may be also granted other additional rights besides those stipulated in paragraph (3).

shall be amended/supplemented and bear the following contents:

4) The rights of the Directors are the ones stipulated in the contract of mandate concluded between the company represented by the Board of Directors through a member thereof, usually the Chairman of the BoD. Through the Contract of mandate concluded with the company, the Director may be also granted other additional rights besides those stipulated in paragraph (3).

- Art. 22 of the Articles of Incorporation, with the current version:

Art. 22 Duties of the Executive Directors

shall be amended/supplemented and bear the following contents:

Art. 22 Other provisions regarding the Directors with mandate contract

- Art. 22 Para (1) of the Articles of Incorporation, with the current version:

(1) The executive directors are hired/nominated/dismissed/promoted/suspended/fired by the Director General. The Executive Directors are under the subordination of the Director General, are company employees, are exercising the attributions set by the Director General and, as the case may be, by the Board of Directors, as well as by the Organizational and Operational Rules and Regulations governing "CONPET" S.A. and the job description.

shall be amended and bear the following contents:

(1) For the appointment of a director to be valid, the appointed person must accept it, expressly, by means of a written declaration.

- Art. 22 para (2) of the Articles of Incorporation, with the current version:

(2) The executive directors are liable to the company in case they do not fulfill their duties and in case of non-compliance with the applicable legislation.

shall be amended and bear the following contents:

(2) The Director General/Directors are liable for paying all due diligence related to the Company management, within the scope of business of the Company and by the observance of the exclusive competencies of the Board of Directors or of the General Meeting of Shareholders, reserved by Law or the Articles of Incorporation.

- After Art. 22 Para (1) of the Articles of Incorporation, shall be introduced para. (3), (4), (5) and (6) and shall bear the following contents:

(3) The duration of the Director's mandate is 4 years and may be renewed. The vacancy of the position of director is established by decision of the Board of Directors.

(4) The director's mandate ends by completion of the duration of the mandate, by revoking the mandate, by waiver of the mandate, as well as for any other reasons for the termination of the mandate provided by law, this Articles of Incorporation or the mandate contract.

(5) The rights and obligations of directors with mandate contract will be those stipulated by the contract, by the decision of the Board of Directors regarding the delegation of management powers of the Company, by the provisions of this Articles of Incorporation and by the legal provisions applicable to the directors of joint stock companies.

(6) The directors shall submit to the Company, ex officio or upon request, all identification, contact data and any personal data necessary to ensure the conditions for the execution of the Company's obligations, provided by law, the Articles of incorporation or the mandate contract.

In the event of changes to the submitted data, the submission of the new data will be done by the Directors, ex officio.

- Art. 35 Para (2) of the Articles of Incorporation, with the current version:

(2) This Articles of Incorporation has been updated on 28.04.2022 following the amendments approved by EGMS Resolution no. 1/28.04.2022, based on the Articles of Incorporation updated on 18.12.2018 and was drafted and signed in 3 (three) original copies.

shall be amended and bear the following contents:

(2) This Articles of Incorporation has been updated onfollowing the amendments approved by the EGMS Resolution no., based on the Articles of Incorporation updated on 28.04.2022 and was drafted and signed in 3 (three) original copies.

CHAIRMAN OF THE BOARD OF DIRECTORS

CRISTIAN - FLORIN GHEORGHE