

To:

Oil Terminal S.A.

Constanta, no. 2 Caraiman str., Constanta county, 900117

Attn:

Board of Directors

Regarding:

Addition to OGSM convocation of 29.07.2022

DEAR SIRs

The undersigned, **Dumitrescu Andrei Sebastian**, Romanian citizen, identified with ID series

[REDACTED]
[REDACTED] residence for procedural documents communication at “Dumitru, Popescu si Asociatii” S.P.A.R.L., contact details mentioned in the header, person assigned to receive mail Viorica Zamarcaru, holder of a number of 100,000,000 shares in Oil Terminal S.A., by lawyer Razvan Popescu, I submit this

NOTICE

by which I request the completion of Oil Terminal S.A.’ Shareholders Ordinary General Assembly’s convocation of 29.07.2022, with the following items on the agenda:

1. Presentation of the civil sentence no. 29/11.03.2022 pronounced by the Prahova Courthouse, Civil Section II, of Administrative and Fiscal Litigation (the shareholders will take note of this decision);
2. Presentation of non-fulfillment of legal conditions at the time of issuing the land ownership certificates over lands issued in 2011 – lack of land ownership, lack of necessity for lands for the purpose of activity and lack of legal assessment of lands (the shareholders will take note of this situation);
3. Presentation of non-fulfillment of some legal conditions at the moment of issuing the land ownership certificates over lands issued during 2011 - lack of an EGSM decision to notify O.R.C.-Constanta, the lack of appointment of an independent and objective expert evaluator by O.R.C. Constanta, lack of an expert report issued according to the law, lack of an EGSM

decision for the approval of a land assessment report (shareholders will take note of this situation);

4. Lack of scope of Law no. 51/1991 regarding national security on the process of share capital increase for Oil Terminal S.A. (shareholders will take note of this situation);
5. Claiming all "nationalized" tanks by GEO no. 15/2001 approved by Law no. 68/2002 (the shareholders will approve or reject this approach).

1. Grounds

Oil Terminal S.A.' shareholders were convened to participate at the Ordinary General Assembly of 29.07.2022.

According to art. 105 para. 3 letter a of Law no. 24/2017, a shareholder holding more than 5% of the full share capital of the company has the right to add new items on the agenda within an GSM, as long as the items are justified.

The provisions of OGSM convocation for the meeting of 29.07.2022 stipulate the same.

I hereby attach the: (i) supporting statement for the items proposed, (ii) documents and (iii) power of attorney.

Dumitrescu Andrei Sebastian

represented by lawyer Razvan Popescu

Supporting statement
For the completion of the agenda of
OGSM of 29.07.2022 – Oil Terminal S.A.

1. Presentation of the civil sentence no. 29/11.03.2022 pronounced by the Prahova Courthouse, Civil Section II, of Administrative and Fiscal Litigation (the shareholders will take note of this decision);

During 2011, Oil Terminal S.A. obtained two land ownership certificates, regarding two lands within the North Storage Area.¹

As a commercial company resulted from a former state-owned company, according to Law no. 15/1990, the company is subject to the requirements of Law no. 137/2002.

Law no. 137/2002 stipulates that all companies obtaining land ownership certificates have the obligation to proceed to the increase of share capital with the value of the lands to be considered contribution in kind of the entity managing their privatization.

Law no. 137/2002 does not stipulate a concrete mechanism for the share capital increase process, which is why, practically, several points of view were expressed: (i) share capital is increased by right (directly according to law) even without an EGSM decision, (ii) share capital is increased based on an EGSM decision (case in which shareholders can not vote against the increase, but will take note of the increase) and (iii) share capital is increased based on an EGSM decision by which shareholders approve the increase of share capital.

Question arises as to whether the EGSM is organized by reference to the quorum conditions imposed by Law no. 31/1990 or by reference to the quorum conditions imposed by Law no. 24/2017.

For several companies listed in the Bucharest Stock Exchange, EGSM decisions were adopted by reference to the quorum conditions imposed by Law no. 31/1990 (considering that Law no. 137/2002 is completed by the provisions of Law no. 31/1990), and for other companies, the decisions were adopted by reference to the quorum conditions imposed by Law no. 24/2017 (former Law no. 297/2004) (considering that Law no. 24/2017 prevails as legal framework governing the organization and functioning of all share companies listed in the Bucharest Stock Exchange.

Starting from 2020, Oil Terminal S.A. considered, within the EGSM, that the share capital increase process shall be achieved in compliance with the quorum conditions imposed by Law no. 31/1990, by derogation from the provisions of Law no. 24/2017.²

As a result of EGSM decisions of 2020 and 2022, currently, Oil Terminal S.A. is in the process of share capital increase.

¹ Land ownership certificate series M03 no. 11703 02.02.2011; Land ownership certificate series M03 no. 11704 02.02.2011

² EGSM decision no. 4/12.06.2020 Oil Terminal S.A.; EGSM decision no. 4/21.03.2022 Oil Terminal S.A.

At the same time as Oil Terminal S.A., another Romanian strategic company, owned by the same majority shareholder (Romanian State through the Ministry of Energy), having the same Chairman of the Board of Directors (Mr. Gheorghe Florin) is also in the process of share capital increase.

In this regard, Conpet S.A., which is in permanent legal commercial relation with Oil Terminal S.A., in addition to obtaining more land ownership certificates, has been in the process of share capital increase with the value of the lands³ for several years.

The latest EGSM decisions adopted by Conpet S.A., regarding the process of share capital increase, were issued during 2021, when the majority shareholder (Romanian State through the Ministry of Energy) noted that the quorum conditions imposed by Law no. 24/2017 were not met, case in which it was not possible to proceed to share capital increase.⁴

It can be noted a significant difference in the behavior of the Romanian State through the Ministry of Energy within the two strategic companies implying the same situation of fact and law (the quorum and the legal mechanism for the process of share capital increase of a listed company at the time of issuance of some land ownership certificates):

- (i) Within the EGSM of Oil Terminal S.A., it is considered that Law no. 24/2017 must not be complied with in terms of quorum conditions (for example, presence of shareholders representing 85% of full share capital and positive vote of shareholders representing 75%);
- (ii) Within the EGSM of Conpet S.A., it is considered that Law no. 24/2017 must be complied with in terms of quorum conditions (in case of non fulfillment the decision regarding share capital increase is not adopted).

In order to clarify this legal situation, I, the undersigned, have addressed to the competent court, within a file against Conpet S.A. and the Romanian State through the Ministry of Energy and the Ministry of Energy.

Within this file, Conpet S.A. has defended itself in the sense that the notion of “increase by right” provided in Law no. 137/2002 does not mean an increase *ope legis* (directly according to law), but an increase under the terms of law, namely by an EGSM decision, and in case of listed companies, by an EGSM decision adopted in compliance with the quorum conditions imposed by Law no. 24/2017.⁵

³ Conpet S.A. updated constitutive act 29.01.2018; BSE listing; Structure of Conpet S.A. shareholding; Conpet S.A.’ note; Annex 1 Situation of lands

⁴ EGSM decision no. 1/10/03.2021; EGSM decision no. 2/11.03.2021

⁵ Conpet S.A. statement of defence

The defence of Conpet S.A. was considered well-founded by the court, which by civil sentence no. 29/11.03.2022, pronounced in file no. 3377/105/2021 noted that a listed company may increase its share capital with the value of the lands for which land ownership certificates were obtained only by adopting an EGSM in compliance with the quorum conditions imposed by Law no. 24/2017.⁶

The court's solution was based on several decisions pronounced by the Romanian Constitutional Court by which it noted that the notion of "increase by right" mentioned in Law no. 137/2002 refers to the process of increase under the terms of law, namely by adopting an EGSM decision according to legal requirements.

Regarding this notion ("by right"), the Romanian Constitutional Court repeatedly pronounced that this phrase shall be construed "under the terms of law no. 31/1990", namely by an EGSM decision.

By decision no. 91/09.05.2000 the Constitutional Court noted the following:

"...Indeed, the provisions of art. 32² of Government emergency Ordinance no. 88/1997, amended and completed by Law no. 99/1999, does not infringe the provisions of art. 15 para. (1) of the Constitution, as the rights of shareholders to decide over the company's activity are met, whereas the decision to increase the share capital with the value of the lands for which land ownership certificates were obtained was adopted in the company's extraordinary general assembly, in this case, Independenta S.A. commercial company – Sibiu.

The court states that not even this unconstitutionality can be noted, since art. 32²⁹ of the normative act includes means of appeal – request for annulment and opposition – whose resolution is within the competence of the Court of appeal..."

By decision no. 217/14.11.2000 the Constitutional Court noted the following:

"...Indeed, the provisions of art. 32² para. (1), (2), (3) and (5) of Government emergency Ordinance no. 88/1997, does not infringe the provisions of art. 15 para. (1) of the Constitution, as the share capital shall be increased by right, namely according to law, and the rights and obligations are exercised in conditions provided by law.

By decision no. 514/20.06.2006 the Constitutional Court noted the following:

"...the Court states that art. 12 of Law no. 137/2002 governs the process of share capital increase of commercial companies with the value of lands for which land ownership certificates were obtained. According to art. 113 letter f) of Law no. 31/1990, republished in the Official Gazette of Romania, Part I, no. 1066 of 17 November 2004, the shareholders extraordinary general assembly has the attribution to increase share capital of commercial companies; this can be delegated to the board of directors or to the sole administrator of the company, according to art. 114 para. (1) of the same law.

⁶ Civil sentence no. 39/11.03.2022

As a consequence, the Court notes that the process of share capital increase, in the assumption provided by art. 12 of Law no. 137/2002 can be appealed in court and does not infringe the right to a fair trial provided by art. 2 para. (3) of the Constitution and by art. 6 para. 1 of the Convention for the protection of human rights and fundamental freedoms...”.

The decisions pronounced by the Romanian Constitutional Court are opposable erga omnes and generally mandatory since their publication in the Official Gazette of Romania, as resulted from the interpretation of the provisions of art. 11 para. 3 of Law no. 47/1992:

“The decisions of the Constitutional Court are generally mandatory and effective only for the future.”

The provisions of art. 147 para. 4 of the Romanian Constitution stipulate the same:

“The decisions of the Constitutional Court are published in the Official Gazette of Romania. Since their publication, the decisions are generally mandatory and effective only for the future.”

The recitals of the decisions pronounced by the Romanian Constitutional Court are also mandatory.

In this regard, by decision no. 1/17.01.1995 pronounced by Romanian Constitutional Court, published in the Official Gazette no. 16/26.01.1995, the following were decided:

“...it is unanimously recognized, in practice and in principle, the case law of jurisdictional deeds, therefore the decisions of the Constitutional Court, shall be attached not only to the operative part, but to its grounds. The resolution shall be the same for the mandatory general effect of the decisions of the Constitutional Court...”

In this regard, by Decision no. 25/2019 pronounced by the High Court of Cassation and Justition, published in the Official Gazette no. 86/06.02.2020, the following were decided:

“The Constitutional Court shall decide over the constitutionality of laws, while the High Court of Cassation and Justition, through the second appeal on points of law, shall decide over the manner of interpreting and applying legal rules. Secondly, due to the effects arisen, the decisions of the Constitutional Court are generally mandatory according to art. 147 para. (4) of the constitution, including for the legislator, while the decisions pronounced by second appeal on points of law shall be addressed to the judge of the court”.

The court decision pronounced within the file of Conpet S.A., in terms above-mentioned, shall remain final, with no appeal formulated by the undersigned or the company.

Any court decision shall be, since the court’s final decision, mandatory, as resulted from the interpretation of the provisions of art. 435 para. 2 civil procedure Code, setting out:

“The decision is opposable to any third party insofar as the latter does not provide, in terms of law, evidence to the contrary.”

In addition to the fact that, currently, a court decided definitively, for a strategic company in similar situation as Oil Terminal S.A. (the same majority shareholder, the same representative ministry, the same chairman of the board of directors, the same process of share capital increase) that the process of share capital increase, in case of a share company, regarding the lands for which land ownership certificated were obtained, shall be achieved only through an EGSM decision adopted in compliance with the quorum conditions imposed by Law no. 24/2017, I consider that this must be known by Oil Terminal S.A.' shareholders.

The quorum requirements imposed by Law no. 24/2017 regarding share capital increase process are stated by art. 88 para. 2 of this legal act:

“Share capital increase by contribution in kind shall be approved by the shareholders extraordinary general assembly, with participants representing at least 85% of the subscribed share capital, and with the shareholders vote representing at least 3/4 of the voting rights. Contributions in kind may consist only of new assets required to achieve the object of activity of the issuing company.”

2. Presentation of non-fulfillment of legal conditions at the time of issuing the land ownership certificates over lands issued in 2011 – lack of land ownership, lack of necessity for lands for the purpose of activity and lack of legal assessment of lands (the shareholders will take note of this situation);

As mentioned above, during 2011, Oil Terminal S.A. obtained two land ownership certificates over two lands within the North Storage Area.

The two certificates represent administrative acts and fall under the provisions of Law no. 15/1990 and GD no. 834/1991.

2.1 Legal framework

Law no. 15/1990

Law no. 15/1990 represented the legal framework regulating the transition from the socialist type economy to the capitalist type economy, regulating the transition of former state enterprises into joint stock companies, as resulted from the interpretation of the provisions of art. 1 para. 1 of Law no. 15/1990:

“Economic state-owned units, irrespective of the body it is subordinated to, shall be organized and shall function according to the provisions of this law, as autonomous administration or commercial company.”

State enterprises were reorganized as share companies according to a government decision, as resulted from the interpretation of the provisions of art. 17 of Law no. 15/1990:

“Republican economic units shall be organized as commercial companies through a government decision and local economic units shall be organized through a decision of the local state administration body.”

On 21.01.1991 Oil Terminal S.A. was founded, taking over the patrimony of the “Constanta company for the conditioning of crude oil and petroleum products”, as resulted from the interpretation of art. 1, art. 6 and item 124 of the Annex to GD no. 1200/1990.

“Constanta company for the conditioning of crude oil and petroleum products” was founded on 15.05.1990 by dividing “Constanta Chimpex company” into: (i) “Chimpex company” and (ii) “The company for the conditioning of crude oil and petroleum products”, as resulted from the interpretation of art. 2, art. 3 and art. 6 of GD no. 514/1990.

“Chimpex company” was founded on 01.01.1988 by merging “Chimpex Constanta company for the conditioning and delivery of chemical products” and “Constanta company for the conditioning and delivery of petroleum and petrochemical products”, as resulted from the interpretation of art. 2, art. 6 and art. 15 of Decree no. 342/1987.

“Constanta company for the conditioning and delivery of petroleum and petrochemical products” was founded on 10.08.1985 by diving “Chimpex Constanta company for the conditioning and delivery of chemical products”, as resulted from the interpretation of art. 4, art. 6 and art. 11 of Decree no. 246/1985.

According to the above-mentioned, Oil Terminal S.A. is the continuation by right of several socialist entities: Constanta company for the conditioning of crude oil and petroleum products, Constanta Chimpex company, Chimpex Constanta company for the conditioning and delivery of chemical products, Constanta company for the conditioning and delivery of petroleum and petrochemical products, Chimpex Constanta company for the conditioning and delivery of chemical products.

Regarding the patrimony of Oil Terminal S.A., it was one and the same with the one of the dissolved socialist enterprise, namely of “Constanta company for the conditioning of crude oil and petroleum products”, as resulted from the interpretation of art. 18 letter c of Law no. 15/1990:

“By the act of constitution, the commercial company statute is approved and c) the method of processing assets and liabilities of the economic state-owned unit constituted as commercial company shall be determined”

The specific determination of all assets and liabilities shall be made according to the methodology established by a government decision, as resulted from the interpretation of the provisions of art. 19 of Law no. 15/1990:

“The inventory of the patrimony of the state-owned economic units in transition to commercial companies and the determination of the capital of these commercial companies shall be made according to the conditions established by a government decision.”

Generally, regarding the assets represented by lands, former state-owned enterprises did not have property rights, but only a right to use or an administrative power.

This situation was noted by the High Court when pronouncing a decision regarding the resolution of a second appeal on points of law, namely the decision no. 18/17.10.2011, published in the Official Gazette no. 892/16.12.2011:

“...in case of privatized commercial companies, former state units, the patrimony shall consist of assets in administration or use during the period before 1990...”

According to art. 19 of Law no. 15/1990 the Romanian Government issued GD no. 834/1991.

By art. 1 of GD no. 834/1991 the Romanian legislator stated the main two conditions of validity regarding the issuance of the land ownership certificates for the lands: (i) ownership of lands in use by former socialist enterprises and (ii) the utility of the lands for the performance of the object of activity of commercial companies:

“Lands included, on the date of constitution, in the patrimony of state-owned commercial companies, required to achieve the object of activity shall be determined, in case of commercial companies constituted through a government decision, by the bodies which, according to law, fulfill the attributions of the competent ministry and in case of commercial companies constituted through the decision of the state local administration body, by the county public authority.”

The third condition of validity (published in 2008) refers to the assessment of the land.

In this regard, the provisions of art. 6 para. 1 of GD no. 834/1991 stipulate:

“The lands established according to art. 1 are evaluated at market value, based of the assessment reports issued, according to the standards in force, by authorized evaluators, certified by law, whose

services shall be purchased according to the provisions of art. 38, 39 and 215 of Law no. 31/1990 regarding commercial companies, republished, with subsequent amendments and additions.”

According to art. 2 of GD no. 834/1991 the criteria for the establishment and assessment of lands evaluated for obtaining land ownership certificates were to be adopted by normative acts issued by the Ministry of Economy and Finance and the Ministry of Public Works and territories.

Two normative acts were adopted:

1. Criteria 2665/1992 regarding the establishment and assessment of lands included in the patrimony of state-owned commercial companies issued by the Ministry of Public Finance;
2. Criteria 1C/311/1992 regarding the establishment and assessment of lands included in the patrimony of state-owned commercial companies.

2.2 Non-fulfillment of the first condition of legality – the lands were not included in the patrimony of Oil Terminal S.A. (socialist enterprise)

According to art. 1 para. 1 of GD no. 834/1991 the first condition of legality regarding the issuance of a land ownership certificate implies the ownership of the lands at the moment of the commercial company constitution.

As the patrimony of the new company was the same as that of the former state enterprise, it is required to be proved that the former state enterprise held a right over the land.

In principle, former state enterprises owned several lands according to several administrative powers and rights to use granted by acts of communist state power authorities (for example, Decrees, Laws, Decisions of the Council of Ministers).

The ownership was to be outlined and assumed by the administrative bodies of each commercial company making approaches to obtain land ownership certificates.

In this regard, the provisions of art. 14 letter c of Criteria 2665/192 regarding the establishment and assessment of lands included in the patrimony of state commercial companies issued by the Ministry of Public Finance and of Criteria 1C/311/1992 regarding the establishment and assessment of lands included in the patrimony of state commercial companies stipulate:

“Documents based on which the land ownership certificates are to be issued for lands included in the patrimony of state commercial companies shall cover the following: c) the situation regarding the establishment of lands included in the patrimony of state commercial companies (annex no. 2)”

Within Annex no. 2 of the above-mentioned Criteria the following were to be mentioned:

1. Title over land (for example, decrees, orders, decisions, contracts, agreements, land book extracts)
2. Registered surface (the surface registered in the title – for example, 5,000 sqm, 10,000 sqm)

The ownership of the land included in the patrimony represents the main condition regarding the legal issuance of a land ownership certificate.

After the analysis of the documents submitted in the file pending before Constanta Court, Section II, registered under no. 7838/118/2021 (more precisely, after the analysis of annex no. 2), it follows that the two lands were not included in the patrimony of Oil Terminal S.A. or in the patrimony of the Constanta company for the conditioning of crude oil and petroleum products.

Regarding the land in surface of 255,169.77 sqm – North Storage Area II – Building A - in Annex no. 2 the following are mentioned as title of ownership:

“Decision no. 199/26.03.2009 of the local Council of Constanta;

Decision no. 224 of the executive committee of Constanta People’s Council of 31.05.1980.”

None of the documents mentioned in Annex no. 2 represents a document of legal ownership, or one certifying the right to use or the administrative power.

Regarding Decision no. 199/26.03.2009 issued by the local council of Constanta, by referring to the year of issuance (2009), it could not have served as title of use for a situation which must have existed in and before 1990.

The title of use should have existed in 1990 (when Law no. 15/1990 came into force) and before, as commercial companies were fully taking over the patrimony of former state enterprises, and the patrimony of the latter was regulated by documents issued before the communist regime collapsed (1989).

Moreover, after the analysis of the decision no. 199/26.03.2009 issued by the local council of Constanta, it follows that it does not imply a right to use or an administrative power, but only the consent required for the issuance of the land ownership certificate.

In other words, this act represents only one of the documents required to be issued by local authorities in order to issue the land ownership certificate.

The issuance of this document is required, as resulted from the interpretation of the provisions of art. 15 of the Criteria 2665/1992 regarding the establishment and assessment of lands included in

the patrimony of state commercial companies issued by the Ministry of Public Finance, namely of the Criteria 1C/311/1992 regarding the establishment and assessment of lands included in the patrimony of state commercial companies:

“The documents issued shall be submitted to the Department for urbanism and territories within the county councils or Bucharest county, where its representative, together with the representative of the cadastre, geodesy and topography office or of Bucharest county, together with the committees provided in art. 2, shall verify and endorse the information given in annexes and plans.”

The second document mentioned in Annex no. 2 does not represent a title of ownership in use or administration either.

Firstly, Decision no. 224/31.05.1980 issued by the Executive Committee of Constanta People’s Council only refers to a land surface of 10,300 sqm, much smaller than the surface falling under the object of the certificate (255,169.77 sqm).

Secondly, the document refers to a vacant land, without some constructions (for example, tanks), with other type of constructions (lockers), which means that it refers to other land than that mentioned in the certificate.

Thirdly, the land mentioned in the document is assigned to Santierul Naval Constanta, not to Constanta company for the conditioning of crude oil and petroleum products.

In conclusion, Annex no. 2 does not mention any title of ownership over the land for which the land ownership certificate was issued.

On the contrary, based on the existing documents, the land was included in the patrimony of other legal entities.

By notice no. 140922/18.11.2010 issued by Constanta municipality, it follows that this land was partially included in the patrimony of Concordia Soc. Petrol company, partially in the patrimony of Romano-Americana Soc. Petrol company, partially in the patrimony of Columbia Soc. Petrol company and partially in the patrimony of RACFR during 1936-1938.

The cadastral plan annexed to the above-mentioned notice provides the same conclusion.

There is no evidence to prove the transfer of the land from the patrimony of the companies Concordia, Romano-Americana, Columbia and RACFR in the patrimony of Constanta company for the conditioning of crude oil and petroleum products.

Regarding the land in surface of 129,334.70 sqm – North Storage Area – Building B – in Annex no. 2 the following are mentioned as title of ownership:

“Decision no. 199/26.03.2009 of the local Council of Constanta”

As set out above, this document does not represent a title of use/administration over the lands.

In conclusion, Annex no. 2 does not mention any title of ownership over the land for which the land ownership certificate was issued.

On the contrary, based on the existing documents, the land was included in the patrimony of other legal entities.

By notice no. 82746/22.07.2010 issued by Constanta municipality it follows that this land was included in the patrimony of Steaua Romana Soc. Petrol company, during 1936-1938.

By notice no. 140922/18.11.2010 issued by Constanta municipality, it follows that this land was partially included in the patrimony of Steaua Romana Soc. Petrol company and partially in the patrimony of RACFR during 1936-1938.

The cadastral plan annexed to the above-mentioned notice provides the same conclusion.

There is no evidence to prove the transfer of the land from the patrimony of the companies Steaua Romana Soc. Petrol and RACFR in the patrimony of Constanta company for the conditioning of crude oil and petroleum products.

2.3 Non-fulfillment of the second condition of legality – lands were not required for the achievement of Oil Terminal S.A.’ object of activity.

According to art. 1 of GD no. 834/1991 the second condition regarding the valid issuance of a land ownership certificate is represented by the need for the filed in order to achieve the company’s object of activity.

Not all lands could obtain land ownership certificates, only those necessary in order that the company’s object of activity was achieved.

Regarding this necessity, the law imposed the obligation on each company to mention the surface of the land necessary to achieve the object of activity.

In this regard, the provisions of art. 14 letter c of Criteria 2665/192 regarding the establishment and assessment of lands included in the patrimony of state commercial companies issued by the Ministry of Public Finance and of Criteria 1C/311/1992 regarding the establishment and assessment of lands included in the patrimony of state commercial companies stipulate:

“Documents based on which the land ownership certificates are to be issued for lands included in the patrimony of state commercial companies shall cover the following: c) the situation regarding the establishment of lands included in the patrimony of state commercial companies (annex no. 2)”

Within Annex no. 2 of the above-mentioned Criteria the following were to be mentioned:

1. the surface owned according to a title;
2. the surface resulted from topographic measurements;
3. surface required for the object of activity.

The necessity to acquire the land for the performance of the object of activity must have been proven by Oil Terminal S.A.

Within the two documents which grounded the issuance of the land ownership certificates, there was no evidence to prove that the lands were necessary for the achievement of the object of activity of Oil Terminal S.A.

2.4 Non-fulfillment of the third condition of legality – the lack of the legal assessment of the two lands

According to art. 6 of GD no. 834/1991, the third condition of validity regarding the issuance of a land ownership certificate implies the assessment of the lands.

In this regard, the provisions of art. 6 para. 1 of GD no. 834/1991 stipulate:

“The lands established according to art. 1 shall be evaluated at market value, based of the assessment reports issued, according to the standards in force, by authorized evaluators, certified by law, whose services shall be purchased according to the provisions of art. 38, 39 and 215 of Law no. 31/1990 regarding commercial companies, republished, with subsequent amendments and additions.”

In 2008, GD no. 834/1991 was amended by GD no. 107/2008, by which the lands requesting land ownership certificates were evaluated at fair market value (not according to the outdated criteria adopted in 1991).

“Criteria according to which commercial companies have the obligation to evaluate the lands included in their patrimony, were issued 15 years ago and the current regulation based on which the reevaluation of tangible assets and the modification of the share capital are made, Government Decision no. 500/1994 was adopted in 1994, without changing the correction coefficient used for lands, provided in item II of annex 1 of the Norms approved by the decision.

The scope of this decision is to evaluate the lands at market value but at the same time, the update of the regulation is necessary in order that the values are real and not undervalued and that a clear unitary legislation is enforced.

Within each document, the opis of the documents submitted to the Ministry of Economy shall mention an expert report.

Nevertheless, it follows that no evaluation report was submitted at the Ministry of Economy, but only a summary of some evaluations issued by Salconta SRL.

In this regard, within each document only some values of the lands are mentioned, without a presentation of the procedure that led to these conclusions.

The legal provisions are very clear, meaning that at the moment the certificates were issued, the company must already have submitted the evaluation reports to the relevant ministry, as resulted from the interpretation of the provisions of art. 6 para. 2 of GD no. 834/1991:

“The reports of evaluation provided in para. (1) shall be annexed to the documents submitted to the relevant public authority, in order that the land ownership certificate is issued.”

In conclusion, after the analysis of the documents related to the land ownership certificates, it follows that the conditions of validity imposed by law were not complied with, namely: (i) lands which were not included in the company’s patrimony, (ii) lands which were not necessary for the achievement of the company’s object of activity and (iii) lands which were not evaluated according to law.

2.5 The opinion of the judicial bodies in case of non-fulfilment of the conditions of legality mentioned above

In case a company obtains a land ownership certificate for a land which is not included in its patrimony (this particular instance) the nullity of the certificate shall arise.

The opinion of the judicial bodies stipulates the same:

“At the moment of issuing the disputed certificate, the lands of 6886 sqm in P_____ were included in the patrimony of the commercial company S.C. R_____ S.A. according to the comprehensive centralized situation issued. Therefore, the first condition required for the issuance of the land ownership certificate, namely that according to which the lands were included in the patrimony of the state commercial companies at the date of its establishment is fulfilled.⁷

⁷ Sentence no. 141/12.11.2018 pronounced by the Court of Appeal of Iasi, administrative and fiscal court (www.rolii.ro)

Analyzing the case in relation to the provisions of GD no. 834/1991 regarding the establishment and assessment of lands in the patrimony of state commercial companies and the criteria underlying the issuance of the land ownership certificates, it is noted that the issuance of these documents is contingent on the existence within the patrimony of the commercial company, during 1990-1991, of several rights over the properties and on the completion of the stages of this procedure. In the present case, the defendant proved by the documents submitted that the company owned the land at the date of the adoption of Law no.15/1990, having an administrative power over it, as such, the right to obtain the certificate...⁸

...it is noted that the issuance of these documents is contingent on the existence within the patrimony of the commercial company, during 1990-1991, of several rights over the properties and on the completion of the stages of this procedure. In the present case, the commercial company proved by the documents submitted that the company owned the land at the date of the adoption of Law no.15/1990, having an administrative power over it, as such, the right to obtain the certificate...⁹

Therefore, it is unquestionable that the land for which the complainants requested the reconstitution was included at the date of the adoption of Law 15/1990 in the patrimony of the new commercial company constituted as a result of the reorganization of a former enterprise. All the procedure provided by GD 834/1991 was meant to determine whether the land was in the patrimony of that company and whether it is necessary for the conduct of the activity.¹⁰

Therefore, at the moment of issuing the disputed certificate, it must have been taken into account whether the land was in the patrimony of the company at the date of its establishment and whether the land was necessary for the conduct of the activity according to the object of activity.¹¹

The partial nullity of the land ownership certificate of the defendant can not be noted since, on the one hand, the certificate was issued according to Law no. 15/1990 and Law no. 31/1990 considering that the land in total surface of xxxxx,62 sqm was in the patrimony of the defendant company at the moment of reorganization into a commercial company, on this surface being located storehouses of petroleum products.¹²

⁸ Sentence no. 138/18.06.2010 pronounced by the Court of Appeal of Pitesti, administrative and fiscal court (www.rolii.ro)

⁹ Sentence no. 69/09.04.2010 pronounced by the Court of Appeal of Pitesti, administrative and fiscal court (www.rolii.ro)

¹⁰ Sentence no. 274/05.04.2021 pronounced by the Court of Appeal of Cluj, Civil division II, administrative and fiscal court (www.rolii.ro)

¹¹ Sentence no. 102/19.05.2010 pronounced by the Court of Appeal of Pitesti, administrative and fiscal court (www.rolii.ro)

¹² Sentence no. 138/18.06.2010 pronounced by the Court of Appeal of Iasi, administrative and fiscal court (www.rolii.ro)

In addition, according to art. 1 of GD no. 834/1991, this normative act is applicable in case of lands included in the patrimony of state commercial companies at the date of their establishment, which implies that the commercial company requesting that land ownership certificate must have in its patrimony the land to be mentioned in the certificate.¹³

According to art. 1 of GD no. 834/1991 the second condition regarding the valid issuance of a land ownership certificate imposes that the land is necessary in order to achieve the company's object of activity.

The lack of necessity of the land in order to achieve the company's object of activity affects the legality of the issuance of the certificate and leads to the nullity of the document issued.

The opinion of judicial bodies stipulates the same:

The land ownership certificate _____ no. xxxxxx of 31st of July 2006 was issued by MEC in favor of the defendant company, in compliance with the legal applicable provisions, namely GD 834/1991, Criteria 2665/1992 of MEF in application of art. 20 of Law 15/1990, SNP P _____SA is entitled to benefit from these legal provisions as the property in question was included in its patrimony in 1990 and in its administration by Decree no. 124/1964 and it is necessary for the conduct of the activity according to the object of activity, stated by art. 5 of GEO 49/1997, including buildings required for the conduct of the defendant's activity.¹⁴

In addition to the legal provisions, the court must decide whether the land in surface of 35,280 sqm for which the disputed certificate was issued is, at the date of issuance of the certificate, necessary for the conduct of the defendant company's object of activity.¹⁵

Regarding the condition according to which the lands must be necessary in order to achieve the object of activity, the court notes that the report of judicial expertise issued by expert Keller Viktor in file xxxxxx/245/2011 concludes that on the land previously owned by the complainant, above and underground constructions were located in property of _____ which confirms the fact that the lands were necessary for the activity _____.¹⁶

In conclusion, in relation to all these factual and legal circumstances, the Court notes that, contrary to its claims, the defendant _____ commercial company, was not engaged in educational

¹³ Sentence no. 234/18.04.2018 pronounced by the Court of Appeal of Craiova, administrative and fiscal court (www.rolii.ro)

¹⁴ Sentence no. 79/07.05.2009 pronounced by the Court of Appeal of Ploiesti, administrative and fiscal court (www.rolii.ro)

¹⁵ Sentence no. 65/28.04.2015 pronounced by the Court of Appeal of Bacau, Civil division II, administrative and fiscal court (www.rolii.ro)

¹⁶ Sentence no. 113/17.06.2015 pronounced by the Court of Appeal of Iasi, administrative and fiscal court (www.rolii.ro)

and cultural activities through kindergardens and, therefore, the second condition required by art. 1 of GD no. 834/1991 was not met...¹⁷

According to art. 1 of GD no. 834/1991 "the land included in the patrimony of state commercial companies at the date of their establishment must be necessary to conduct the activity of the companies according to their object of activity". In order to determine the aspect regarding the necessity to conduct specific activities on those lands, the Court notes that the conclusions of expert eng. S_____ Ciobotarenco within the initial expertise (p.120-123, vol.III) as well as the response to the subsequent objections of the parties (p.150-153, vol.III and p.4-7, vol.IV). Therefore, the expert explained that the woodshop located on the land in question was necessary to achieve the object of activity of the company SC Constructii Feroviare SA...¹⁸

According to art. 6 of GD no. 834/1991 the third condition of validity regarding the issuance of a land ownership certificate refers to the assessment of the lands at the fair market value.

The lack of an expert report to establish the fair market value represents a real impediment regarding the issuance of a certificate.

The opinion of judicial bodies stipulates the same:

The value of the lands evaluated at the date of submitting the certificate is important, since according to art. 6 para. 3 of GD no. 831/1991 amended by GD no. 107/2008: the value updated with the inflation index until the assessment date is included, according to law, in the patrimony of the commercial companies, and their share capital is increased according to the provisions of art. 113 letter f) and art 210 of Law no. 31/1990. As the complainant did not fulfill the obligation to submit the documents regarding the assessment of lands, the refusal of the defendant to issue the certificate can not be considered unjustified.¹⁹

Therefore, the court considered that the refusal of the defendant to issue the certificate was justified on the grounds that the assessment of lands at market value according to art. 6 para. 3 of GD no. 831/1991 amended by GD no. 107/2008, in force since 04.02.2008 was not presented.²⁰

From the interpretation of GD no. 834/1991 it follows that in order to request the issuance of the land ownership certificate the commercial company must fulfill the following conditions: ...the

¹⁷ Sentence no. 255/03.11.2014 pronounced by the Court of Appeal of Alba Iulia, administrative and fiscal court (www.rolii.ro)

¹⁸ Sentence no. 68/15.12.2015 pronounced by the Court of Appeal of Cluj, administrative and fiscal court (www.rolii.ro)

¹⁹ Sentence no. 709/05.04.2011 pronounced by the Court of Alba, administrative and fiscal court (www.rolii.ro)

²⁰ Sentence no. 3187/22.11.2011 pronounced by the Court of Appeal of Alba Iulia, administrative and fiscal court (www.rolii.ro)

evidence of the assessment report according to the provisions of art. 6 para. 1 and 2 of GD no. 831/1991; the conditions mentioned above must be fulfilled cumulatively.²¹

Therefore, GD no. 834/1991 regulates two methods of establishing the value of the land, depending on the purpose of this establishment: the method provided by art. 6 para. 1 to evaluate the land at market value in order to issue the land ownership certificate and the method provided by art. 6 para. 3 to update the market value with the index of consumer price in order to increase the share capital.”²²

In addition to the fact that, currently, Oil Terminal S.A. is in the process of share capital increase and the process depends on the legality/illegality of the two land ownership certificates, I consider that shareholders must be informed of the non-conformities mentioned above.

3. Presentation of non-fulfillment of some legal conditions at the moment of issuing the land ownership certificates over lands issued during 2011 - lack of an EGSM decision to notify O.R.C.-Constanta, the lack of appointment of an independent and objective expert evaluator by O.R.C. Constanta, lack of an expert report issued according to the law, lack of an EGSM decision for the approval of a land assessment report (shareholders will take note of this situation);

As mentioned above, during 2011, Oil Terminal S.A. obtained two land ownership certificates for two lands located in the North Storage Area.

The two certificates represent administrative acts, subject to the provisions of Law no. 15/1990 and GD no. 834/1991.

3.1 Legal framework

Law no. 137/2002

Art. 12 para. (1) All commercial companies, irrespective of the share capital structure, which were not granted land ownership certificates, shall draw up and submit to the institutions entitled to issue land ownership certificates the documents required for issuance.

²¹ Sentence no. 2973/15.07.2020 pronounced by the Court of Bucharest, administrative and fiscal court (www.rolii.ro)

²² Sentence no. 4493/28.06.2011 pronounced by the Court of Bucharest, administrative and fiscal court (www.rolii.ro)

Art. 12 para. (2) The institutions authorized to issue land ownership certificates have the obligation to issue these documents within 15 days since the documents were submitted and to send, within 5 days since issuance, a copy of the certificate to the public institution involved.

Methodological norms for the application of Law no. 137/2002

Art. 142 All commercial companies, irrespective of the structure of the share capital structure, which did not obtain the land ownership certificates until the date of the adoption of the law shall proceed as follows: a) shall draw up and submit to the institutions entitled to issue land ownership certificates the documents required, according to the specific legislation;

Law no. 15/1990

Art. 19 The inventory of the patrimony of the state economic units becoming commercial companies and the evaluation and establishment of their capital shall be made according to the conditions established by a government decision.

GD no. 834/1991

Art. 1 Lands included, on the date of constitution, in the patrimony of state-owned commercial companies, required to achieve the object of activity shall be determined, in case of commercial companies constituted through a government decision, by the bodies which, according to law, fulfill the attributions of the competent ministry and in case of commercial companies constituted through the decision of the state local administration body, by the county public authority.

Art. 2 The criteria of establishment and assessment of lands included in the patrimony of commercial companies shall be approved by the Ministry of Economy and Finance and the Ministry of Public Works and territories, in consultation with interested ministries.

Art. 6 (1) Lands established according to art. 1 are evaluated at market value, based of the assessment reports issued, according to the standards in force, by authorized evaluators, certified by law, whose services shall be purchased according to the provisions of art. 38, 39 and 215 of Law no. 31/1990 regarding commercial companies, republished, with subsequent amendments and additions. (2) the assessment reports mentioned in para. (1) shall be annexed to the documents submitted to the relevant public authority in order that land ownership certificates are issued.

Law no. 31/1990

Art. 215 para. (1) In case the share capital increase is made by contributions in kind, the general assembly deciding this shall propose the delegated judge to appoint one or more experts for the assessment of these contributions, according to art. 38 and 39.

Art. 38 para. 1 For joint-stock companies, in case of contributions in kind, benefits granted to any person involved in the constitution of the company or transactions leading to the authorization granting, operations concluded by the founders on behalf of the company to be constituted which this shall undertake, the delegated judge shall appoint, within 5 days since the registration of the request, one or more experts within the list of authorized experts. These shall issue a report including the description and method of evaluation for each asset and shall state whether its value corresponds to the number and value of the shares granted, as well as other items pointed by the judge.

Art. 215 para. 3 After submitting the expert report, the extraordinary general assembly convened may decide the increase of the share capital, considering the conclusion of the experts.

Criteria 1C/311/1992 regarding the establishment and assessment of lands included in the patrimony of state-owned commercial companies

Art. 4 The committees constituted according to the provisions of art. 2 shall have the following attributions: d) shall submit for the approval of the shareholders general assembly the documents underlying the issuance of the land ownership certificates

Criteria 2665/1992 regarding the establishment and assessment of lands included in the patrimony of state-owned commercial companies

Art. 4 The committees constituted according to the provisions of art. 2 shall have the following attributions: d) shall submit for the approval of the shareholders general assembly the documents underlying the issuance of the land ownership certificates

From the interpretation of these legal rules it follows that the procedure of issuing a land ownership certificate shall be made according to the stages imposed by several normative acts, as follows:

1. Stage 1 – the company shall adopt a GSM decision by which it is decided to notice the trade register office to appoint one or more authorized experts for the assessment of lands;
2. Stage 2 – the trade register office shall appoint one or more more authorized experts for the assessment of lands;
3. Stage 3 – the expert (experts) appointed shall draw up the expert report havng as object the assessment of lands at market value;
4. Stage 4 – the committee shall submit the documents required for the issuance of the certificate;
5. Stage 5 – the documents required for the issuance of the certificate (including the expert assessment report) shall be approved by the company through a GSM decision;

6. Stage 6 – the documents approved (including the expert assessment report) shall be submitted to the relevant Ministry for the issuance of the certificate;
7. Stage 7 – the relevant Ministry shall issue the certificate.

Oil Terminal S.A. did not comply with the stages imposed by law.

3.2 There was no GSM decision to approve the notification of the trade register office for the appointment of an expert evaluator

Oil Terminal S.A. has not adopted a GSM decision to approve the notification of the trade register office for the appointment of an expert evaluator.

In this regard, the provisions of art. 6 para. 1 and art. 2 of GD no. 834/1991 and art. 215 para. 1 and art. 38 para. 1 of Law no. 31/1990 were not complied with.

3.3 There was no expert evaluator appointed by the trade register office

The trade register office of Constanta has not appointed an expert evaluator for the assessment of lands.

In this regard, the provisions of art. 6 para. 1 and art. 2 of GD no. 834/1991 and art. 215 para. 1 and art. 38 para. 1 of Law no. 31/1990 were not complied with.

3.4 There was no assessment report issued by an expert appointed by the trade register office

The two lands were not evaluated by an expert appointed by the trade register office of Constanta.

In this regard, the provisions of art. 6 para. 1 and art. 2 of GD no. 834/1991 and art. 215 para. 1 and art. 38 para. 1 of Law no. 31/1990 were not complied with.

3.5 The documents required for the issuance of the certificates, including the assessment expert report were not approved by the company by a GSM decision

Oil Terminal S.A. did not approved by a GSM decision the documents required for the issuance of the certificates, including the assessment expert report.

In this regard, the provisions of art. 6 para. 1 and art. 2 of GD no. 834/1991 and art. 215 para. 3 of Law no. 31/1990, art. 4 letter d of the two Criteria were not complied with.

3.6 The opinion of the judicial bodies

The lack of an expert report, issued according to law (for example, the appointment of an independent expert by the trade register office, the approval of the expert report within a GSM decision, the submission of the report to the issuing Ministry) establishing the fair market value represents a real impediment regarding the issuance of the certificate.

The judicial bodies stipulate the same:

“The value of the lands evaluated at the date of submitting the certificate is important, since according to art. 6 para. 3 of GD no. 831/1991 amended by GD no. 107/2008: the value updated with the inflation index until the assessment date is included, according to law, in the patrimony of the commercial companies, and their share capital is increased according to the provisions of art. 113 letter f) and art 210 of Law no. 31/1990. As the complainant did not fulfill the obligation to submit the documents regarding the assessment of lands, the refusal of the defendant to issue the certificate can not be considered unjustified.”²³

Therefore, the court considered that the refusal of the defendant to issue the certificate was justified on the grounds that the assessment of lands at market value according to art. 6 para. 3 of GD no. 831/1991 amended by GD no. 107/2008, in force since 04.02.2008 was not presented.²⁴

From the interpretation of GD no. 834/1991 it follows that in order to request the issuance of the land ownership certificate the commercial company must fulfill the following conditions: ...the evidence of the assessment report according to the provisions of art. 6 para. 1 and 2 of GD no. 831/1991; the conditions mentioned above must be fulfilled cumulatively.²⁵

Therefore, GD no. 834/1991 regulates two methods of establishing the value of the land, depending on the purpose of this establishment: the method provided by art. 6 para. 1 to evaluate the land at market value in order to issue the land ownership certificate and the method provided by art. 6 para. 3 to update the market value with the index of consumer price in order to increase the share capital.”²⁶

To the extent that the certificates were issued in lack of the assessment expert report, drawn up according to law, as in this case, the certificate is affected by illegality.

²³ Sentence no. 709/05.04.2011 pronounced by the Court of Alba, administrative and fiscal court (www.rolii.ro)

²⁴ Sentence no. 3187/22.11.2011 pronounced by the Court of Appeal of Alba Iulia, administrative and fiscal court (www.rolii.ro)

²⁵ Sentence no. 2973/15.07.2020 pronounced by the Court of Bucharest, administrative and fiscal court (www.rolii.ro)

²⁶ Sentence no. 4493/28.06.2011 pronounced by the Court of Bucharest, administrative and fiscal court (www.rolii.ro)

In addition to the fact that, currently, Oil Terminal S.A. is in the process of share capital increase and the process depends on the legality/illegality of the two land ownership certificates, I consider that shareholders must be informed of the non-conformities mentioned above.

4. Lack of scope of Law no. 51/1991 regarding national security on the process of share capital increase for Oil Terminal S.A. (shareholders will take note of this situation);

Oil Terminal S.A. is a strategic company, classified accordingly by GEO no. 15/2001.

In addition to these circumstances, the scope of Law no. 51/1991 (the Law of national security) regarding the increase of share capital with the lands for which land ownership certificates were obtained during 2011 may be considered.

4.1 Constitutional legal framework

The Romanian Constitution presents several provisions, as general principles, related to the notion of “national security”.

The provisions of art. 27 para. 1 and 2 of the Romanian Constitution stipulate:

”(1) The domicile and residence are inviolable. No one may enter or remain in the domicile or residence of a person without consent.

(2) The provisions of para. 1 may be waived for the following situations: ...c) the defense of national security or public order;...”

The provisions of art. 31 para. 3 of the Romanian Constitution stipulate:

”The right to information shall not prejudice the protective measures for young people or the national security.”

The provisions of art. 53 para. 1 of the Romanian Constitution stipulate:

”The exercise of certain rights or freedoms may be restricted only by law and only if imposed for the defense of national security.”

The provisions of art. 119 of the Romanian Constitution stipulate:

”The Supreme Council of National Defence shall organize and co-ordinate in unitary command the activities concerning the country's defence and national security, its participation in international

security keeping, and in collective defence in military alliance systems, as well as in peace keeping or restoring missions.”

All the provisions mentioned above shall be interpreted and applied according to one of the fundamental principles of the law, namely according to the principle of legality, rule of law provided by art. 1 para. 5 of the Romanian constitution:

”In Romania, the compliance with the Constitution, its supremacy and law is mandatory. ”

4.2 National legal framework – Law no. 51/1991

On 07.08.1991 Law no. 51/1991 regarding the national security of Romania came into force.

Art. 1 of this normative act stipulates that the notion of ”national security” shall be translated as follows:

”the state of legality, social, economic and political balance and stability required for the existence and development of the Romanian national state as sovereign , unitary, independent and indivisible state, the maintenance of the rule of law, as well as the exercise of fundamental rights, freedoms and obligations of the citizens, according to the principles and democratic norms established by Constitution.”

From the simple reading of the definition of ”national security” it follows that this concept shall not derogate from the principle of legality, principle of constitutional value, but on the contrary, it shall embed the necessity of compliance with the law, as integral part of the rule of law.

The notion shall be defined in broad terms, which, according to the decisions pronounced by the Romanian Constitutional Court and by the European Court of Human Rights is not accidental.

Over time, both the Romanian legislator and the European legislator did not formulate a clear and concrete definition for the notion of ”national security”.

This was then assumed by the European Court of Human Rights and the Romanian Constitutional Court.

In this regard, the paragraphs of Decision no. 91/2018 pronounced by the RCC and published in the Official Gazette no. 348/20.04.2018 are to be cited:

”45. The Court also notes that, within the same report, referred to in paragraph 42 mentioned above, regarding the introduction in the fundamental law of a new article named ”national security”, to include the definition of this notion, the Commission for the elaboration of the legislative proposal

regarding the revision of the Constitution noted that "the notion of national security", by its diversity, complexity and evolution, must be a matter of the ordinary legislature, not of the constituent one, because, precisely due to this characteristic, any definition might be inadequate".

46. In this context, the Court notes that, regarding the Convention for the protection of human rights and fundamental freedoms, the national security is mentioned in art. 8 para. 2, art. 10 and art. 11 as a legitimate purpose which may underlie the restriction of rights and freedoms stipulated by these provisions. The Convention for the protection of human rights and fundamental freedoms does not define the term of "national security", the European Commission of Human Rights decides that it can not be defined comprehensively, due to its flexibility reflecting in the margin of discretion of the state".

Under these circumstances, the notion of "national security" was drawn up by the literature, as well as by the practice of ECHR and RCC Courts.

From the interpretation of the decisions pronounced by RCC, by reference to certain exceptions of unconstitutionality of several provisions of Law no. 51/1991, several general conclusion may be drawn regarding the notion of "national security".

4.3 The notion of national security shall prevail the notions of "general interest" and "personal interest"

The recitals of Decision no. 91/2018 pronounced by RCC and published in the Official Gazette no. 348/20.04.2018 stipulate the following:

"This because national security prevails over general interest and, moreover, personal interest and can not be circumscribed to those. In this regard, the contentious constitutional court noted, by Decision no. 375/06.07.2005, published in the Official Gazette of Romania, Part I, no. 591 of 8th of July 2005, stating that the restriction of certain rights, by law, according to art. 53 of the fundamental Law, shall not be contingent on the general interest, but on the defense of the national security."

4.4 The notion of national security shall not only refer to military actions/inactions (military field)

The recitals of Decision no. 91/2018 pronounced by RCC and published in the Official Gazette no. 348/20.04.2018 stipulate the following:

"48. Regarding the notion of national security, the Court decides that the contentious constitutional court stated that it shall not imply only military security, therefore the military field, but also a social and economic component."

4.5 The notion of national security shall cover several various fields (economic, social, IT)

The recitals of Decision no. 91/2018 pronounced by RCC and published in the Official Gazette no. 348/20.04.2018 stipulate the following:

”Therefore, not only the existence of a situation manu militari implies the applicability of the notion of ”national security” provided in art. 53 of the fundamental Law, but also other aspects of the state’s life – such as the economic, financial, social ones – which may affect the state itself by the extent of the occurrence.”

4.6 The notion of national security shall not only imply acts which may be considered criminal offences, but also acts which are not considered criminal offences

The recitals of Decision no. 91/2018 pronounced by RCC and published in the Official Gazette no. 348/20.04.2018 stipulate the following:

”56. In other words, the occurrence of a situation representing a threat to national security shall not imply necessarily and by default committing a criminal offence against the national security, as the means top revert threats to the national security shall not only imply combating criminal offences.

58. Therefore, in case the assumption of the applicant was accepted, according to which the threats to national security must be included, exclusively, among the criminal offences provided by title X of the Criminal Code, in fact, this would lead to the case in which state bodies of the national security field might request to enable specific activities to collect information which imply the restriction of some rights and fundamental liberties only in case of reasonable suspicion regarding the criminal offences provided by title X of the Criminal Code.

Or, such a limitation would mean, in fact, the inability of these bodies to exercise the competences provided by the legal provisions in force.”

4.7The notion of national security shall only concern acts (actions/inactions) which, by the serious nature of the situation, lead to consequences on the state

The recitals of Decision no. 91/2018 pronounced by RCC and published in the Official Gazette no. 348/20.04.2018 stipulate the following:

”In other words, in order that the provisions of art. 3 of Law no. 51/1991 are incident, namely considered threats to national security, the deeds/acts must be severe, leading to consequences on the state.”

4.8 Conclusions

From the interpretation of the legal rules provided by Law no. 51/1991 in conjunction with the decisions pronounced by RCC, it follows that this normative act shall not imply derogations from the national rule of law.

In other words, under the auspices of the notion of ”national security” no actions/inactions shall be undertaken to determine derogations from substantive law rules which may lead to several sanctions (for example, the nullity of several land ownership certificates, the inability to increase the share capital of a company by the infringement of several legal rules).

More precisely, in case a specific law (civil, commercial, administrative) implies a specific conduct (the annulment of several land ownership certificates issued with the infringement of the validity conditions, the increase of share capital of a listed company in compliance with certain quorum conditions) Law no. 51/1991 shall not be used to ensure another legal treatment.

The provisions of art. 1 of Law no. 51/1991 stipulate the substantiation of the notion of ”national security” in terms of compliance with the legality.

The provisions of art. 4 para. 1 of the same normative act stipulate that the provisions of art. 3 shall not be used (in interpretation) in order to restrict a fundamental right of the Romanian Constitution.

According to the interpretation of Law no. 51/1991 concerning the situation of Oil Terminal S.A., more precisely concerning the review of the legality of the two land ownership certificates, as well as of the evidence regarding the process of share capital increase, the national security act shall not be applicable.

In addition to the fact that, currently, Oil Terminal S.A. is undergoing share capital increase and the entire process depends on the legality/ilegality of the two land ownership certificates, I consider that shareholders must be informed of the non-conformities mentioned above.

5. Claiming all "nationalized" tanks by GEO no. 15/2001 approved by Law no. 68/2002 (the shareholders will approve or reject this approach).

5.1 Presentation of the issue in fact

On 21.01.1991 GD no. 1200/1990 come into force underlying the establishment of Oil Terminal S.A., as resulted from heading no. 124 of Annex no. 1 of this normative act.

Oil Terminal S.A. is a company listed on the Bucharest stock exchange and I, the undersigned, hold the position of shareholder.

Since establishment until present, Oil Terminal S.A. included 5 lands in its patrimony, identified as follows:

1. Land in surface of 945,892 sqm, located in Constanta, no. 2 Caraiman street, obtained according to land ownership certificate no. 3285/19.11.1996;
2. Land in surface of 413,413.16 sqm, located in Constanta, no. 2 Caraiman street, obtained according to land ownership certificate no. 8448/16.04.2003;
3. Land in surface of 243,912.70 sqm, located in Constanta, no. 2 Caraiman street, obtained according to land ownership certificate no. 181/20.01.2004;
4. Land in surface of 254,261.33 sqm, located in Constanta, no. 2 Caraiman street, obtained according to land ownership certificate no. 11703/02.02.2011;
5. Land in surface of 129,334.70 sqm, located in Constanta, no. 2 Caraiman street, obtained according to land ownership certificate no. 11704/02.02.2011.

Most of the lands included in the property of Oil Terminal S.A. provide tanks, as resulted from the documents attesting the real estate property and the land book extracts.

The tanks were included in the private property of Oil Terminal S.A. on its establishment date, namely on 21.01.1991.

The property right over the tanks was acquired according to the provisions of art. 20 para. 2 of Law no. 15/1990 stipulating:

“The assets within the patrimony of the commercial company shall be its property, excluding those acquired otherwise.”

On 29.12.1995 the first petroleum law since the Revolution, namely Law no. 134/1995, came into force.

According to art. 8 para. 1 of this normative act, the national transportation system of oil (SNTP) was in the public domain and had strategic importance.

According to art. 8 para. 2 of this normative act, SNTP was composed of pipelines, installations, equipments and related facilities.

The first petroleum law made a clear distinction between SNTP and the operations performed through Oil Terminal S.A., resulted from using the conjunction “and” within several legal provisions of this normative act:

1. Art. 2 letter f: petroleum operations mean ... transit of oil on pipelines and the operation of oil terminals;
2. Art. 2 letter m: oil royalty represents the amount owed ... for the transit of oil on pipelines and the operation of oil terminals;
3. Art. 30 para. 2 letter b: a rate of 5% of the value of gross incomes from the activity of transport and transit of oil through pipelines belonging to the national transportation system of oil and the operations performed through oil terminals...

On 07.02.2021 GEO no. 12/2001 on the regulation of the legal situation of tanks, transport pipelines of crude oil and petroleum products, pumping stations and other related facilities came into force.

According to art. 1 of this normative act, tanks in Oil Terminal S.A.’ property, included in this company’s patrimony at the date of establishment, were classified as public property of the Romanian state.

According to art. 3 of this normative act, Oil Terminal S.A. was obliged to reduce the share capital by the value of the tanks transferred from the company’s private property to the public property of the Romanian state.

From the interpretation of this normative act’s provisions, a conclusion is drawn: by this GEO, the tanks included in Oil Terminal S.A.’ private property were transferred to the public property of the Romanian state without compensation.

According to the Romanian Government, the adoption of this normative act was necessary because the tanks in Oil Terminal S.A. property were part of the SNTP:

“By Government Decision no. 1200/1990 Oil Terminal S.A. Constanta was established, including in its patrimony, in the absence of legal provisions otherwise specified, assets of the national transportation system of crude oil, namely tanks, transport pipeline, pumping stations and other installations, equipments and facilities which, since the date of decision enforcement and until present, are mentioned as part of the patrimony of OIL TERMINAL S.A. Constanta”.

GEO no. 15/2001 was approved by Law no. 68/2002.

Law no. 68/2002 was considered an organic law.

This resulted from:

1. The information on the website of the chamber of deputies related to the draft legislation no. 289/2001;
2. The approval of the Committee for Legal Matters, Discipline, and Immunities within the Chamber of Deputies – ”With respect to its object and content, the draft legislation is included in the category of organic laws”.

From my point of view, the method to transfer the tanks from the property of Oil Terminal S.A. to the property of the Romanian state is not legal, as further exposed.

5.2 GEO no. 15/2001 is a normative act abrogated by the enforcement of the revised Constitution

On 31.10.2003 the revised Constitution of Romania came into force.

According to art. 154 para. 1 of the revised Constitution of Romania, the laws and all normative acts existing on 31.10.2003 remained in force provided that they did not violate the new Constitutional provisions.

GEO no. 15/2001 violates the new Constitutional provisions.

Firstly, GEO no. 15/2001 violates the provisions of art. 1 para. 5 of the Romanian Constitution, as it does not comply with the requirements of accessibility and predictability.

The content of this normative act does not clearly provide which tanks are transferred from the property of Oil Terminal S.A. to the property of the Romanian state.

Specifically, it is not clear whether all tanks within the area of the oil terminal are transferred in the public property of the state.

To the extent that the legal text implies that only a part of the tanks within Oil Terminal S.A. are transferred under the public property, therefore it must be noted that these are not individualized (which tanks, the number of tanks, the surface on which these are located),

The total lack of predictability and accessibility leads to arbitrariness in the application of the law, which is inadmissible.

Secondly, GEO no. 15/2001 violates the provisions of art. 73 para. 3 letter m of the Romanian Constitution.

According to the constitutional text, the general legal status of property (by default the transfer of an asset under the public property) may be established only by an organic law.

In other words, the transfer of the tanks from the property of the company to the property of the Romanian state must have been achieved only by an organic law.

In particular, as mentioned, the transfer of property was made by an emergency ordinance, not by an organic law.

Thirdly, GEO no. 15/2001 violates the provisions of art. 73 para. 3 letter t in conjunction with art. 136 para. 3 of the Romanian Constitution.

According to art. 136 para. 3 of the Romanian Constitution the assets under the public property are those provided in this constitutional text, as well as established by several organic laws.

In conjunction of this legal rule with the provisions of art. 73 para. 3 letter t of the Romanian Constitution, it follows that the transfer of an asset under the public property requires the existence of an organic law.

In particular, as mentioned, the transfer of property was made by an emergency ordinance, not by an organic law.

Fourthly, GEO no. 15/2001 violates the provisions of art. 61 para. 1 and 115 para. 4 of the Romanian Constitution.

According to the first constitutional text, the Romanian Parliament is the sole legislative authority of the country.

According to the second constitutional text, the Romanian Government may legislate by means of emergency ordinances only in exceptional circumstances, with the obligation to provide reasons within the content of the normative acts adopted.

In particular, the enactment of GEO no. 15/2001 was not determined by exceptional circumstances and there are no references regarding the reason of the emergency within the content of the normative act.

Fifthly, GEO no. 15/2001 violates the provisions of art. 115 para. 6 of the Romanian Constitution.

According to the constitutional text, by means of an emergency ordinance, no measures of forcible transfer of assets to public property can be adopted.

In particular, by GEO no. 15/2001 the tanks in the property of Oil Terminal S.A. were forcibly transferred to public property.

Sixthly, GEO no. 15/2001 violates the provisions of art. 44 para. 3 of the Romanian Constitution.

According to the constitution, no one may be deprived of his or her property and rights, except on justified grounds of public utility and with a proper compensation.

In particular, Oil Terminal S.A. was deprived of the tanks by means of a GEO with no justified grounds of public utility or a proper compensation.

Seventhly, GEO no. 15/2001 violates the provisions of art. 1 para. 5 and 44 para. 2 of the Romanian Constitution.

The constitution provides the guarantee and protection of private property and the compliance with the law.

In particular, the argument of the Romanian Government according to which the tanks of Oil Terminal S.A. are part of SNTP is wrong.

SNTP is composed of pipelines, equipments and related facilities.

Oil Terminal is composed of technological pipelines, tanks, equipments and related facilities.

The Romanian law makes no distinction between SNTP and the oil terminal.

The first law to make this distinction was Law no. 134/1995 which, by means of several legal rules, made the distinction between the operation of pipelines (SNTP) and the operation of the oil terminal (cf the provisions of art. 2 letter f, art. 2 letter m and art. 30 letter b).

The second law to make this distinction more clearly is the new petroleum law, namely Law no. 238/2004.

According to art. 2 point 37 the notion of national transportation system of oil implies:

“the totality of interconnected pipelines providing the collection of oil extracted from operating area or of that imported and the conducting from manufacturers, importers, processing plants, to distribution centers, export pumping stations, railway loading-discharging facilities, as well as to all installations, equipments and related facilities, including segments of interconnected pipelines, defined according to art. 100 point 34 of electricity and natural gas Law no. 123/2012, with subsequent amendments and additions, located on the territory of Romania.”

Pipelines is defined according to art. 2 point 10 as:

“any pipeline, including installations, equipments and related facilities providing the transport of oil between collection points, collection pipeline or import and processing plants, distribution centers and users connected directly or export”.

In other words, the national transportation system is composed exclusively of pipelines and installation, equipments and related facilities, not of pipelines and installation, equipments and facilities related to the oil terminal (tanks of the oil terminal).

According to art. 2 point 39, the oil terminal is defined as:

“the totality of tanks, technological pipelines, pumps and port facilities providing the transfer of oil from/to the limit of pipelines to/from port facilities for import and export;”

The tanks within Oil Terminal S.A. were built and used in recent decades for the activities of the oil terminal exclusively, being essential for the terminal.

It follows that the oil terminal is totally distinct from the SNTP, providing, in fact, the connection between pipelines (within the limits of the terminal’s property) and port facilities (berths) conducting import/export operations.

Such distinction is more obvious as the new petroleum law makes a clear distinction between the notion of “operation of pipelines” (operation of SNTP) and the notion of “operation of the oil terminal” (operation of Oil Terminal S.A.)

The notion of “operation of pipelines” is provided by art. 3 point 21:

“the operation of pipelines means the totality of the activities performed for the transportation of oil, construction, operation, development, maintenance, repair, modernization of pipelines or of some segments of pipelines;”

The definition of the notion of “operation of the oil terminal” provides that such a terminal can not be operated without tanks, as according to the legal definition, the operation implies storage (in tanks).

Another normative act mentioning the same distinction between SNTP and oil terminal is GD no. 795/2018 regarding the approval of the emergency plan for the management of major disruption in the supply of crude oil and/or petroleum products, of emergency situations and of local crisis situations.

This normative act provides a clear distinction between SNTP of Conpet S.A. and the activity of Oil Terminal S.A.:

“1.2.1. The national transporation system of crude oil – operated by CONPET S.A.

- (1) The national transportation system of crude oil hereinafter referred to as SNT represents the totality of interconnected pipelines providing the collection of crude oil extracted from operating areas or imported and its conduct from manufacturers/importers to processing plants.
- (2) According to the legislation in force, SNT operator has the obligation to provide free access to the available capacity of the system, under equal conditions, in a nondiscriminatory and transparent manner.
- (3) SNT has a length of approximately 3,800 km, structured in four main subsystems: transportation subsystem of internal crude oil, transportation subsystem of imported crude oil, transportation subsystem of gasoline and liquid ethane, railway transportation subsystem of crude oil and gasoline;

1.2.2 Oil Terminal – operated by OIL TERMINAL S.A.

(1) Equipments and utilities provided are:

- The oil terminal provides 7 operational berths;
- The berths allow the mooring of vessels with capacities of up to 165,000 dwt;
- The connection between storage farms and mooring berths is achieved through a network of pipeline above and under ground of 15 km;
- The total length of the pipeline is of 50 km.

(2) OIL TERMINAL S.A. owns three storage farms with a total storage capacity of 1,700,000 cm, by which the following products are handled: crude oil, gasoline, gas oil, fuel oil, chemical and petrochemical products, oils, imported or for export and transit.”

A clear distinction between the SNTP (operated by Conpet S.A. Ploiesti) and the oil terminal (Oil Terminal S.A.) can be noted.

In fact, there is no evidence concluding that the tanks within Oil Terminal S.A. might be a part of (related to) the SNTP.

Such evidence could not be provided as the oil terminal would not be able to function without the tanks.

5.3 Law no. 68/2002 is a normative act abrogated by the enforcement of the revised Constitution

On 31.10.2003 the revised Constitution of Romania came into force.

According to art. 154 para. 1 of the revised Constitution of Romania, the laws and all normative acts existing on 31.10.2003 remained in force provided that they did not violate the new Constitutional provisions.

Law no. 68/2002 violates the new Constitutional provisions.

Firstly, GEO no. 68/2002 violates the provisions of art. 1 para. 5 of the Romanian Constitution and other provisions of the constitution as mentioned above (2.1.1).

According to the constitution, the compliance with the legal framework of Romania is mandatory.

In fact, all technical-judicial weaknesses of the GEO no. 15/2001 (referred to in ch.2.1.1) are reflected directly and applicable to Law no. 68/2002 regarding that by this normative act the GEO was approved as adopted (with no amendments).

Secondly, Law no. 68/2002 violates the provisions of art. 73 para. 3 letter m and t of the Romanian Constitution.

According to the constitutional text, the general legal status of property (by default the transfer of an asset under the public property) may be established only by an organic law.

In other words, the transfer of the tanks from the property of the company to the property of the Romanian state must have been achieved only by an organic law.

As mentioned above, Law no. 68/2002 should have been adopted under the terms of an organic law.

Nevertheless, Law no. 68/2002 was adopted under the terms of an ordinary law, as resulted from its content:

“This law was adopted by the Chamber of Deputies and Senate within the meeting of 12.12.2001, in accordance to the provisions of art. 74 para. (2) and of art. 76 para. (2) of the Romanian Constitution”.

The provisions of art. 74 para. 2 of the Romanian Constitution are the provisions related to the adoption of ordinary laws:

“Ordinary laws and decisions shall be adopted with the vote of the majority of Chamber’s members”.

Such that Law no. 68/2002 was an organic law, it must have been adopted in accordance to the requirements of art. 74 para. 1 of the Constitution:

“Organic laws and decisions regarding the Chambers’ regulations shall be adopted with the vote of the majority of Chamber’s members”.

In fact, such an adoption was not achieved.

5.4 The necessity of the action for the recovery of possession based on GSM approval

The tanks are included in the patrimony of Oil Terminal S.A. which was illegally deprived of these.

The action for the recovery of possession can be initiated by the rightful owner, namely by Oil Terminal S.A., case in which the action must be decided (approved) by the company’s management body (GSM).

By Oil Terminal S.A.’ inaction since 2011 until present, the following legal effects occur:

1. the petroleum products storage tanks are used by the company against the payment of an amount (royalty) despite that these should be used without any type of payment;
2. by the payment royalties, the interests of the company are directly affected by paying undue amounts;
3. by the payment of royalties, the interests and rights of the shareholders are directly affected, at the establishment of profit which is decreased by the illegally paid amounts;
4. the tanks are not under the control of the company or shareholders, but under the exclusive control of the majority shareholder – the Romanian State;
5. the value of the shares traded at the Bucharest Stock Exchange is lower than it would be in case the tanks were in the property of the company (the more assets a company holds, the higher is their transaction value).

In law, art. 105 para. 3 letter a of Law no. 24/2017, art. 117¹ of Law no. 31/1990.

I hereby attach all the documents mentioned in footnotes.

Best regards.

Dumitrescu Andrei Sebastian

represented by lawyer Razvan Popescu

OIL TERMINAL S.A.' Shareholders General Extraordinary Assembly'
DECISION
No. 4 of 12.06.2020

Having in view provisions of Law no. 31/1990 republished, with further alterations and additions, of Law no. 24/2017 regarding the issuers of financial instruments and market operations, ASF Regulation no. 5/2018 regarding issuers of financial instruments and market operations, of company' constitutive Act and of Shareholders General Extraordinary Assembly Minute of 12.06.2020, the followings were adopted:

Decision:

Art. 1 By 78,4846% of the present/represented shareholders' voting rights, the termination of applicability of Shareholders General Extraordinary Assembly' Decision no. 6/10.10.2016 is approved.

Art. 2 By 76,6635% of the present/represented shareholders' voting rights, the finding of Oil Terminal SA' social capital legal increase with the value of the two lands in surface of 254,261.325 sqm and namely in surface of 129,334.70 sqm, object of attestation certificates of property right series MO 3, no. 11703/02.02.2011 and series MO 3, no. 11704/02.02.2011 is approved.

Art. 3 By 76,6642% of the present/represented shareholders' voting rights, the making of the request to the delegated judge by NTC for the appointment of one or more experts in order to evaluate the two lands to be included in the process of company' capital increase is approved.

Art. 4 By 100% of the present/represented shareholders' voting rights, the empowerment of the meeting' Chairman to sign the assembly' decisions is approved.

Art. 5 By 100% of the present/represented shareholders' voting rights, the empowerment of the company' general director to sign the necessary documents regarding the registration of shareholders general assembly' decisions in Trade Register Office by Constanta Court of Justice and to conduct the formalities regarding publishing these decisions is approved.

Chairman of OIL TERMINAL S.A.'
Shareholders General Extraordinary Assembly of 12.06.2020
Cristian- Florin GHEORGHE

DECISION DRAFT

no. 4 of 21(22).03.2022 Shareholders Extraordinary General Assembly of OIL TERMINAL S.A.

Having in view the provisions of Law no. 31/1990 republished, with further alterations and additions, those of Law no. 24/2017 regarding financial instruments issuers and market operations, FSA Regulation no. 5/2018 regarding financial instruments issuers and market operations, company' Constitutive Act and Shareholders General Ordinary Assembly' meeting' Report of 21(22).03.2022 the followings were adopted:

Decision:

Art. 1 By _____ % of the present/ represented shareholders' voting rights, it is approved/rejected the continuation of social capital increase procedure with contribution in kind of 2,283,000,282 shares and cash contribution in maximum value of 154,610,814.80 lei, by issuing a maximum number of 1,546,108,148 new shares, nominative, in dematerialized form, with a nominal value of 0.1 lei/share, from which:

a) Contribution in kind – a number of 2,283,000,282 shares, with a nominal value of 0.1 lei/share, in total value of 228,300,028.20 lei, representing the value of lands for which land ownership certificates were issued, established by evaluation report no. 155/2021 issued by Mapps – Master Appraisal SRL, J40/7308/2004, CUI 16400917, and namely:

i. Land in surface of 254,261.325 sqm, located in Constanta county, no. 2 Caraiman street, registered in land book no. 215416 held by OCPI, cadastral number 215416, according to land ownership certificate series M03 no. 11703/02.02.2011, and

ii. Land in surface of 129,334.70 sqm, located in Constanta county, no. 2 Caraiman street, registered in land book no. 215382 held by OCPI, cadastral number 215382, according to land ownership certificate series M03 no. 11704/02.02.2011.

b) Cash contribution – a maximum number of 1,546,108,148 shares, with a nominal value of 0.1 lei/share, in a total value of maximum 154,610,814.80 lei, to be offered to subscription to other shareholders in preferential right exercise, in order to maintain participation in Oil Terminal S.A. social capital on registration date.

Social capital increase process will be carried out with no issue premium according to provisions of art. 12 para. 51 and para. 52 of Law no. 137/2002 regarding some measure for accelerating privatization.

OIL TERMINAL' shareholders may exercise preferential rights within 45 days since the date mentioned in the proportioned prospectus to be elaborated by the authorized intermediary. The number of preferential rights is equal to the number of shares registered in the issuer's register on the registration date. A preferential right is equal to one share.

The subscription rate is of 6.574363900926190. The actual number of shares to be subscribed by each shareholder when exercising of preferential right is determined by multiplying the subscription Rate by the number of shares held. If the result is not a whole number, the result is rounded up down to the nearest whole number.

With a turnout of _____ votes, representing _____ % of the voting rights total, the votes cast were recorded as follows:

- _____ votes “for”, representing _____% of the votes cast total;
- _____ votes “against”, representing _____ % of the votes cast total;
- _____ votes “unexpressed”, representing _____ % of the votes cast total.

A number of _____ votes was annulled.

Art. 2 By _____ % of the present/ represented shareholders’ voting rights, the empowerment of the Board of Directors to appoint an intermediary authorized by FSA, to issue the proportionate prospectus and to fulfill any and all legal formalities related to registration, approval, implementation of prospectus, according to the provisions of FSA Regulation regarding securities issuers and operations and of delegated Regulation (EU) no. 980/2019 of European Commission is approved/rejected.

With a turnout of _____ votes, representing _____ % of the voting rights total, the votes cast were recorded as follows:

- _____ votes “for”, representing _____% of the votes cast total;
- _____ votes “against”, representing _____ % of the votes cast total;
- _____ votes “unexpressed”, representing _____ % of the votes cast total.

A number of _____ votes was annulled.

Art. 3 By _____ % of the present/ represented shareholders’ voting rights, the empowerment of the Board of Directors to fulfill any and all formalities to implement EGSM decision is approved/rejected including, but not limiting to the following:

- a) Approval of the proportionate prospectus,
- b) Monitoring and coordinating the approval of the proportionate prospectus by FSA and its publication,
- c) Implementation of the offer (establishment and approval of subscription procedure, of date, place and payment methods, of how subscriptions are approved and evaluated, taking measures regarding unsubscribes shares and any other measures required),
- d) Termination of subscription and notification of FSA regarding the final situation of subscriptions,
- e) Approval of final results after the subscriptions termination; determination of the exact value increasing social capital, from which, how much is contribution in kind and how much is cash contribution, while detailing the number of shares issued for the contribution in kind and the total number of shares issued for the cash contribution; establishment of the social capital value after the increase and social capital’s distribution per shareholder; modification of constitutive act corresponding to the increase; taking ancillary decision to inform FSA regarding subscription termination and to register in ONRC and register company.

With a turnout of _____ votes, representing _____ % of the voting rights total, the votes cast were recorded as follows:

- _____ votes “for”, representing _____% of the votes cast total;
- _____ votes “against”, representing _____ % of the votes cast total;
- _____ votes “unexpressed”, representing _____ % of the votes cast total.

A number of _____ votes was annulled.

Art. 4 By _____ % of the present/ represented shareholders’ voting rights, the setting of the date of 08.04.2022 as registration date and the date of 07.04.2022 as ex-date according to legal provisions and the date of 11.04.2022 as payment date is approved/ rejected.

With a turnout of _____ votes, representing _____ % of the voting rights total, the votes cast were recorded as follows:

- _____ votes “for”, representing _____% of the votes cast total;
- _____ votes “against”, representing _____ % of the votes cast total;
- _____ votes “unexpressed”, representing _____ % of the votes cast total.

A number of _____ votes was annulled.

Art. 5 By _____ % of the present/ represented shareholders’ voting rights, the empowerment of the meeting’ Chairman to sign the assembly’ decisions is approved/ rejected.

With a turnout of _____ votes, representing _____ % of the voting rights total, the votes cast were recorded as follows:

- _____ votes “for”, representing _____% of the votes cast total;
- _____ votes “against”, representing _____ % of the votes cast total;
- _____ votes “unexpressed”, representing _____ % of the votes cast total.

A number of _____ votes was annulled.

Art. 6 By _____ % of the present/ represented shareholders’ voting rights, the empowerment of the company’ general director to sign the necessary documents regarding the registration of shareholders general assembly’ decisions in Trade Register Office of Constanta Court and to conduct the formalities regarding publishing these decisions is approved/ rejected.

With a turnout of _____ votes, representing _____ % of the voting rights total, the votes cast were recorded as follows:

- _____ votes “for”, representing _____% of the votes cast total;
- _____ votes “against”, representing _____ % of the votes cast total;
- _____ votes “unexpressed”, representing _____ % of the votes cast total.

A number of _____ votes was annulled.

Chairman of OIL TERMINAL S.A.’
Shareholders General Extraordinary Assembly of 21(22).03.2022

ARTICLES OF INCORPORATION
of the Company “CONPET” S.A.

CHAPTER I
NAME, LEGAL FORM, HEADQUARTERS, DURATION

Art. 1 Name of the Company

- (1) The company name is „CONPET” S.A. (herein-after called also the „company”).
- (2) In all documents, invoices, notices, publications and generally, in the company correspondence, the name thereof will be preceded or followed by the words „societate pe actiuni”(Eng. joint-stock company”) or by the initials „S.A.”, stating the headquarters, subscribed and paid-up share capital, tax registration number and Trade Registry number.

Art. 2 Legal Form of the Company

- (1) „CONPET” S.A. is Romanian legal person, incorporated as a joint-stock company.
- (2) „CONPET” S.A. is a publicly held company.
- (3) The Company is operating in compliance with the provisions of this Articles of Incorporation, of Law no. 31/1990 regarding the companies, of GEO no. 109/2011 regarding the corporate governance of the public enterprises, of the Civil Code and of all other laws and regulations applicable to the companies.
- (4) The emblem (logo) of the company is made up by the joining of two elements: in the left side, the symbol and in the right side, the company name (logotype). The symbol represents a set made of two drops: a green one and a blue one; the green drop is pointing top right (1 o'clock), while the blue drop is pointing down left (7 o'clock). The company name - „CONPET” S.A. - is placed right of the symbol, has a proportional dimension in relation hereto, is written in block letters, Italic, and in the same color with the blue drop.

Art. 3. The Company Headquarters

- (1) The company headquarters is in Romania, no. 1-3 Anul 1848 Street, Ploiesti city, Prahova county. The company headquarters may be changed to other locality from Romania, based on the Resolution of the Extraordinary General Meeting of Shareholders, as per the law.
- (2) The company may also incorporate and disincorporate other sub-units (secondary establishments, work sites, branches, agencies, representative agencies, or other types of sub-units with no legal personality), to be found in the same locality and/or in other localities, in the country or abroad, under the law and as per this Articles of Incorporation, by the approval of the Board of Directors. The secondary establishments (work sites) of the company are comprised in Annex 2 to the Articles of Incorporation.

Art. 4 Company Duration

The lifetime of the company is unlimited, starting the date of registration at the Trade Registry under no. J29/6/22.01.1991.

CHAPTER II SCOPE, OPERATING AREA AND CORE BUSINESS OF THE COMPANY

Art. 5 Company Scope

The company is the concessionaire of the National Crude Oil, Rich Gas and Liquid Ethane Transport activity, inclusive of the major pipelines and equipment, installation and facilities related to the System, quality acquired by the conclusion with NAMR, in 2002, of the Oil Concession Agreement approved pursuant to GD no. 793/2002.

Art. 6 Main Business Area and Core Business of the Company

- (1) The main business area is „Transport through pipelines”- NACE Code 495.
- (2) The core business of the company is „Transport through pipelines” - NACE Code 4950.

Art. 7 Secondary Lines of Business

0150 Activities in mixed farming (crop and animal production)
0910 Support activities for petroleum and natural gas extraction
1011 Processing and preserving of meat
1012 Processing and preserving of poultry meat
1013 Production of meat, including poultry meat products
1020 Processing and preserving of fish, crustaceans and mollusks'
1031 Processing and preserving of meat
1032 Manufacture of fruit and vegetable juice
1039 Processing and preserving of fruits and vegetables
2529 Manufacture of tanks, cisterns and containers of metal
2593 Manufacture of wire products, chains and springs
3313 Repair of electronic and optical equipment
3314 Repair of electrical equipment
3319 Repair of other equipment
3320 Installation of industrial machinery and equipment
3511 Electricity production
3513 Distribution of electricity
3530 Steam and air conditioning supply
3600 Water collection, treatment and supply

3700 Wastewater collection and treatment
3811 Collection of non-hazardous waste
3821 Treatment and disposal of non-hazardous waste
3900 Remediation activities and other waste management services
4321 Electrical installations
4322 Sanitary installations, heating and air conditioning works
4329 Other construction installation
4511 Sale of cars and light motor vehicles (< 3.5 tons)
4519 Sale of other motor vehicles
4520 Maintenance and repair of motor vehicles
4671 Wholesale of solid, liquid and gaseous fuels and related products
4676 Wholesale of other intermediate products
4677 Wholesale of waste and scrap
4690 non-specialized wholesale trade
4711 Retail sale in non-specialized stores, with predominant sale of food, beverages or tobacco
4719 Retail sale in non-specialized stores with predominant sale of non-alimentary products
4721 Retail sale of fresh fruits and vegetables in specialized stores
4722 Retail sale of meat and meat products in specialized stores
4723 Retail sale of fish, crustaceans and mollusks in specialized stores
4724 Retail sale of bread, cakes, flour and sugar confectionery in specialized stores
4730 Retail sale of automotive fuel in specialized stores
4920 Freight rail transport
4939 Other passenger land transport n.e.c.
4941 Freight transport by road
5210 Warehousing and storage
5221 Service activities incidental to land transportation
5224 Cargo handling
5229 Other transportation support activities
5510 Hotels and similar accommodation
5520 Short-stays and vacation accommodation facilities
5590 Other accommodation services
5610 Restaurants
5629 Other food services n.e.c.
5829 Editing activities of other software products

6110 Wired telecommunications activities
6120 Wireless telecommunications activities
6203 Computer facilities management activities (administration and operation)
6209 Other information technology and computer service activities
6311 Data processing, web hosting and related activities
6810 Buying and selling of own real estate
6820 Renting and operating of own or leased real estate
7112 Engineering activities and related technical consultancy
7120 Technical testing and analysis
7219 Research - Development on natural sciences and engineering
7711 Renting and leasing of cars and light motor vehicles
7712 Renting and leasing of cars and heavy motor vehicles
7721 Renting and leasing of recreational and sports goods
7732 Renting and leasing of construction and civil engineering machinery and equipment
7733 Renting and leasing of office machinery and equipment (including computers)
7739 Renting and leasing of other machinery, equipment and tangible goods n.e.c.
8299 Other business support service activities n.e.c.
8559 Other forms of education n.e.c.
8610 Hospital assistance activities
8690 Other human health activities
9311 Operation of sports facilities
9329 Other leisure and fun activities n.e.c..

CHAPTER III SHARE CAPITAL, STOCKS

Art. 8 The Share Capital

- (1) The total share capital of “CONPET” S.A. amounting 28,569,842.40 Lei is subscribed and entirely paid-up.
- (2) The share capital of the company is divided into 8,657,528 nominative shares issued in dematerialized form, 3.3 Lei nominal value each.
- (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, represented 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%

Art. 9 Increase or Decrease of Share capital

- (1) The share capital may be decreased or increased based on the Resolution of the Extraordinary General Meeting of Shareholders, under and in compliance with the procedure stipulated by law.
- (2) The Extraordinary General Meeting of Shareholders shall decide upon the augmentation of the share capital, in compliance with the legal provisions in force at the date of the augmentation thereof.
- (3) The share capital could be augmented by:
 - a) The issue of new shares;
 - b) Augmentation of the nominal value of the existing shares;
 - c) Incorporation of reserves, except for the legal reserves, as well as of the benefits and share premiums;
 - d) Compensation of certain liquid debts exigible to the company, by shares thereof;
 - e) Other sources, set by the General Meeting of Shareholders or Board of Directors, as the case may be, as per the law;
- (4) The Resolution of the Extraordinary General Meeting of Shareholders for the augmentation of the share capital shall be published in the Official Gazette of Romania, Part. IV, being granted, for the exercise of the right of first refusal, at least one-month deadline, starting the publishing date.
- (5) The reduction of the share capital is being made under the law.
- (6) The share capital could be reduced by:
 - (a) The diminution of the number of shares;
 - (b) Reduction of the nominal value of shares;
 - (c) Acquirement of own shares, followed by the cancellation thereof;
 - (d) Other processes stipulated by law;
- (7) The reduction of the share capital can be done only following two months as of the date of publishing in the Official Gazette of Romania Part IV, of the Resolution of the Extraordinary General Meeting of Shareholders, as per the legal provisions.
- (8) If the Board of Directors establishes that, following certain losses established based on the annual financial statements approved as per the law, the net asset of the company, determined as a difference between total assets and total liabilities thereof, lowered to less than half the value of the subscribed share capital, then the Board will convene immediately the Extraordinary Meeting of Shareholders, to decide upon the dissolution of the company.
- (9) The Board of Directors will present to the Extraordinary Meeting of Shareholders convened as per the here-above paragraph, a report regarding the patrimonial situation of the company, accompanied by observations of the internal auditors. This report must be submitted to the company headquarters by at least one week prior to the General Meeting, as to be consulted by any interested shareholder.
- (10) If the General Meeting does not decide upon the company dissolution, then the company is bound, up to the end of the financial year previous to the one the losses have been ascertained in relation hereto, to proceed to the reduction of the share capital by an amount at least equal to the amount of the losses that could not be covered from reserves, if all this time, the company net asset was not restored up to a value level that equals at least half the share capital.

Art. 10 The Shares

- (1) The rights and liabilities related to the shares held by the shareholders stipulated at Art. 8, Para. (3), are being exercised by the respective owners.
- (2) The company shares are nominative and comprise all the elements stipulated by law. The nominal value of one share is 3.3 Lei. 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.
- (3) The shares are being recorded in the Shareholders' Registry in book-entry form. The certification of the property right over shares is being made by way of a statement of account.
- (4) The shares issued by the company may be subject to usufruct or may be pledged, under the law.
- (5) The trading of shares is being performed on the securities regulated market, as per the legislation in force regarding the capital market.
- (6) The company may acquire own shares under the law.
- (7) The "CONPET" S.A. employees have the right to purchase company shares from the State, up to the limit of the share capital set by the general meeting of shareholders and at the same selling price of the shares in case of privatization.

Art. 11 Bonds

- (1) The company can issue bearer or nominative bonds, for an amount that is to be approved in the Extraordinary General Meeting of Shareholders.
- (2) The amount for which can be issued bonds should not exceed three quarters (3/4) of the paid-up share capital existing as per the latest approved financial statements.
- (3) The nominal value of one bond cannot be smaller than 2.5 Lei and the nominal value convertible in shares should equal the nominal value of the share.
- (4) The bonds, part of the same issue must be equal in value and grant equal rights to their holders.
- (5) The shares may be issued in a material form, on paper form or in dematerialized form.
- (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 exchange.
- (7) The bond holders may be represented by authorized agents, other than the company administrators, directors or employees.
- (8) The company is authorized to issue bonds, under the law.

Art. 12 The Rights and Liabilities incurred by the Shares

- (1) All shares have equal value and guarantee equal rights and liabilities to their holders.
- (2) Every subscribed and paid-up share, as per the law, guarantees the right to vote in the General meeting of Shareholders, the right to elect and be elected within the governing bodies, the right to take part to the distribution of dividends as per the provisions of this Articles of Incorporation and legal provisions, as well as other rights stipulated by law and the Articles of Incorporation.
- (3) The holding of shares involves the as of right acceptance of the Articles of Incorporation.
- (4) The rights and liabilities corresponding to the capacity of share holder observes the legal regime of the shares at their passing to other persons' property.
- (5) The company liabilities are guaranteed with the company's assets, representing the general pledge of the company creditors, and the shareholders are liable in connection therewith, limited to the subscribed share capital.
- (6) The company's Asset cannot be subject to debts or other personal liabilities of the shareholders. Any shareholder's creditor may issue claims against the party out of the receivable benefits of the shareholder, following the approval of the annual balance sheet or any stake due to him upon the company liquidation, made under the law and this Articles of Incorporation. The creditors may,

though, garnish, during the company life, the stakes that would be due to the associates upon liquidation or may sequestrate and sell the shares to their debtor.

- (7) The shareholders have the right to be given correct and complete information regarding the company status in the General Meeting of Shareholders. In case of the issue of new shares, the existing shareholders benefit from the right of first refusal upon subscription, under the law.

Art. 13 Disposal of Shares

- (1) The company shares are indivisible.
- (2) In any relationship with the company, this one acknowledges one or more owners for every share. Whenever a nominative share becomes property of more persons, the conveyance shall not be recorded unless these persons nominate one representative to exercise the rights resulting from the share.
- (3) The ownership right over the shares issued in dematerialized form and traded on the regulated securities market shall be submitted in compliance with the legislation regarding the capital market.
- (4) The direct transactions will be operated by Depozitarul Central S.A. Bucharest.
- (5) The Company shares related transactions shall be made as per the legislation in force applicable to the organized securities markets.

CHAPTER IV THE GENERAL MEETING OF SHAREHOLDERS

Art. 14 The Representation

- (1) The majority shareholder of “CONPET” S.A. is the Romanian State. The rights and duties of the Romanian State, acting as majority shareholder, shall be exercised, within the General Meetings of Shareholders, by the line ministry coordinating the company business, by way of specific normative acts, by specially designated representatives, as per the legal provisions.
- (2) The Romanian State representatives in the General Meeting of Shareholders are being nominated and revoked by order of the line ministry. The voting right of the State representative in the General Meeting of Shareholders “CONPET” S.A. will be exercised based on the special power of attorney submitted to the company in compliance with the legal provisions regarding the capital market and the other applicable regulations, the special empowerment being likely to be accompanied by an Order of the line minister/instruction for the General Meeting.

Art. 15. Duties

- (1) The General Meeting of Shareholders is “CONPET” S.A. management body, who decides upon the company business and trade and economic policy, as per the option of the shareholders present or represented during the meeting;
- (2) The General Meetings of Shareholders are ordinary and extraordinary.
- (3) The Ordinary General Meeting of Shareholders meets at least once a year, in no more than 4 months as of the conclusion of the financial year and has the following competencies, duties and functions:
 - a) Discuss, approve or modify the annual financial statements, based on the administrators’ or the financial auditor’s report;
 - b) Elects and revokes the administrators as per the law;
 - c) Approves the administration plan issued and presented by the Board of Directors, as well as the revision thereof;
 - d) Appoints or revokes the financial auditor and sets the minimum duration of the financial auditing contract;

- e) Sets the remuneration level and any other amounts and advantages due to the administrators for the current financial year, as well as the general limits of the remuneration of the Director General;
- f) Approves the Organizational and Operational Rules and Regulations governing the Board of Directors and sets-out the competencies thereof;
- g) Approves the income and expenditure budget (Rom. BVC) and the investment program for the next financial year, as well as the BVC rectification;
- (h) Approves the profit distribution as per the provisions of the normative acts in force and the fixing of dividends;
- (i) Passes judgments over the administrators management and the means to recover the losses they have caused to the company;
- (j) Decides upon pledging, leasing or dissolution of one or several company units;
- (k) Fulfills any other duty, set under the law, as being borne by them.

(4) The Extraordinary General Meeting reunites whenever necessary in order to decide upon:

- a) Changing the legal form of the company;
- b) Changing the location of the company headquarters;
- c) Changing the scope of activity of the company;
- d) Establishment or disestablishment of subsidiaries;
- e) Extending the company's life;
- f) Augmentation of the share capital;
- g) Reduction of the share capital or replenishment thereof by issue of new shares;
- h) Merger with other companies or division thereof;
- i) Anticipated dissolution of the company;
- j) Conversion of the shares from one category into another;
- k) Conversion of a category of bonds into another or into shares;
- l) Bonds issuance;
- m) Amendment of the nominal value and number of shares;
- n) Decides upon the contracting of average and long term bank loans, here-included the external ones; establishes the competencies and level for contracting the current bank loans, of the trade loans, as well as the level of the guarantees;
- 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;
- p) May delegate to the Board of Directors the execution of the attributions mentioned at Art. 15, paragraph (4), letters b), c) and f). The delegation of the task stipulated at Art. 15, paragraph (4) letter c) cannot concern the main business area and core business of the company.
- q) Decides on what market are to be traded the securities issued by the company and chooses the authorized independent registrar that keeps record of the shares issued by the company;
- r) Any other amendment of the Articles of Incorporation, or any other Resolution for which is being asked the approval of the Extraordinary General Meeting of Shareholders.

Art.16 Call of the General Meeting of Shareholders

- (1) The General Meeting of Shareholders is being convened by the Board of Directors, whenever necessary.
- (2) The call of the General Meeting of Shareholders shall comply with the legal provisions regarding the companies, as well as the regulations regarding the capital market and provisions of this Articles of Incorporation. The meeting deadline cannot be less than 30 days as of the publishing of the Convening Notice in the Official Gazette of Romania, part IV.

- (3) The convening notice shall comprise the venue, date and time of the meeting, as well as the Agenda, with the explicit mention of all the issues that shall make the object of the meeting debates. Equally, the convening notice shall comprise the reference date, the proposal of the Board of Directors regarding the registration date, ex-date and the due date for dividends payment. Where on the Agenda is being entered the election of the administrators, the Convening Notice will mention also the due date up to which may be submitted the candidacies, as well as the fact that the list comprising information regarding the name, place of domicile and professional qualification of the persons proposed for the administrator capacity is made available to the shareholders who can consult and complement it. The convening notice will mention the means to distribute the information regarding the issues included on the Agenda of the General Meeting of Shareholders, as well as the date as of which they will be available, the means of obtaining the special empowerment form for representation in the general meeting, the limit date and place where will be submitted the special empowerments. When on the Agenda are included proposals for the amendment of the Articles of Incorporation, the Convening Notice should comprise the full text of the proposals.
- (4) By way of the Convening Notice for the first general meeting could be set the date and time for the second meeting, for the situation when the first one could not be held. If the day of the second general meeting is not mentioned in the convening notice, the meeting could be convened in 8 days as of the publishing of the second call in the Official Gazette of Romania, part IV.
- (5) The Board of Directors calls urgently the general meeting of shareholders, at the request of the shareholders representing, individually or together, at least 5% of the share capital and if the request comprises provisions that fall under the attributions of the general meeting. The meeting will be convened in no more than 30 days and shall take place in no more than 60 days as of the date of the receipt of the request.
- (6) One or more shareholders representing, individually or collectively, at least 5% of the share capital have the right to ask the inclusion of new items on the Agenda. The requests are being filed to the Board of Directors, in no more than 15 days as of the convening notice publishing date, for publishing thereof and bringing to the attention of the other shareholders. In case the Agenda comprises the appointment of the administrators and the shareholders are willing to formulate application for candidacies proposals, the requests shall include information regarding the name, place of domicile and professional qualification of the persons proposed for the said positions. The Agenda completed with the items advanced by the shareholders, subsequent to call, must be published by the observation of the same requirements stipulated for the call of the general meeting, by at least 10 days prior to the general meeting, at the date mentioned in the initial convening notice.
- (7) The annual financial statements, the annual report of the Board of Directors, as well as the proposal regarding the distribution of dividends shall be made available to the shareholders at the company headquarters, as of the call date of the general meeting. The company shall make available to the interested shareholders, all along the period starting at least 30 days prior to the date of the general meeting, no later than and inclusive of the meeting date, the documentation and informative materials that are to be exposed to the general meeting of shareholders, corresponding to every item on the Agenda, as well as other information stipulated by Law. Upon request, the shareholders will be issued copies of these documents. The amounts levied for the issue of copies cannot exceed the administrative expenses triggered by the supply thereof.
- (8) Every shareholder may address to the Board of Directors, in writing, questions regarding the company business, prior to the date of the general meeting, within the time frame stipulated in the convening notice of the general meeting; an answer is to be given during the meeting.

Art. 17. Organization of the General Meeting of Shareholders

- (1) For the validity of the deliberations of the ordinary general meeting of shareholders, are necessary:
- (a) In first call, the presence of the shareholders (here-included the votes by correspondence) representing at least half (1/2) of the total number of voting rights and the resolutions be taken with the majority of expressed votes.

- (b) In second call, notwithstanding the number of the shareholders present or represented and the value of the represented share capital and resolutions be taken with majority of expressed votes.
- (2) For the validity of the deliberations of the extraordinary general meeting of shareholders, are necessary:
 - a) In first call, the presence of the shareholders (inclusive of the correspondence votes) representing at least half (1/2) of the total number of voting rights;
 - b) In second call, the presence of the shareholders representing at least one third (1/3) of the total number of voting rights;
 - c) The resolutions are made with the majority of the votes held by the present or represented shareholders, both in first call and second call;
 - d) The resolution to amend the company's core business, to reduce the share capital, augment in cash the share capital, change the legal form, merge, divide or dissolve the company are being made by a majority of at least two thirds (2/3) of the voting rights held by the present or represented shareholders.
- (3) By way of derogation from the above provisions, the following resolutions of the extraordinary general meeting of shareholders shall be made by the vote of the shareholders representing at least three quarters (3/4) out of the share capital of the company, in first call or any other subsequent call, as follows:
 - a) The resolutions regarding the bond issue;
 - b) Waiving the right of first refusal of the shareholders upon the subscription of new shares in case of the share capital augmentation in cash;
 - c) The share capital augmentation in kind.
- (4) The general meeting of shareholders is opened and presided by the chairman of the Board of Directors or in absence thereof, by the person substituting him. The general meeting shall elect, from the shareholders present, up to three secretaries that will check the attendance list for the shareholders, pointing out the share capital every person represents, the protocol prepared by the internal auditor and the technical secretariat of the meeting to ascertain the fulfilment of all formalities required by law and the Articles of Incorporation for holding the session.
- (5) A protocol, signed by the President and the Secretary, is to ascertain the fulfilment of the summoning formalities, the date and venue of the general meeting, the present shareholders, the number of shares, the summaries of the argumentation, the resolutions made, and upon the request of the shareholders, the statements they took during the meeting. The protocol will be attached the documents regarding the first call as well as the shareholders' attendance lists.

The protocol shall be consigned in the registry of the general meeting, which is sealed and stamped.
- (6) The Chairman of the Board of Directors may nominate, out of the company employees, one or more technical secretaries, to take part to the execution of the above mentioned operations and also to the drafting and signing of the minutes of the meeting.
- (7) At the ordinary and extraordinary general meetings of shareholders, where are being discussed issues regarding the work relations with the company personnel, shall also be invited the President of the Union.

Art. 18 Exercising the Right to Vote during the General Meeting of Shareholders

- (1) The resolutions of the general meetings are taken in open vote.
- (2) At the proposal of the person presiding the general meeting, or of a group of present or represented shareholders, holding at least (1/3) of the total number of votes, could be decided that the vote be secret in other cases as well, other than those stipulated by law.

- (3) The secret vote is compulsory for the election of the members of the Board of Directors and financial auditor, for the revocation thereof and for making the resolutions regarding the responsibility of the members of the company administration, management and control bodies.
- (4) The voting right cannot be transferred. Any convention otherwise specified is null.
- (5) At the meeting may take part and vote exclusively the shareholders registered at the Reference Date, in person or by representatives, based on a special or general empowerment, as per the legal provisions. The shareholders may also vote by correspondence, in compliance with the procedure mentioned in the convening notice of the general meeting and the applicable legal provisions.
- (6) The shareholders lacking exercise capacity, as well as the shareholders legal persons may be represented by their legal representatives who, in their turn, may empower other persons for that general meeting.
- (7) In case of the vote by representation, the special/general empowerments and the accompanying documents shall be submitted to the company, at least 24 hours prior to the general meeting, under the sanction of losing the right to exercise one's voting right during that meeting. The special/general empowerments can also be submitted electronically, with the electronic signature included/attached. The Protocol shall include a mention regarding the received empowerments.
- (8) The members of the Board of Directors, the Director General or the company employees can not represent the shareholders, under the sanction of nullity of the Resolution if, in absence of the vote thereof, would not have been obtained the requested majority.
- (9) The Director General and the members of the Board of Directors are bound to take part to the general meetings of shareholders.
- (10) In order to be opposable to third parties, the resolutions of the general meetings shall be submitted in 15 days to the Trade Register Office in order to be recorded in the log-book and published in the Official Gazette of Romania, Part. IV.
- (11) Following every amendment of the Articles of Incorporation, the administrators shall file, at the Trade Registry, in no more than 15 days, the amendment and the full text of the Articles of Incorporation, updated with all amendments, which will be recorded pursuant to the resolution of the delegated judge.
- (12) The resolutions made by the general meetings of shareholders within the Law and this Articles of Incorporation are binding even for the shareholders that did not attend the meeting or voted against.
- (13) The resolutions of the general meeting of shareholders which are not compliant with the law or the Articles of Incorporation may be filed to Court, under the conditions and in compliance with the procedure stipulated by Law.
- (14) The shareholders that did not vote in favor of a resolution of the general meeting regarding the amendment of the core business, the merger or division of the company, the relocation of the company headquarters overseas or changing the company form, have the right to withdraw from the company under the law.
- (15) The members of the Board of Directors cannot challenge the resolution of the general meeting regarding the revocation thereof from the respective positions.

- (16) The petition will be dealt with in contradiction with the company represented by the Board of Directors.
- (17) If the resolution is challenged by all members of the Board of Directors, the company will be represented in justice by a person appointed by the President of the Court from among its shareholders, a person that is to fulfil the mandate vested in him, until the general meeting, called for this purpose, nominates a representative.
- (18) The resolutions of the ordinary general meeting of shareholders shall be signed by the president of the meeting, the technical Secretariate and by the shareholder or shareholder's representative holding the majority of expressed votes.
- (19) The resolutions of the extraordinary general meeting of shareholders shall be signed by the president of the meeting, the technical Secretariate and by the shareholder or shareholder's representative holding the majority of votes held by the presented or represented shareholders.

CHAPTER V ABOUT THE COMPANY ADMINISTRATION

Art. 19 Organization

- (1) The company is administered by a Board of Directors made of 7 administrators, elected by the ordinary general meeting of shareholders for a period of 4 years, with possibility to be re-elected for new periods of 4 years. The administrators may be acting as shareholders. So that the nomination of an administrator be legally valid, the person nominated must expressly accept it.
- (2) The surname, forename, place and date of birth, domicile and citizenship of the administrators are included in Annex 1 to this Articles of Incorporation.
- (3) The Board of Directors is presided by a Chairman. The Chairman is elected by the Board of Directors, from among its members. The revocation from the capacity of Chairman of the Board of Directors is still the attribute of the Board of Directors. The resolution regarding the nomination or revocation thereof is being made by the vote of the majority of the Board of Directors' members.
- (4) In case of vacancy of one or several administrator positions, the Board of Directors proceeds to the nomination of some provisional administrators, up to the reunion of the ordinary general meeting of shareholders.
- (5) At the Board of Directors level is being constituted the Audit Committee and the Nomination and Remuneration Committee, binding, as per the legal provisions in force. The Board of Directors may also constitute, based on resolution, other consultative committees, in various activity areas, as per the needs and management strategy of the company. The Consultative Committees are made of at least two members, one of them being charged with the Presidency thereof. The consultative committees meet whenever necessary, at the Chairman's call, and the proposals/recommendations formulated by the Board of Directors (for the substantiation of the decision-making thereof) are being adopted by the majority of expressed votes. The duties and responsibilities of the consultative committees are being set by the Board of Directors.
- (6) Cannot be administrators the persons who, as per the law, are incapable or have been convicted for fraudulent management, breach of trust, forgery, use of forgery, fraud, speculation, false testimony, bribery, for the delinquencies provided by the Law no. 656/2002 for the prevention and penalization of money laundering, as well as for the settlement of several prevention and refutation measures related to the terrorist acts, subsequent amendments and completions, for the delinquencies provided at art. 143 - 145 from the Law no.85/2014 regarding the insolvency prevention and insolvency procedures.

- (7) The Chairman of the Board of Directors of the company may not also be Director General thereof.
- (8) The Board of Directors usually meets at the company headquarters, any other company work site or at any other place communicated by way of call. May be organized operational meetings of the Board of Directors by means of remote communication that meet the technical conditions necessary to identify the participants, the effective participation thereof to the Board of Directors meetings and forwarding of the deliberations on ongoing basis (via e-mail, telephone, video-call or any other communication equipment), whenever necessary, but at least once at 3 months, at the Chairman's call or at the substantiated request of 2 of the members of the Board or of the Director General. The Board is being presided by the Chairman. In case the Chairman is temporarily incapable of exercising his duties, all along that period, the Board of Directors can charge another administrator with the fulfillment of the Chairman capacity. The Board is also convened, at the substantiated request of at least two administrators or the Director General. In this case, the Agenda is being set by the authors of the request. The Chairman is bound to respond to such a request.
- (9) The Board of Directors cannot decide upon certain issues that are not included in the Agenda, except for the emergencies. In order to decide upon the emergencies, the absent members will also be consulted, by various remote communication devices.
- (10) The Chairman will decide on the emergency nature of the issues.
- (11) The Board of Directors performs its activity based on its own regulation and the legal regulations in force.
- (12) For the validity of the resolutions is necessary the presence (directly or by representation) of at least five members of the Board and the resolutions 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.
- (13) The Members of the Board of Directors can be represented at the meetings of the respective body exclusively by other members thereof. A present member can only represent a single absent member.
- (14) In case of resolutions made during the meetings where a member of the board did not participate, the latter remains liable, if, within 30 days of acknowledgment thereof he did not challenge it in the forms provided by the law.
- (15) The Agenda is set 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 Protocol shall comprise the name of the participants, the order of the deliberations, the resolutions made, the number of votes cast and separate opinions. This will be signed by the Chairman of the Board of Directors and by the BoD Secretariate, and the one recorded in the Journal of the Meetings and BoD Deliberations shall be signed by the other administrators too. The BoD Secretariate is off the Board of Directors, the activity thereof being performed by the personnel within the BoD and GMS Secretariat Bureau.
- (16) In exceptional circumstances, motivated by the emergency of the situation and the company's interest, the resolutions 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 authorized capital.
- (17) At the meetings will participate the Chairman and the members of the Board of Directors. As the case may be, when he considers necessary, for additional information, the Chairman of the Board of Directors may invite to 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 labour agreements. The articles contained in the Resolution of the Board of Directors regarding the professional, economic and social issues will be communicated in writing to the Union's President within two working days as of the meeting date.

- (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.
- (19) The Board of Directors is charged with the fulfillment of all the papers necessary and useful for the achievement of the company's core business, except for those set apart by the law for the general meeting of shareholders.
- (20) The Administrators are jointly liable against the company for:
 - a) the reality of payments made by the associates;
 - b) the real existence of the paid dividends;
 - c) the existence of the registries required by the law and the proper holding thereof;
 - d) the exact fulfillment of the general meetings resolutions;
 - e) the strict performance of the duties that the law and the Articles of Incorporation impose.
- (21) The administrators' liability is being regulated by the legal provisions regarding the mandate as well as by the special provisions stipulated by the Companies Law no. 31/1990.
- (22) The administrators and their immediate successors are jointly liable if, being aware of the irregularities committed, fail to inform the internal auditors and the financial auditors in relation thereof.
- (23) The liability for the deeds or the omissions performed does not extend over the administrators who have caused to consign, in the BoD Protocols Journal, their objection and have informed in writing the internal auditor and the financial auditor thereupon;
- (24) If the administrators ascertain that, following various losses, the net asset, determined as a difference between the company's total assets and liabilities, represents less than half of the value of the share capital, they convene the extraordinary general meeting of shareholders, in order to decide upon the replenishment of the share capital, the decrease thereof to the remaining value or the company dissolution.
- (25) The members of the Board of Directors may be revoked by the resolution of the general meeting of shareholders and the Director General based on the Board of Directors Resolution.
- (26) The Board of Directors members shall conclude professional liability insurance, the exchange value thereof being borne by „CONPET” S.A., under the Law.
- (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.

Article 20 Powers of the Board of Directors

- (1) The Board of Directors' powers are being set pursuant to the Articles of Incorporation of the company, the Romanian law, as well as pursuant to other attributions set by the general meetings of shareholders as falling under the responsibility thereof, respectively, in particular, the followings:
 - (a) Calls the general meetings of the company and sets the agenda, while endorsing the meeting documentation;
 - (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 contingent regulations;

- (c) Concludes legal deeds in the name and on behalf of the company, based on which to acquire goods for the company or dispose, lease, change or enter a lien over the goods to be found in the Company's Assets, where the value thereof exceeds half the book value of the company assets at the conclusion of the juristic act, exclusively by way of approval of the Extraordinary General Meeting of Shareholders.
- (d) Submits to the internal auditors and the financial auditor, by at least 30 days prior to the day of the general meeting, the annual financial statements for the preceding financial year, accompanied by the administrators' report and the supporting documents;
- (e) Recommends for approval to the ordinary general meeting of shareholders, subsequent to the end of the financial year, on an annual basis, the financial statements for the preceding year accompanied by the administrators' report regarding the company activity and the financial auditor report;
- (f) Recommends for approval to the ordinary general meeting of shareholders the company's Income and Expenditure Budget (Rom. BVC) and the investment program for the following financial year, as well as the BVC rectification; approves the revision of the investment program within the same values; approves the current repairs program and revision thereof;
- (g) Approves the Collective Labour Agreement at company level;
- (h) Approves the organizational structure and the related personnel structure, the Organizational and Operational Rules and Regulations and the Internal Rules of the company;
- (i) Drafts the administration plan and recommends it for approval in the ordinary general meeting of shareholders, within 90 days as of the appointment of the administrators under the conditions set out in the GEO no. 109/2011.
- (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 Directors will delegate the company management to one of their executive directors.
- (k) Oversees the activity of the Director General in what concerns the company management, here-included the carry-out of the company business;
- (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 fulfilment thereof; approves the global degree of fulfilment of the objectives and performance criteria of the Director General for the previous year, correlated with the financial statements of that financial year;
- (m) Sets the main business directions and approves the strategies and development policies of the company;
- (n) Sets the accounting policies and the financial control system and approves the financial planning;
- (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.;
- (p) Proposes the shareholders on what market are to be traded the securities issued by the company and chooses the authorized independent registrar holding evidence of the shares issued by the company;
- (q) Requests and receives reports from the internal audit of the company;

- (r) Files the request for the opening of the insolvency procedure as per Law no. 85/2014 regarding the insolvency prevention and insolvency procedures;
 - (s) Is charged with the fulfillment of all the papers necessary and relevant for the achievement of the company's core business, except for those set apart by the law for the general meeting of shareholders.
 - (t) Engages current bank loans and trade credits, in compliance with the competencies and level of contracting set by the general extraordinary meeting of shareholders and approves the issue of the guarantees;
 - (u) Approves the proposals regarding the global strategy for development, revamping, modernization, economic-financial restructuring of the company;
 - (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.
 - (w) Approves the management plan drafted and carried forth by the Director General, in 90 days as of the nomination thereof under the provisions of GEO no. 109/2011 regarding the corporate governance of the public enterprises.
 - (x) Submits biyearly, within the ordinary general meeting of shareholders, a report on the administration activity, also including information regarding the execution of the contract of mandate of the Director General, details regarding the operational activities, to the company's financial performance and the biyearly accounting reports of the company.
 - (y) Presents to the ordinary general meeting of shareholders approving 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 Director General during the previous financial year, a report structured according to the provisions of GEO no. 109/2011 regarding the corporate governance of the public enterprises.
 - (z) Approves the establishment or disestablishment of sub-units (secondary establishments, work sites, branches, agencies, representatives or other sub-unit types bearing no legal personality), located in the same locality and/or in other localities, in the country and abroad;
- (2) Under the sanction of nullity, the administrators or the Director General may, on their own behalf, alienate, namely acquire goods to or from the company with a value exceeding 10% of the value of the company net assets, only after having obtained the approval of the extraordinary meeting of shareholders, under the conditions stipulated by the Companies Law no. 31/1990.
 - (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.
 - (4) The Board of Directors keeps the company representation capacity in the relations with the Director General.

CHAPTER VI THE DIRECTOR GENERAL

Art. 21 Duties and Rights of the Director General

- (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;
- (2) The Director General of the company has the following main duties:
 - (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;
 - (b) Prepares the annual draft report, the draft income and expenditure budget and the planned works programme and submits them to the Board of Directors;
 - (c) Observes the reporting liabilities set by the regulations in force regarding the capital market and the provisions of GEO no. 109/2011 regarding the corporate governance of the public enterprises, as well as all the other applicable legal provisions;
 - (d) Drafts the company development and marketing strategies and policies and submits them for approval to the Board of Directors; applies the strategy, the company development and marketing strategies and policies set by the Board of Directors;
 - (e) Prepares projects and business plans and submits them to the Board of Directors for approval;
 - (f) Prepares the Organizational and Operational Rules and Regulations governing the company, the draft organizational structure and personnel structure and submits them to the Board of Directors for approval;
 - (g) Organizes, coordinates and makes all necessary diligence to enforce the strategies and policies approved by the Board of Directors; approves the documents of normative nature and the Rules regulating the activity of the company;
 - (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;
 - (i) Negotiates the individual labor agreement of the employees;
 - (j) Sets the attributions, competencies and responsibilities incurred by way of the job description, for the organizational positions that fall under his direct subordination;
 - (k) Provides the fall within the wage fund figure contained in the approved income and expenditure budget, by the achievement of the productivity indicators.
 - (l) Oversees the fulfilment of the company income and expenditure budget provisions;
 - (m) Sets the performance criteria and objectives for the executive directors, monitors the degree of achievement thereof and assesses the activity of the executive directors in terms of fulfilment of the duties contained in the job description;
 - (n) Is bound not to disclose data and information he has access to regarding the company and activity thereof. This liability is bound to him also following the termination of his mandate, for a period of 5 years. Moreover, they must also comply with the regime of the side information stipulated in Law no. 297/2004 regarding the capital market and in the contingent regulations.
 - (o) Asks the executive directors, to provide to him, on a monthly basis or whenever necessary, activity reports that are to be presented to the Board of Directors;
 - (p) Has right of signature and specimen signature in bank (signature I) and decides upon the company expenditure and revenues; these duties may be delegated, in case of impossibility to exercise them, to other persons within the company, by the resolution of the Board of Directors, this one nominating the persons with signature powers type I and II and substitutes thereof;
 - (q) Notifies the Board of Directors on all irregularities found during the fulfilment of his duties;

- (r) Negotiates and concludes the Collective Labour Agreement, in the name and on behalf of the company, in the form approved by the Board of Directors;
 - (s) Acts as representative of the company in relation to third parties;
 - (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;
 - (u) Concludes sales and procurement of goods contracts, 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;
 - (v) May empower the executive directors or any other employee, to exercise any kind of duties falling within his competence, in terms of both company activity, as well as regarding his representation in relation to other authorities, public institutions, natural or legal persons, in justice, etc. as the case may be;
 - (w) Signs the reports for the shutdown of the fixed assets/ end of life of the inventory objects, downgrade of the material goods, where this competence is being delegated to him by the Board of Directors;
 - (x) Endorses the materials on the Agenda of the Board of Directors meetings;
 - (y) Organizes and leads a Steering Committee formed of the executive directors. The Director General may call at the meetings employees holding management positions or operating personnel within the company and, as the case may be, when being debated professional, economic, social issues, may also invite the President of the Union.
 - (z) Any of the administrators may require to the Director General 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.
- (3) The Director General of the company has the following rights:
- (a) To settle, based on the substantiation documents, the accommodation expenses, the per diem payments, the transport and other expenses, for the travel assignments in the country and overseas, within the limits set by the income and expenditure budget for these expenses;
 - (b) To be granted the transport by company vehicle (with driver or personal drive) to fulfil his duties.
 - (c) To hold professional liability insurance, the exchange value thereof being borne by CONPET S.A., under the law;
 - (d) To take the annual leave corresponding to every calendar year;
 - (e) To be provided a work place in compliance with his qualification, as well as other rights as per the legal provisions, at the end of the mandate;
 - (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.
- 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).

Art. 22 Duties of the Executive Directors

- (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.

- (2) The executive directors are liable against the company in case they fail to fulfil their duties and in case of non-compliance with the applicable legislation.

CHAPTER VII COMPANY MANAGEMENT

Art. 23 The Audit

A. The Financial Auditor

- (1) The financial statements of the company shall be audited by the financial auditors, natural or legal persons, under the law.
- (2) The financial auditors are elected by the general meeting of shareholders and they carry on their activity based on the contract concluded with the company. The identification data of the auditors are being revealed in Annex 1 to this Articles of Incorporation.
- (3) The general meeting may approve the annual financial statements only if they are accompanied by the report of the financial auditor.
- (4) The annual financial statements, together with the administrators' report and the financial auditor's report shall remain filed to the company premises during the 30 days preceding the general meeting, in order to be consulted by the shareholders.
- (5) The shareholders may ask the Board of Directors, on their expense, copies of the annual financial statements and the other reports stipulated at paragraph (4).
- (6) In order to exercise the right to control, the significant shareholders may be presented, upon request, data regarding the company activity, the statement of assets and liabilities, of profit and loss.
- (7) Approval of the annual financial statements by the general meeting does not impede the exercise of the liability proceeding against the administrators, directors or financial auditors;
- (8) The financial auditors are bound to survey the company management, to check whether the financial statements are legally prepared and in accordance with the book records, if the latter are regularly kept and the evaluation of the assets elements was made as per the rules set for the preparation and presentation of the financial statements.
- (9) The duties and functioning of the financial auditors of the company, as well as the rights and obligations thereof are being complemented with the legal provisions in the area.

B. The internal audit

- (1) The Company shall organize the internal audit as per the general legislation regarding the internal audit and methodological norms drafted by the Romanian Financial Audit Chamber in this purpose.
- (2) The general objective of the internal public audit in the public entities is represented by the improvement of the management thereof and can be reached, mainly by:
 - a) Insurance activities, representing objective examinations of the evidence, made in view of providing the public entities and independent assessment of the risk management, control and governance related-processes;
 - b) Counselling activities meant to bring plus value and improve the governing processes in the public entities, the internal auditor not undertaking management responsibilities;
- (3) The internal auditors shall inform the Board of Directors members on the irregularities found during the performance of the company business, as well as the breach of the legal provisions and Articles of Incorporation.
- (4) The entity performing the Internal Public Audit is distinctly constituted under the direct subordination of the Director General. The internal audit activity is being recurrently reported to the Board of

Directors, which analyzes and sets the necessary measures for a good organization and functioning of the company. The head of the Internal Public Audit Service is appointed/dismissed by the Director General, only by the opinion of the ministry under whose authority is “CONPET” S.A.. The Director General approves the annual internal public audit plan and the annual report of the internal public audit activity.

- (5) The competence of the internal public audit covers all the activities performed within the company for the fulfilment of the objectives thereof, here included the assessment of the management control system.

CHAPTER VIII COMPANY BUSINESS

Art. 24 The Financial Year

- (1) The financial year represents the period for which must be concluded the annual financial statements and coincides to the calendar year.
- (2) As per the provisions of the Accounting Law no. 82/1991, republished, the Board of Directors is bound to submit to the territorial units of the Ministry of Public Finances, in electronic form, being attached an extended electronic signature, the annual financial statements, the administrators' report and the financial auditors' report.
- (3) The company is bound to publish, in the Official Gazette of Romania, part. IV, a notice to confirm the filing of the documents stipulated in paragraph (2).

Art. 25 Company Personnel

- (1) The management and operating personnel is hired/nominated/dismissed/promoted/fired by the Director General;
- (2) The payment of wages and related taxes, of the social insurance rates, as well as of the other obligations to State and local budget shall be made as per the law.
- (3) The rights and obligations of the company personnel are being set by way of the Collective Labour Agreement, the Organizational and Operational Rules and Regulations and by own regulations.
- (4) The payment shall be made as per the legal legislation in force and provisions of the collective labor agreement.
- (5) Considering the business specificity, the company personnel concludes a non-disclosure agreement regarding the failure to submit/the non-disclosure of data and information they have become aware of during the labor contract execution, under the internal regulation, individual or collective labor agreement. The personnel must also comply with regime of the inside information stipulated in Law no. 297/2004 regarding the capital market and contingent regulations.

Art. 26 Depreciation of Fixed Assets

The Board of Directors approves, under the Law, the method to depreciate the tangible and intangible assets of the company's Asset.

Art. 27 Book-keeping and Financial Statements

The Company holds the book-keeping, in national currency, observing the conditions stipulated by the Romanian legislation in force.

The annual financial statements are prepared in compliance with the applicable accounting regulations and the accounting policies of the company.

Art. 28 Calculation and Distribution of Profit

- (1) The company profit is being set under the law based on the annual financial statements approved by the ordinary general meeting of shareholders.
- (2) Out of the company profit shall be taken-over, every year, within a 5% limit, an amount for the formation of the reserve fund, as per the legislation in the area, until it reaches at least the fifth part of the share capital.
- (3) The remaining profit following the payment of the income tax shall be distributed as per the resolution of the general meeting of shareholders.
- (4) Out of the company profit can be constituted funds for the modernization, research and development of new products, investments, repairs as well as other destinations set by the general meeting of shareholders.
- (5) The payments of dividends due to shareholders are being made by the company under the law following the approval of the financial statements by the general meeting and fixing the payment date, as per the legal provisions in force.
- (6) In case of loss registration, the general meeting of shareholders shall analyze the causes and decide accordingly, under the law.
- (7) Bearing the costs by the shareholders shall be made in proportion to the share capital contribution.

Art. 29. Company Registries

- (1) The Company will keep up-to-date, beyond the records stipulated by law the following registries:
 - (a) A Shareholders' Registry. The company contracts an Independent Registrar to keep the electronic record of the Shareholders Registry and log the registration and perform other relevant operations;
 - (b) A Journal of the meetings and general meetings deliberations;
 - (c) A Journal of the meetings and BoD deliberations;
 - (d) A registry of bonds, to show the total bonds issued and disbursed, as well as the bearers' first name, surname, place of domicile or headquarters, when the bonds are nominative. The evidence of the bonds issued in dematerialized form and which are being transacted on an organized market shall be held as per the law.
 - (e) A registry of the deliberations and findings made by the internal auditors, during the mandate execution thereof.
- 2) The administrators or, as the case may be, the Independent Registrars, are bound to make available to the shareholders the registry stipulated at letter a) and issue, upon request, a statement of account. Moreover, they are bound to make available for the shareholders and bonds bearers, under the same conditions, the registries stipulated at letters b) and d).

CHAPTER IX

AMENDMENT OF THE LEGAL FORM, DISSOLUTION, LIQUIDATION, LITIGATIONS

Art. 30 Amendment of the Legal Form

- 1) Amendment of the legal form of the company shall be made only based on the resolution of the extraordinary general meeting of shareholders and by the fulfilment of all formalities stipulated by law and this Articles of Incorporation.
- 2) The new company will fulfil all legal registration and advertising formalities requested at the companies' set-up.

Art. 31 The Company Dissolution

- 1) The company dissolution shall take place in the following situations:
 - a) Impossibility to achieve the company business scope;
 - b) Opening of the company bankruptcy procedure;
 - c) Declaration of the company nullity by way of a final and irrevocable Court judgment;
 - d) Losses due to which the net asset, determined as difference between total assets and company liabilities, represents less than half the share capital, after having consumed the reserves fund due to reasons that trigger no responsibility of any kind, unless the general meeting of shareholders agrees upon the restitution of the share capital or reduction thereof to the remaining amount;
 - e) Court Judgment, upon the request of any shareholder, for ground reasons, as well as the misunderstandings
 - f) between the shareholders, that impede the company operation;
 - g) Decrease of the number of shareholders below the minimum legal threshold;
 - h) Share capital reduction below the minimum imposed by the law;
 - i) Other causes stipulated by law or the Articles of Incorporation of the company.
- (2) The resolution to dissolve the company must be inscribed in the Trade Registry and published in the Official Gazette of Romania, part IV.

Art. 32 Company Liquidation

- (1) The company dissolution has as effect the opening of the liquidation procedure as per the legal norms, except for the merger or total division thereof.
- (2) The company liquidation and distribution of assets are made under and by observance of the procedure stipulated by law.

Art. 33. Merger and Division

The company's merger, respectively division take place based on the resolution of the extraordinary general meeting of shareholders, as per the applicable legal provisions.

Art. 34 Litigations

- (1) The company litigations with Romanian natural or legal persons are the jurisdiction of the Instance Courts in Romania, as per the Law.
- (2) The litigations arising from the contractual relations between the company and Romanian legal persons may be also settled through arbitration, as per the law.

**CHAPTER X
FINAL PROVISIONS**

Art. 35 Final Provisions

- (1) The provisions of this Articles of Incorporation are being complemented by the provisions of the GEO no. 109/2011 regarding the corporate governance of the public enterprises, of Law no. 31/1990 regarding the companies, of the Civil Code, Trade Code and of the legislation in force regarding the capital market.
- (2) This Articles of Incorporation was updated on 28.04.2022 following the amendments approved pursuant to the EGMS no. 1/ 28.04.2022, grounded on the Articles of Incorporation updated at 18.12.2018 and was concluded and signed in 3 (three) original counterparts.

**Chairman of the Extraordinary General Meeting of Shareholders' session
MIHAI - ADRIAN ALBULESCU**

Legal Department
Cornel BĂNICĂ

GMS Secretariat
Adina Modoran
Andreea Rusu

Subject to analysis and endorsement in the BoA meeting dated _____ and approval in the E.G.M.S. meeting dated _____

Endorsed,
THE BOARD OF DIRECTORS
By Decision no. _____ dated _____

Chairman
Board of Directors
Cristian-Florin Gheorghe

NOTE:

on the approval of the augmentation of the company's share capital, by the value of the land plots held based on 48 land ownership certificates

I. General aspects

As per the provisions of Art.15, Letter f of the Articles of Incorporation of CONPET S.A., the Extraordinary General Meeting of Shareholders has the competence to approve the augmentation of the share capital, under the conditions and in compliance with the procedure provided by the law.

II. Introduction

CONPET S.A. holds in the patrimony lands with total area of 554,537.61 sq.m lands held based on 48 land ownership certificates acquired during 2001-2005. These lands have been appraised according to GD 834/1991 and the Criteria of the Ministry of Finances no. 2665/1C/311/1992 regarding the settlement and appraisal of certain land plots held by the State-owned trade companies, to the amount of 26,708,233 RON. In compliance with the provisions of Article 6 of GD 834/1992 on the settlement and appraisal of certain land plots held by the State-owned trade companies, the lands have been included in the company' patrimony, without augmentation of the share capital.

In 2013, Prahova Court of Accounts performed an audit of the status of the public patrimony; subsequently, it disposed, by Decision No. 28/2013, the augmentation of CONPET share capital by the value of the lands for which have been obtained land ownership certificates, measure that has not been fulfilled up to date. In order to fulfill the measure, the Court of Accounts has extended, several times, the term initially established (30.09.2014), namely 30.06.2015, 31.08.2016, 31.03.2018, 30.06.2019 and 31.03.2020.

As per the provisions of Art. 12, Para 5 of Law no,137/2002 regarding some measures for accelerating the privatization. "In case the issuance of the land ownership certificate related to lands has not been followed, prior to privatization, by the proper augmentation of the share capital or if the certificate is issued after privatization, the share capital is rightfully augmented by the values of lands that will be considered contribution in kind of the state and an administrative-territorial unit, as the case may be, in exchange for which will be issued additional shares that will be rightfully reverted to the public institutions implied."

As per Art. 143 of GD no. 577/2002 regarding the approval of the Methodological Norms for the application of the Government Emergency ordinance no. 88/1997 on the privatization of the trade companies, subsequent amendments and completions, the value by which is being augmented the share capital is the value taken from the annexes to the land ownership certificate, re-updated by the revaluation coefficient set by the legislation in force.

As per the provisions of Art.87, Para (3) of Law no.24/2017 on the issuers of financial instruments and market operations, in case of an augmentation of share capital with contribution in kind there is the obligation to appraise the contribution in kind by the independent experts, as per Art.125 of Law no.31/1990.

On 24.09.2020, the Extraordinary General Meeting of Shareholders of the company CONPET S.A. approved, as per Art.215 of Law no.31/1990 the initiation of the operation related to the augmentation of CONPET S.A. Share capital, by the value of lands held based on the 48 land ownership certificates and the formulation of a request to the Trade Register Office near Prahova Court for the appointment of an authorized appraiser for the assessment of these lands, in view of augmentation of the share capital of CONPET S.A (Decision no.1/24.09.2020).

Pursuant to GMS Resolution, CONPET S.A. management has submitted to the Trade Register Office close to Prahova Law Court the request for the appointment of an expert valuer to draw an appraisal report related to the contribution in kind representing lands held based on 48 land ownership certificates.

By Resolution no.20080/03.12.2020, pronounced in File no.79267/02.12.2020, the Trade Register Office appointed as expert valuer Mr. Nițu Cornel, corporate member of the National Association of Authorized Romanian Valuers (Ro. ANEVAR), Prahova Branch, with authorization no.046414759. Based on the appointment resolution, CONPET has concluded with the valuer the services supply contract S-CA no.415/23.12.2020, having as scope the appraisal of the lands.

The expert valuer has performed the lands appraisal held based on the 48 land ownership Certificates and drafted the appraisal report registered at CONPET, with no.2049/18.01.2021.

III. The Augmentation of the Share Capital by the Value of Lands for which CONPET S.A. holds Land Ownership Certificates.

Article 215, Para (3) of Law no.31/1990 provides that, after the submission of the expert report, the extraordinary general meeting convened again, considering the experts' conclusions, may decide upon the augmentation of the share capital.

The summary of the appraisal of the contribution in kind to the share capital representing the lands included in the 48 land ownership certificates, in total surface of 554,537.61 sq.m (annex no.1) reveals the followings:

- the value of the lands established by the valuer in view of augmentation of the share capital is of **63,882,389 RON**;



•the value is being established pursuant to Art.6, Para (3) of GD no.834/1991, by discount with the inflation index until the date of the appraisal.

The augmentation of the share capital is being performed considering the grant of the preemption right for the procurement of a number of additional shares necessary for holding the shareholding to the share capital existent prior to the augmentation thereof by the value of lands.

Pursuant to the provisions of Art.12, Para 51 and 52 of Law no.137/2002 this augmentation is being performed without the addition of a share premium and the subscription price of the shares related to the preemption rights exercised by the existing shareholders within the share capital augmentation by the value of land plots for which have been issued land ownership certificates will be established without the addition of a share premium.

Consequently, the augmentation of the share capital of CONPET SA by the value of the contribution in kind of the Romanian State will be performed at the nominal value of the shares, of 3.3. RON/share.

Considering the provisions of the Financial Supervisory Authority (ASF) no.5/2018 on the issuers of the financial instruments and market operations, completed and amended, with regards to the operation of the augmentation of the share capital, the following principles are being applicable:

- (i)The operation of augmentation of the share capital must be performed by the initiation and carry out of a public offer addressed the existing shareholders and by the appointment of an intermediary in view of issuance of the Prospectus proportioned by the offer, in compliance with the preemption right for the existing shareholders;
- (ii) CONPET SA has the obligation to draft a proportionate Prospectus, the offering to the existing shareholders within the preemption right of several shares issued in view of augmentation of the share capital, being fulfilled based on a prospectus approved by ASF.

Concurrently, the provisions of Art.173 of ASF Regulation no.5/2018 set out the followings:

- i)The augmentation of the share capital with contribution in cash is being performed by the issuance of new shares that are being offered for subscription to the holders of the preemption rights belonging to the shareholders existent at the registration date;
- (ii) The number of the preemption rights equals the number of shares registered in the issuer's register at the registration date;
- (iii) The augmentation of the share capital of a company whose shares are being admitted to trading on a regulated market will be achieved by granting the possibility to maintain the share held by each shareholder in the share capital thereof;
- (iv) The EGMS resolution on the augmentation of the share capital specifies inclusively the number of the preemption rights necessary for the procurement of new shares, the subscription price of new shares based on the preemption rights and the period when the subscription takes place, the price to which the new shares are publicly offered subsequent to the subscription based on the preemption rights, as the case may be;”

IV. Proposals



Considering all the elements revealed here-above, as well as the followings:

- (i) The fact that the authorized expert valuer appointed by the Trade Register Office has drafted the appraisal report for all the lands subject to the 48 land ownership certificates;
- (ii) The fact that there is a measure established by Decision no.28/2013 of Prahova Court of Accounts concerning the obligation of augmentation of the share capital by the value of land plots for which CONPET s.A. holds land ownership certificates;
- (iii) The provisions of Art.113, letter f) of Law no.31/1990;
- (iv) The provisions of Art.85-87 of Law no.24/2017;
- (v) The provisions of Art.12 Para 5¹ and 5² of Law no.137/2002;
- (vi) the Provisions of Art.10 Para 2, Art.137 of ASF Regulation no.5/2018;
- (vii) The provisions of Art.15 Para 4, Letter (f) and Art.17, Para 3, Letter c) of the Articles of Incorporation of the company CONPET SA

we hereby request the Extraordinary General Meeting of Shareholders of CONPET S.A. the followings:

1. The approval of the augmentation of the share capital by the maximum value of 108,798,558 RON representing contribution in kind (lands) amounting to 63,882,386.70 RON and in cash in amount of maximum 44,916,171.30 RON, from the current value of 28,569,842.40 RON to the maximum value of 137,369,400.40 RON by issuance new shares, nominative, dematerialized, at a price of 3.3 RON/share, equal with the nominal value, without share premium, of which:

(I) 19,358,299 new shares in amount of 63,882,386.70 RON representing the contribution in kind of the Romanian State with lands in total area of 554,537.61 Sq.m subject to the 48 land ownership certificates for which CONPET has obtained, during 2001-2005, land ownership certificates.. The lands representing contribution in kind, namely the value of the contribution are being revealed in the **attached appraisal Report;**

(ii) 13,610,961 new shares in amount of 44,916,171.30 RON that will be offered, once with the exercising of the pre-emption right, for subscription, in return for the contribution in kind of the Romanian State to the other shareholders of CONPET, namely to the persons holding the quality of shareholder, in view of maintaining the stakes shares held within CONPET at the registration date.

CONPET shareholders will be able to exercise the preemption rights within maximum one month time as of the date mentioned in the prospectus, date ulterior to the registration date and the publishing date of the resolution of the Extraordinary General Meeting of Shareholders in the Official Gazette of Romania, Part IV, namely they will be entitled to subscribe a number of shares proportional to the number of shares held at the registration date.

The shares will not be offered for subscription at the nominal values, namely 3.3. RON/share without share premium.

The subscription rate will be of 3,808161 determined by the ration between the maximum number of new shares issued for the exercising of the preemption right (32.969.260 shares) and the total number of shares held by the shareholders in the existing share capital (8,657,528 shares).

Therefore, each shareholder recorded at the registration date may subscribe to each share held 3,808161 newly issued shares.



The due number of new shares that can be subscribed based on the preemption rights held is being calculated by multiplication of the subscription Rate (3,808161) by the number of held shares, and the result, in case it's not an integer, will be rounded down to the closest integer.

At the expiry of the term of exercising of the preemption rights **all the unsubscribed shares will be annulled.**

2. The approval of the transfer to the company's reserves of the amount of 2.3 RON representing the difference of contribution in kind of the Romanian State for which cannot be issued a whole share.

3. The Empowerment of the Board of Administration of the Company, for the performance of any and all the necessary diligence for the fulfillment of the resolution of the Extraordinary General Meeting of Shareholders, here included but not limited to, the initiation (selection of the intermediary for the preparation of the offer prospectus and offer announcement with regards to the augmentation of the share capital and the coordination of the process for submission of all documents related to the approval of the offer Prospectus by the financial Supervisory Authority), the carry out (here included the establishing and approval of the subscription procedure, payment methods, payment date, the place where the operations are being performed, the ascertainment and validation of the performed subscriptions, cancellation of the unsubscribed shares, the settlement of the exact value by which the share capital is being augmented), the closing (approval of the augmentation of the share capital following subscription and payment of the price/issuance of new shares), registration and performance of the augmentation of the share capital, the due amendment of the articles of incorporation of the Company, the wording and execution of all documents and the performance of all due diligence for the application and registration of the share capital to the competent authorities.

Director General
Legal Expert Anamaria Dumitrache

Economic Director,
Econ. Sanda Toader

Legal Department
Legal Adviser
Cornel Bănică

Head of Accounting Department
Econ. Roxana Dăuș



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Situation of lands of CONPET SA Ploiesti for the share capital augmentation

Crt. no.	Inv. no.	Ownership certificate	Ownership certificate	Title	Address	Land-register number	Surface (sqm)	Land classification	Administration	Value acc. to ownership certification (RON)	Updating index	Updated value acc. to the assessment report no. 2049/18.01.2021 (RON)
1	990040	OG3 6663	21.09.2001	LAND WAREHOUSE MORENI	Moreni municipality, Moreni locality, Dambovita county	1612	16,028.00	Built-up area	390	341,589.45	285.28%	974,486
2	990042	OG3 7425	17.04.2002	LAND SIRT	No. 8 Rezervoarelor street, Prahova county	2101	13,315.00	Built-up area	210	1,158,718.79	250.33%	2,900,621
3	990043	OG3 7424	17.04.2002	LAND INOTESTI	Colceag commune, Inotesti village, Prahova county	180	13,488.00	Built-up area	150	911,400.89	250.33%	2,281,510
4	990044	OG3 7281	27.05.2002	LAND SILISTE	Lucieni commune, Silistea locality, Dambovita county	919	95,150.00	Built-up area	421	6,141,869.62	245.79%	15,096,101
5	990045	OG3 7290	27.05.2002	LAND BAICOI	No. 5 DN 1, Baicoi city, Prahova county	22918	28,493.00	Built-up and unincorporated area	306	2,012,821.33	245.79%	4,947,314
6	990046	OG3 7301	27.05.2002	LAND BERCA	Satuc locality, Berca commune, Buzau county	673	9,911.22	Built-up area	373	710,286.35	245.79%	1,745,813

7	990047	OG3 7300	27.06.2002	LAND SALONTA	Salonta city, Bihor county	315	10,527.76	Built-up area	621	744,280.02	242.86%	1,807,558
8	990048	OG3 7302	27.06.2002	LAND MARGHITA	Marghita city, Bihor county	318	24,864.10	Built-up area	631	1,757,814.67	242.86%	4,269,029
9	990050	OG3 7611	10.07.2002	LAND MAVRODIN, RACARI, CONTESTI	Mavrodin locality, Dambovita county	977; 978; 979	8,687.00	Built-up area	912	471,733.74	241.65%	1,139,945
10	990051	OG3 7866	24.09.2002	LAND BARAGANU	Borcea commune, Calarasi county	21399	88,110.32	Built-up area	901	4,694,413.85	238.22%	11,183,033
11	990052	OG3 7864	24.09.2002	LAND CALARETI	Tamadau Mare commune, Calarasi county	21843	3,080.53	Built-up area	902	154,658.14	238.22%	368,427
12	990053	OG3 7865	24.09.2002	LAND DRAGOS VODA I	Dragos Voda commune, Clarasi county	20938	7,698.84	Built-up area	911	410,185.10	238.22%	977,143
	LAND DRAGOS VODA II			Dragos Voda commune, Clarasi county	20919	654.09	Built-up area	34,849.14		238.22%	83,018	
	LAND DRAGOS VODA III			Dragos Voda commune, Clarasi county	20918	470.67	Built-up area	25,076.74		238.22%	59,738	
13	990056	OG3 8060	30.10.2002	LAND MARTINESTI	Tataranu commune, Martinesti locality, Vrancea county	1435/N	7,757.12	Built-up area	903	508,664.92	234.37%	1,192,158
14	990057	OG3 7996	30.10.2002	LAND CALARETI	Tamadau Mare commune, Calarasi county	21023	63,596.21	Built-up area	902	3,192,850.27	234.37%	7,483,083
15	990058	OG3 8126	29.11.2002	LAND STELNICA C3	Stelnica commune, Ialomita county	319	2,830.00	Built-up area	901	185,593.97	228.54%	424,156
16	990059	OG3 8127	29.11.2002	LAND FETESTI C4	Fetesti municipality, Fetesti city, Ialomita county	2110	5,500.70	Built-up area	901	411,426.31	228.54%	940,274
17	990060	OG3 8344	23.01.2003	LAND FRUNZEASCA	Munteni commune,	1850	9,594.50	Built-up area	738	501,353.18	222.31%	1,114,558

					Frunzeasca locality, Galati county							
18	990061	OG3 8402	23.01.2003	LAND PECICA	Pecica commune, Arad county, No. 1, 508 street	305801	18,731.00	Built-up area	620	863,624.06	222.31%	1,919,923
19	990062	OG3 8346	18.12.2002	LAND MISLEA	Scorteni commune, Mislea village, Prahova county	329	3,517.00	Built-up area	306	227,020.04	225.18%	511,204
20	990063	OG3 8345	18.12.2002	LAND URLATI	No. 29, 30 Decembrie street, Urlati, Prahova county	567	5,539.00	Built-up area	371	431,316.64	225.18%	971,239
21	990064	OG3 8698	11.09.2003	LAND MOINESTI	Moinesti city, Bacau county	61425	1,197.37	Built-up area	700	90,784.52	205.53%	186,589
22	990065	OG3 8715	11.09.2003	LAND MOINESTI	Moinesti city, Bacau county	63182	765.24	Built-up area	740	58,020.26	205.53%	119,249
23	990066	OG3 9463	19.06.2004	LAND GORGOTENI	Gura Ocnitei commune, Ochiuri locality, Dambovita county	71408	270.00	Built-up area	393	509.93	190.16%	970
24	990067	OG3 9464	29.06.2004	LAND OCHIURI	Gura Ocnitei commune, Ochiuri locality, Dambovita county	73206	770.00	Built-up area	392	1,454.24	190.16%	2,765
25	990068	OG3 9465	29.06.2004	LAND PIERSINARI	Vacaresti commune, Piersinari locality, Dambovita county	70326	3,000.00	Unincorporated area	421	3,162.34	190.16%	6,014
26	990069	OG3 9468	15.07.2004	LAND TEIS	Sotanga commune, Teis locality, Dambovita county	71056	960.00	Built-up area	395	1,939.57	187.77%	3,642
27	990070	OG3 9467	15.07.2004	LAND MORENI	Moreni municipality, Moreni locality, Dambovita county	72486	338.00	Built-up area	390	935.26	187.77%	1,756

28	990071	OG3 9466	15.07.2004	LAND CATEASCA	Cateasca commune, Arges county	82123	4,550.00	Unincorporated area	410	6,394.95	187.77%	12,008
29	990072	OG3 9567	27.08.2004	LAND INDEPENDENTA	Independenta commune, Galati county, no. 83A Mihai Viteazu street	101047; 101046	15,318.00	Built-up area	382	29,303.89	186.76%	54,728
30	990073	OG3 9566	27.08.2004	LAND COJASCA (CATUNU)	Cojasca commune, Dambovitza county	70635	500.00	Unincorporated area	305	614.90	186.76%	1,148
31	990074	OG3 9565	27.08.2004	LAND GAISENI	Gaiseni commune, Giurgiu county	30539; 30550	2,193.00	Built-up area	431	87.56	186.76%	164
32	990096	OG3 9668	22.09.2004	LAND BUCSANI	Bucsani commune, Dambovitza county	70886; 70898	390.00	Built-up area	394	582.40	185.01%	1,077
33	990097	OG3 9669	22.09.2004	LAND ICOANA	Icoana commune, Olt county	50197; 50664	10,055.00	Built-up and unincorporated area	417	14,132.13	185.01%	26,146
34	990098	OG3 9670	22.09.2004	LAND LELEASCA	Leleasca commune, Olt county	50287	650.00	Unincorporated area	410	1,056.31	185.01%	1,954
35	990099	OG3 9671	22.10.2004	LAND IMECI	Catalina commune, Imeci locality, Covasna county	24108; 24109; 24110; 24111	22,609.00	22538 sqm built-up area, 71 sqm unincorporated area	739	284,726.01	182.76%	520,365
36	990100	OG3 9744	29.10.2004	LAND CRINGURILE (PATROAIA)	Crangurile commune, Patroaia locality, Dambovitza county	70320	259.14	Unincorporated area	410	352.84	182.76%	645

37	990101	OG3 9743	29.10.2004	LAND BALENI	Baleni commune, Dambovita county	72019; 72028	342.00	Unincorp orated area	421	285.40	182.76%	522
38	990102	OG3 9802	29.11.2004	LAND PIETROSANI	Puchenii Mari commune, Pietrosani locality, Prahova county	23510	598.79	Built-up area	305	1,209.78	181.59%	2,197
39	990103	OG3 9804	29.11.2004	LAND FRASIN	Frasin locality, Suceava county	2513	1,325.29	Unincorp orated area	719	3,201.47	181.59%	5,814
40	990104	OG3 9803	29.11.2004	LAND TAMADAU MARE	Tamadau Mare commune, Calarasi county	22646	523.09	Built-up area	902	1,125.74	181.59%	2,044
41	990105	OG3 9865	30.05.2005	LAND VALCANI	Dudestii Vechi commune, Valcani locality, Timis county	CC1360; CC1348/ 2	6,810.00	Built-up area	610	14,656.12	173.88%	25,484
42	990106	OG3 9864	30.05.2005	LAND BILED	Biled commune, Timis county	cc485/2; DF485/1	23,582.00	Unincorp orated area	611	46,608.90	173.88%	81,044
43	990107	OG3 10093	29.07.2005	LAND TECH. POINT VERMESTI	Darmanesti commune, Bacau county	1930	1,090.00	Unincorp orated area	716	17,598.58	171.73%	30,222
44	990108	OG3 10092	29.07.2005	LAND OVERTCROSSING POINT DANUBE C2	Stelnica commune, Ialomita county	20559	3,075.69	Unincorp orated area	808	2,836.82	171.73%	4,872
45	990109	OG3 10094	12.09.2005	LAND CRUDE OIL LOADING RAMP SUPLAC DE BARCAU	Suplacu de Barcau commune, Bihor county, no.72 Crinului street	53082	11,169.79	Built-up area	630	223,623.80	170.59%	381,480
46	990110	OG3 10095	12.09.2005	LAND TECHNICALL SITE MAGURELE	Magurele commune, Prahova county	10001	84.99	Built-up area	374	138.12	170.59%	236
47	990111	OG 3 100096	11.10.2005	LAND OVERSLOPE POINT OVESELU	Maciuca commune,	35227; 35228	1,853.00	825 sqm built-up area,	521	2,522.97	169.13%	4,267

					Oveselu locality, Valcea county			1028 sqm unicorpo rated area				
48	990112	OG3 10228	28.12.2005	LAND RICH GAS LOADING RAMP COMANESTI	Comanesti commune, Bacau county	2837	2,713.86	Built-up area	717	8,820.54	166.20%	14,660
TOTAL							554,537.61			26,708,232.57		63,882,389

Economic director
Econ. Sanda Toader

Head of Patrimony Administration Department
Eng. Ion Scarlatescu

Head of Accounting Department
Econ. Roxana Daus

RESOLUTION NO. 1
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS)
of “CONPET” S.A. Ploiesti
dated 10.03.2021

The Extraordinary General Meeting of Shareholders of the Company “CONPET “ S.A., company with registered offices in Ploiești, no. 1-3, Anul 1848 Street, registered at Trade Registry attached to Prahova Law Court under no. J29/6/1991, TIN RO1350020, with a subscribed and paid-up share capital amounting to 28,569,842.40 RON, convened pursuant to the provisions of Law no. 31/1990 regarding the companies, republished, subsequent amendments and additions, as well as the applicable legislation regarding the capital market and issuers of financial instruments and market operations, corroborated with the provisions of Article (16) of the Articles of Incorporation, adopts today, during the meeting dated 10.03.2021 (in first call), following the debates of the shareholders, the following:

RESOLUTION

Art. 1. Approves the election of Mr. Prepeliță Alexandru as Secretary of the Extraordinary General Meeting of Shareholders (E.G.M.S.);

Art. 2. With regard to items 2, 3, 4 and 5 (date of payment) on the agenda of the EGMS, considering Art. 117 Para. (8) of Law no. 31/1990 on companies, republished, as amended and supplemented, which provides that “for the listed companies, the relevant provisions of the capital market specific law are applied”, as well as the provisions of Art. 87 Para. (2) of Law no. 24/2017 regarding the issuers of financial instruments and market operations, stating that “the share capital augmentation through contribution in kind is approved by the Extraordinary General Meeting of Shareholders, attended by shareholders representing at least 85% of the share capital, and with the vote of shareholders representing at least ¾ of the voting rights” and, given the attendance of shareholders at the meeting of the EGMS, which shows that are present (including the forms for voting by correspondence) a total of 13 shareholders, holders of a total of 5,769,971 shares/voting rights representing 66.6468 % of the share capital, it appears that in this first meeting convening the EGMS, the quorum provided by law is not met necessary for the capital augmentation through contribution in kind.

Art. 3. Empowers Mr. Gheorghe Cristian - Florin, Chairman of the Extraordinary General Meeting of Shareholders to sign the EGMS Resolution and to perform the necessary diligence in order to register the present EGMS 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.

Chairman of the General Meeting

Gheorghe Cristian - Florin

EGMS Secretary

Prepeliță Alexandru

Technical Secretariat

Modoran Adina

Rusu Andreea

Note: Decision no. 1/10.03.2021 of the Extraordinary General Meeting of Shareholders of "CONPET" SA has been issued in 3 (three) original counterparts.

RESOLUTION NO. 2
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS)
of “CONPET” S.A. Ploiesti
dated 11.03.2021

The Extraordinary General Meeting of Shareholders of the Company “CONPET “ S.A., company with registered offices in Ploiești, No. 1-3, Anul 1848 Street, registered at Trade Registry attached to Prahova Law Court under no. J29/6/1991, TIN RO1350020, with a subscribed and paid-up share capital amounting to 28,569,842.40 RON, convened pursuant to the provisions of Law no. 31/1990 regarding the companies, republished, subsequent amendments and additions, as well as the applicable legislation regarding the capital market and issuers of financial instruments and market operations, corroborated with the provisions of Article (16) of the Articles of Incorporation, adopts today, during the meeting dated 11.03.2021 (in second call), the following:

RESOLUTION

Art. 1. Approves the election of Mr. Prepeliță Alexandru as Secretary of the Extraordinary General Meeting of Shareholders (E.G.M.S.);

Art. 2. With regard to items 2, 3, 4 and 5 (date of payment) on the agenda of the EGMS, considering Art. 117 Para. (8) of Law no. 31/1990 on companies, republished, as amended and supplemented, which provides that “for the listed companies, the relevant provisions of the capital market specific law are applied”, as well as the provisions of Art. 87 Para. (2) of Law no. 24/2017 regarding the issuers of financial instruments and market operations, stating that “the share capital augmentation by contribution in kind is approved by the Extraordinary General Meeting of Shareholders, attended by shareholders representing at least 85% of the share capital, and with the vote of shareholders representing at least ^{3/4} of the voting rights” and, given the attendance of shareholders at the meeting of the EGMS, which shows that are present (including the forms for voting by correspondence) a total of 12 shareholders, holders of a total of 5,769,970 shares/voting rights representing 66.6468 % of the share capital, it appears that in this second meeting convening the EGMS the quorum provided by law is not met necessary for the capital augmentation by contribution in kind.

Art. 3. Approves the registration date 09.04.2021 proposed by the Board of Directors, with ex-date 08.04.2021.

Art. 4. Empowers Mr. Albulescu Mihai - Adrian, Chairman of the Extraordinary General Meeting of Shareholders to sign the EGMS Resolution and to perform the necessary diligence in order to register the present EGMS 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.

Chairman of the General Meeting

Albulescu Mihai– Adrian

EGMS Secretary

Prepeliță Alexandru

Technical Secretariat

Modoran Adina

Rusu Andreea

Note: Decision no. 2/11.03.2021 of the Extraordinary General Meeting of Shareholders of “CONPET” SA has been issued in 3 (three) original counterparts.