**RESOLUTION DRAFT no.1**

**of the General Extraordinary Meeting of the Shareholders of**

 **ROMPETROL WELL SERVICES S.A.**

**as of January [28/29], 2021**

**[ Updated as of January 15th , 2021 acoording to the supplemented agenda** **]**

The General Extraordinary Meeting of the Shareholders (“GOMS”) of the trade company ROMPETROL WELL SERVICES S.A., having its registered seat located in Ploieşti, 2Bis Clopoţei street, Prahova County, registered with Prahova Trade Register under no. J29/110/1991, having the sole registration code 1346607 (hereinafter referred to as the “Company”), with subscribed and paid up share capital of 27.819.090 lei, divided into 278.190.900 registered shares, with a par value of 0.1 lei each,

Convened in virtue of article 119 and article 117 of the Law no. 31/1990 - as republished - by means of the convening notice published in the Official Gazette no. 4484 as of December 22, 2020 and in “Bursa” newspaper no. 245 as of December 22, 2020,

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In accordance with the article 117 of the Companies Law no. 31/1990, republished, as further amended and supplemented, with the Law no.24/2017 regarding issuers of financial instruments an market operations, in conjunction with de provisions of art189 of Regulation no. 5/2018 on issuers of financial instruments and market operations, by completing the Agenda of the Extraordinary General Meeting of the Shareholders of the Company for 28 January 2021 (January 29, 2021 - the second convocation), published in the Official Gazette of Romania, Part IV, No 136 of January 13th 2021, and national newspaper "Bursa" no. 9 of January 14th, 2021.

Legally and statutory convened in session on 28/29 of January 2021, at 11:00 o’clock (first/second convening), at the Company’s headquarters from Ploieşti, 2Bis Clopoţei street, Prahova County,, in the presence of the Company’s shareholders representing 83.6908% of the share capital and respectively 83.6908 % of the entirety of voting rights, for all the Company’s shareholders registered in the Registry of the Company’s Shareholders at the January 18th, 2021, deemed as Reference Date for this meeting,

Hereby adopts the following resolution concerning the items on the agenda:

Article 1

Presentation by the board of directors of the company of the report that includes the complete list of transactions concluded or carried out by Rompetrol Well Services SA with related parties during 01.01.2017-15.11.2020, having, individually or cumulatively, a value greater than 200,000 lei, indicating their values and the reference elements that ensure that the respective transactions were concluded at the market price and in reasonable terms.

*This current item on the agenda is not subjected to the vote of the shareholders; the shareholders acknowledge the information presented by the Company with regards to this item.*

Article 2

Presentation by the company's board of directors of the report on the procedures and measures adopted to ensure that the transactions between Rompetrol Well Services SA and the related parties are concluded at market price and on reasonable terms.

*This current item on the agenda is not subjected to the vote of the shareholders; the shareholders acknowledge the information presented by the Company with regards to this item.*

Article 3

Presentation by the board of directors of the company of the report describing the reasons and economic substantiation of the transfer of the company’s cash, currently in the amount of 83,893,628 lei, to the cash pooling account of KMG Rompetrol SRL, the conditions for the withdrawal of the amount, as well as the actual guarantees obtained or other insurance measures taken by the company to secure that amount.

*This current item on the agenda is not subjected to the vote of the shareholders; the shareholders acknowledge the information presented by the Company with regards to this item.*

Article 4

In the presence of the shareholders representing \_\_\_\_\_\_\_\_\_\_\_\_% of the share capital and \_\_\_\_\_\_\_\_\_\_% of the total voting rights, with the affirmative votes of the shareholders representing \_\_\_\_\_\_\_\_\_\_% of the share capital and \_\_\_\_\_\_\_\_\_\_% of the casted votes, it is hereby **[approves/rejects]** approves the withdrawal of all cash amount of the company from the cash pooling account of KMG Rompetrol SRL or any other similar accounts with the instruction not to transfer the company's cash to the accounts of the shareholders of the company or their affiliated parties.

Article 5

In the presence of the shareholders representing \_\_\_\_\_\_\_\_\_\_\_\_% of the share capital and \_\_\_\_\_\_\_\_\_\_% of the total voting rights, with the affirmative votes of the shareholders representing \_\_\_\_\_\_\_\_\_\_% of the share capital and \_\_\_\_\_\_\_\_\_\_% of the casted votes, it is hereby **[approves/rejects]** approves the policy of distribution of the company's profit and dividend in accordance with the proposals of the company's shareholder KJK Balkan S.a.r.l.

Article 51

In the presence of the shareholders representing \_\_\_\_\_\_\_\_\_\_\_\_% of the share capital and \_\_\_\_\_\_\_\_\_\_% of the total voting rights, with the affirmative votes of the shareholders representing \_\_\_\_\_\_\_\_\_\_% of the share capital and \_\_\_\_\_\_\_\_\_\_% of the casted votes, it is hereby **[approves/rejects]** approves the policy of distribution of the company's profit and dividend in accordance with the proposals of the company's shareholder KMG International NV.

Article 6

In the presence of the shareholders representing \_\_\_\_\_\_\_\_\_\_\_\_% of the share capital and \_\_\_\_\_\_\_\_\_\_% of the total voting rights, with the affirmative votes of the shareholders representing \_\_\_\_\_\_\_\_\_\_% of the share capital and \_\_\_\_\_\_\_\_\_\_% of the casted votes, it is hereby **[approves/rejects]**

(i) **04.06.2021** as Registration Date, according to art. 86 (1) of the Law no. 24/2017;

and

(ii) **03.06.2021** as the “ex-date”, according to art. 2, para. 2, letter l) of Regulation no. 5/2018;

Article 7

In the presence of the shareholders representing \_\_\_\_\_\_\_\_\_\_\_\_% of the share capital and \_\_\_\_\_\_\_\_\_\_% of the total voting rights, with the affirmative votes of the shareholders representing \_\_\_\_\_\_\_\_\_\_% of the share capital and \_\_\_\_\_\_\_\_\_\_% of the casted votes, it is hereby **[approves/rejects]** empowering Mr. Abzal Doszhanov, General Manager and member of the Board of Directors, to conclude and/or sign for on behalf of the Company and/or of its shareholders the resolutions which are to be adopted within this OGMS and to carry out any and all requisite proceedings for such adopted resolutions to be registered, rendered enforceable, against third parties and published, the said proxy being entitled to subdelegate third parties to act for such purpose.

**ROMPETROL WELL SERVICES S.A.**

**By: Mr. Abzal Doszhanov**

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General manager and

Proxy acting in virtue of article no. 7 of the Resolution no. 1/2021 of the General Extraordinary Meeting of Shareholders as of [28/29].01.2021

Meeting secretaries: