**RESOLUTION no.1**

**of the Ordinary General Meeting of the Shareholders of**

 **ROMPETROL WELL SERVICES S.A.**

**as of April [26/27], 2023**

**[Updated as of April 13th, 2023 according to the supplemented agenda[[1]](#footnote-1)]**

The Ordinary General Meeting of the Shareholders (“EGMS”) 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 117 of the Law no. 31/1990 - as republished - by means of the convening notice published in the Official Gazette no. 1393 as of 24.03.2023 and in “Bursa” newspaper no. 56 as of 24.03.2023,

In accordance with the article 1171 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 art.189 of Regulation no. 5/2018 on issuers of financial instruments and market operations, by completing the Agenda of the Ordinary General Meeting of the Shareholders of the Company for April 26, 2023 (April 27, 2023 - the second convocation), published in the Official Gazette of Romania, Part IV, No 1713 of April 12th 2023, and national newspaper "Bursa" no. 70 of April 13th, 2023.

Legally and statutory convened in session on 26/27 of April 2023, 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 \_\_\_\_\_\_% of the share capital and respectively \_\_\_\_\_\_ % of the entirety of voting rights, for all the Company’s shareholders registered in the Registry of the Company’s Shareholders at the April 18h, 2023, deemed as Reference Date for this meeting,

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

Article 1

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]** *the annual individual financial accounts having as closing day the day of December 31,2022, prepared according to the International Financial Reporting Standards, based on the Report of administrators and the Report of financial auditor of the Company.”*

Article 2

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]** *the allocation of the profits, determined according to the law, as well as the distribution of dividends for 2022 financial year, respective 0.008805 lei gross value/share*.

Article 21

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]** change of the destination of the reserves constituted from the net profit of the company obtained in the previous years (retained earnings) in the amount of RON 12,854,939.98955, and the distribution of this amount as dividends to shareholders, respectively RON 0.0462091 gross / share.

Article 22

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]** change of the destination amount of RON 25,831,972.40130 from other reservesand the distribution of this amount as dividends to shareholders, respectively RON 0.0928570 gross / share.

Article 3

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]** *the discharge of liability of the Company**directors for their activity carried out during the financial year 2022, based on the presented reports*.

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]** *the Income and Expediture Budget and the Investment plan for 2023.*

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]** *the monthly gross remuneration of the members of the Board of Directors for the financial year 2023, and the general limit of the additional remuneration of the Board of Directors members to whom specific positions within the Board of Directors were assigned to.*

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]** *the termination of Mr. Yedil Utekov’s mandate as a member of the Board of Directors following his request starting with the 01st of May 2023 ( last day in office being April 30, 2023).*

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]***the election of a member of the Board of Directors of the Company for a term that will start on 01.05.2023 and will expire on 30.04.2026 (the date of expiry of the mandate of the current members of the Board of Directors).*

The composition of the Board of Directors is as follows:

Mr.Batyrzhan Tergeussizov, \_\_\_\_ citizen, domicilied/residing in \_\_\_\_\_\_\_\_\_;

Article 8

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]** *the Remuneration Report for the Company's management structure, for 2022*, *submitted to the consultative vote of the OGMS, considering the provisions of art. 107 paragraph (6) of Law no. 24/2017 on issuers of financial instruments and market operations, republished.*

Article 9

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]** of:

(i) **22.06.2023** as Registration Date, according to art. 87 (1) of the Law no. 24/2017;

(ii) **21.06.2023** as the “ex-date”, according to art. 2, para. 2, letter l) of Regulation no. 5/2018;

(iii) **12.07.2023** as the Payment day according to art. 87 (2) of the Law 24/2017.

Article 10

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.* *Stefan Georgian Florea, 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. Stefan Georgian Florea**

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

General manager and

Proxy acting in virtue of article no. 10 of the Resolution no. 1/2023 of the General Ordinary Meeting of Shareholders as of [26/27].04.2023

Meeting secretaries:

1. *Suplementation of the agenda of the Ordinary General Meeting of Shareholders was published in the Romanian Official Gazette, Part IV, no. 1713 as of April 12th ,2023 and in the newspaper "Bursa" no.70 as of April 13th, 2023.* [↑](#footnote-ref-1)