



CONVENING NOTICE

The Board of Directors of the company **Rompetro Well Services S.A.**, hereinafter referred to as the "Company", headquartered in Ploiești, 2Bis Clopoței street, Prahova County, registered with Prahova Trade Register under no. J29/110/1991, having the sole registration code 1346607, convened on December 17th, 2020 in accordance with the article 117 of Law no. 31/1990 on companies, republished, as further amended and supplemented, Law no.24/2017 regarding issuers of financial instruments and market operations, Regulation no. 5/2018 regarding issuers of financial instruments and market operations, and the Company's Articles of Incorporation ,

CONVENES

The Extraordinary General Meetings of Shareholders of the Company (hereinafter referred to as the „EGMS”), on **January 27th2020, starting at 11:00 a.m.**, for all the shareholders registered in the Company Shareholders' Registry held by Depozitarul Central S.A., Bucharest, at the end of **16.01.2020**, considered as **Reference Date** for this meeting; in case that on the aforementioned date, by any reasons, the quorum requirements stipulated by the law and by the Company's Articles of Incorporation are not fulfilled, it is convened and set the second Extraordinary General Meeting of Shareholders of the Company on **January 28th2020, starting at 10:00 a.m.**, at the same address, with the same agenda and Reference Date.

The Extraordinary General Meeting of Shareholders (hereinafter the “EGMS”) has the following agenda:

1. Approval/Ratification of the execution by the Company with OMV Petrom of the “ Framework Agreement and Subsequent Contract for Cementing services for wells drilled with Onshore Medium Capacity Rigs, for Lot no.2.”.
2. Approval of : (i) **February,12th 2020** as Registration Date, according to art. 86 (1) of the Law no. 24/2017; (ii) **February,11th 2020** as the “ex-date”, according to art. 2, para. 2, letter l) of Regulation no. 5/2018;
3. The authorize Mr. Timur Zhetpisbayev, 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 EGMS 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.
4. The authorize of the General Manager and Finance Manager of the Company is approved, in order to sign the legal documents approved in the previous article of this decision. For each of the two aforementioned representatives of the Company, the possibility to sub-empower third parties is approved.

a) Documents related to the EGMS agenda:

Starting with **20.12.2019**, the following documents may be downloaded from the Company's website www.petros.ro, Investor Relations/General shareholders' meetings Section, or may obtain, upon request, in any business day, during 09:00 – 16:00, at the Company's headquarter, via fax or by mail:

- **Convening Notice for the EGMS** (available in Romanian and English);



- **Special Power of Attorney - forms** for the representation of the shareholders in the EGMS, which shall be updated if new items or proposals of resolutions will be inserted on the agenda (available in Romanian and English);
- **Correspondence Voting Ballots - forms** for the participation and voting of the shareholders in the EGMS, which shall be updated if new items or proposals of resolutions will be inserted on the agenda (available in Romanian and English);
- **Reasoning documents and materials** related to the items on the agenda of the meetings;
- **Draft resolutions** for the items on the agenda of the EGMS.

If the case would be, the updated agenda shall be published **starting with 10.01.2020**, in compliance with the legal provisions.

b) The shareholders rights to introduce additional items on the agenda and to make new resolution proposals for the existing or proposed items to be included on the agenda

The shareholders representing, individually or collectively, at least 5% of the Company's share capital, have the right according to the law to ask for introducing **new items on the agenda** of the EGMS, as well as to make new resolutions' proposals for the items included or proposed to be included on its agenda.

The documents submitted in a foreign language, other than English (except for the identity documents valid on the territory of Romania) shall be accompanied by a sworn translation, in Romanian or English languages.

The rights provided hereinbefore may be exercised in writing, can only be exercised only in writing, following for the shareholders to forward the request no later than **January 6th, 2020, 16:00**, by mail or courier services (to the following address: Clopotei, 2Bis street, Prahova County – with the mention: “ **For the Extraordinary General Meeting of shareholders of 27/28.01.2020** ”), or by electronic means (e-mail: [Investor.Relations.RWS @rompetrol.com](mailto:Investor.Relations.RWS@rompetrol.com), mentioning in the subject: “ **For the Extraordinary General Meeting of shareholders of 27/28.01.2020**”, respectively by fax at the number: +40 244 52.29.13) to the attention of Mrs. Adina Chițu.

c) The shareholders right to ask questions concerning the agenda

Any interested shareholder has the right to ask questions regarding the items included on the agenda of the EGMS; the questions shall be submitted in writing and shall be deposited/ sent so that to be registered as received to the Company's registration desk **until January 6th, 2020, at 16:00**, clearly mentioning on the envelope „ **For the Extraordinary General Meeting of Shareholders Questions as of 27/28.01.2020**”.

The answers shall be available on the Company's website www.petros.ro, Investors Relations/General shareholders' meetings of Section, **starting with 10.01.2020, at 18:00**.

The right to submit questions and the Company's obligation to respond shall be subject to the protection of confidentiality and business interests of the Company.



For the valid exercise of the rights stipulated at letters b) and c), the shareholders shall submit to the Company the following documents issued by Depozitarul Central S.A. or by the intermediaries defined in art. 2 para. (1) point 20 of the Law no. 24/2017 which provide custody services:

- a) the account statement, which shows the quality as shareholder and the number of shares owned;
- b) documents attesting the enrolment of the information regarding the legal representative with Depozitarul Central S.A./ respective intermediaries.

The documents submitted in a foreign language, other than English (except for identity documents valid in Romania) shall be accompanied by the authorized translation thereof into Romanian or English language.

The shareholders' questions, as well as the documents attesting that the conditions for exercising these rights have been met will be transmitted:

- Either as an original document signed by hand, sent by mail or courier services, in a closed envelope, bearing the mention written: **"For the Extraordinary General Meetings of the Shareholders of 27/28.01.2020 –Questions"** so that they will be registered as received at the Registry of the Company until January 6th, 2020, at 16:00;
- Or as a document signed electronically, with an extended electronic signature, as per Law no. 455/2001 regarding the electronic signature - by e-mail - at the address Investor.Relations.RWS@rompetrol.com, indicating as the email title: **"For the Extraordinary General Meetings of the Shareholders of 27/28.01.2020 –Questions"** so that they will be registered as received at the Registry of the Company until January 6th, 2020, at 16:00.

d) The right of the shareholders to participate to the EGMS:

The reference date is January 16th, 2020

Only shareholders who are registered with the Company's Shareholders Registry at the Reference Date are entitled to attend and cast their votes in the EGMS, according to the legal provisions and Articles of Incorporation provisions, **in person** (by the legal representatives) or **by proxy** (based on a special/ general Power of Attorney or Affidavit given by the custodian), considering the legal constraints, or **by correspondence**, prior to the EGMS (based on a Correspondence Voting Ballot).

The access and/or the vote by mail of the shareholders entitled to attend the EGMS is allowed by the simple proof of their identity made by, in case of shareholders who are natural persons, their identity document (identity card for the Romanian citizens or, as the case may be, Passport/ residence permit for the foreign citizens) and, in case of legal entities, based on the identity document of the legal representative (identity card for the Romanian citizens or, as the case may be, Passport/ residence permit for the foreign citizens).

The representatives of the shareholders - natural persons shall be identified based on their identity document (identity card for the Romanian citizens or, as the case may be, Passport/ residence permit for the foreign citizens), accompanied by the special/ general Power of Attorney signed by the shareholder - natural person or the Affidavit given by the custodian and signed by its legal representative.

The representatives of the shareholders - legal persons shall prove their capacity based on their identity document (identity card for the Romanian citizens or, as the case may be, Passport/ residence



permit for the foreign citizens), accompanied by the special/ general Power of Attorney signed by the legal representative of the respective legal person or the Affidavid given by the custodian and signed by its legal representative.

The **quality as shareholder** and also, in case of shareholders - legal persons or entities without legal status, the **quality as legal representative** shall be acknowledged based on the BVB list of shareholders at the Reference Date, received from Depozitarul Central S.A.

In case: *i) the shareholders* – natural persons did not registered in the system of Depozitarul Central S.A. the valid and updated identification data, then they will present also a copy of the updated identity document (identity card/ Passport/ residence permit); *ii) the legal representative of the shareholders* – legal persons is not mentioned in the list of Company shareholders received from Depozitarul Central S.A., then they will present also an official document attesting the capacity as legal representative (issued by a competent authority, original or certified copy, not older than 3 months before the date of publication of the convening notice of the OGMS and EGMS).

Any documents submitted in a foreign language, other than English (except for identity documents valid in Romania) shall be accompanied by the authorized translation thereof into Romanian or English language.

Information concerning the special and general Powers of Attorney, the Correspondence Voting Ballots and the Affidavits is enclosed below.

e) General Powers of Attorney

The shareholders may give **General Power of Attorney** valid for a period which cannot exceed three years, thus enabling the designated representative to vote on all issues under debate in the general meeting of the shareholders of the Company, including with regards to the acts of disposition

For the validity of the mandate, the proxy should have the quality either of intermediary (according to the provisions of art. 2 para. (1) point (20) of Law no. 24/2017) or lawyer and the shareholder should be client of it. Also, the proxy should not be in a conflict of interest like:

- a) is a major shareholder of the Rompetrol Well Services , or another company controlled by such shareholder;
- b) is a member of the administrative, management or supervisory body of the Rompetrol Well Services, of a majority shareholder or a person controlled by that shareholder;
- c) is an employee or an auditor of the Company or of a majority shareholder or a person controlled by that shareholder;
- d) is the spouse, relative or affinitive up to the fourth degree of one of the individuals referred to in subparagraph a) -c).

The proxy cannot be replaced by another person, except in the case where this right has been expressly given by the shareholder by power of attorney, this without affecting the shareholder's right to designate, by power of attorney, one or more alternate proxies, thus ensuring the shareholder's representation in the GMS. If the proxy is a legal entity, it may exercise its mandate by any person in its administrative or management body or by one of its employees.



The Company does not impose a specific form for the general Power of Attorney.

Together with the general Power of Attorney, the shareholders shall submit to the Company the statement issued by the legal representative of the intermediary or lawyer who received the power of representation, signed, in original and, as the case, stamped, which to confirm that:

- i) the Power of Attorney is given by the respective shareholder, in its capacity as client, to the intermediary or, as the case, to the lawyer;
- ii) the general Power of Attorney is signed by the shareholder, including by attaching an extended electronic signature, if the case.

The quality as shareholder and also, in case of shareholders - legal persons or entities without legal status, the quality as legal representative shall be acknowledged based on the following documents submitted by the shareholder to the Company and issued by Depozitarul Central S.A. or the intermediaries, as they are defined by the art. 2 para. 1 point 20 of Law no. 24/2017 which provide custody services:

- a) the account statement, which shows the quality as shareholder and the number of shares owned;
- b) documents attesting the enrolment of the information regarding the legal representative with Depozitarul Central S.A./ respective intermediaries.

The documents submitted in a foreign language, other than English (except for identity documents valid in Romania) shall be accompanied by the authorized translation thereof into Romanian or English language.

Before their first use, general Powers of Attorney accompanied by the related documents shall be deposited/sent, in copy, containing the mention of conformity with the original under the signature of the representative, as to be registered as received with Company registration desk **until January, 25th, 2020, at 11:00 a.m.**, clearly mentioning on the envelope „**For the Extraordinary General Meeting of Shareholders as of 27/28.01.2020**”. The general Powers of Attorney, in certified copies, will be retained by the Company, mentioning about this in the minutes of the general meetings.

The general Powers of Attorneys accompanied by the related documents may be sent also by e-mail with extended electronic signature, in compliance with Law no. 455/2001 on digital signature, as amended and supplemented, and according to the regulations of the ASF, at the address: Investor.Relations.RWS@rompetrol.com, so that to be registered as received to the Company's registration desk **until January, 25th, 2020, at 11:00 a.m.**, clearly mentioning to the subject: „**For the Extraordinary General Meeting of Shareholders as of 27/28.01.2020**”.

The verification and validation of the general Powers of Attorney shall be made by the technical secretaries appointed according to the law, they are going to keep the documents safely.

f) The special Powers of Attorney and the Correspondence Voting Ballots

The special Power of Attorney Forms and Correspondence Voting Ballots (in Romanian and English languages) can be obtained from the Company's headquarters and can be downloaded from the Company's website, www.petros.ro, under the Relations with Investors Section, Subsection General Meeting of Shareholders, as of December 20th, 2019.



**rompetrol
well services**

ROMPETROL WELL SERVICES

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The special Powers of Attorney and Correspondence Voting Ballots shall have the form issued by the Company and shall contain specific instructions for each item on the agenda (meaning vote “For”, vote “Against” or the mention “Abstention”).

The vote by correspondence may be expressed through the Correspondence Voting Ballot also by the shareholder’s representative only the case the representative:

- has received from the shareholder that it represents a special/ general Power of Attorney, which is submitted to the Company in the form required by the legal regulations and within the deadline stipulated in the convening notice or
- is a credit institution providing custody services, being allowed to vote exclusively according with and within the limits of the instructions received from its clients being shareholders at the Reference Date.

The quality as shareholder and also, in case of shareholders - legal persons or entities without legal status, the quality as legal representative shall be acknowledged based on the list of Rompetrol Well Services shareholders for the Reference Date received from Depozitarul Central S.A.

In case: *i) the shareholders* – natural persons did not registered in the system of Depozitarul Central S.A. the valid and updated identification data, then they will present also a copy of the updated identity document (identity card/ Passport/ residence permit); *ii) the legal representative of the shareholders* – legal persons is not mentioned in the list of Company shareholders received from Depozitarul Central S.A., then they will present also an official document attesting the capacity as legal representative of the signatory of the special Power of Attorney/ Correspondence Voting Ballot (issued by a competent authority, original or certified copy, not older than 3 months before the date of publication of the convening notice of the OGMS and EGMS).

Any documents submitted in a foreign language, other than English (except for identity documents valid in Romania) shall be accompanied by the authorized translation thereof into Romanian or English language.

In case of the EGMS, there shall be used a single form of special Power of Attorney/ Correspondence Voting Ballot for all items on the agenda, made available by the Company.

When filling in the special Powers of Attorney/ Correspondence Voting Ballots, the shareholders or, as the case, their representatives are asked to consider that new items on the agenda of the EGMS or proposals of resolutions could be added, in which case the updated agenda shall be published **starting with January 10th, 2020**. In this case, the special Powers of Attorney/ Correspondence Voting Ballots shall be updated and published as described at letter 0) **starting with 10.10.2020**.

The special Powers of Attorney/ Correspondence Voting Ballots and the related documents shall be sent as to be registered with the Company registration desk **no later than January 25th, 2020, at 11:00 a.m.**, clearly mentioning on the envelope **„For the Extraordinary General Meeting of Shareholders as of 27/28.01.2020”**.

The special Powers of Attorney and the Correspondence Voting Ballots may be sent also by e-mail with extended electronic signature, in compliance with Law no. 455/2001 on digital signature, republished,



and according to the regulations of the ASF, at the address: Investor.Relations.RWS@rompetrol.com, as following:

The special Powers of Attorney/ Correspondence Voting Ballots, filled in by the shareholders or, as the case, their representatives with their options (vote "For", vote "Against", mention "Abstention"), signed, having attached extended electronic signature, and the related documents shall be sent by e-mail, clearly mentioning on the subject "**For the Extraordinary General Meeting of Shareholders as of 27/28.01.2020**", so that to be registered as received to the Company's registration desk **until January 25th,2020, at 11:00 a.m.**

The special Powers of Attorney and Correspondence Voting Ballots which are not registered as received to the Company's registration desk until the aforementioned deadlines shall not be counted for the attendance and voting quorum to the EGMS.

If the special Power of attorney was sent to the Company by email, the Proxies shall also provide to the Technical Secretariat an original copy of the special power of attorney.

The centralization, checking and recordkeeping of the Correspondence Voting Ballots, as well as the verification and validation of the special Powers of Attorney deposited with the Company shall be made by the technical secretari appointed according to the law, they are going to keep the documents safely and shall maintain confidentiality over the votes cast until the items on the agenda are submitted for voting.

g) The Affidavits

In case a shareholder is represented by a credit institution that provides custody services, the latter will be able to vote on the EGMS on the basis of the voting instructions received by electronic means of communication, without the need for a special or general power of attorney to be drawn up by the shareholder. The custodian votes in the EGMS exclusively in accordance with and within the limits of instructions received from its clients as shareholders of the Company at the Reference Date.

The credit institution may participate and vote at the EGMS, provided that it submits a declaration on its own responsibility (Affidavit), stating:

- a) clearly the name of the shareholder on behalf of which the credit institution participates and votes in the EGMS;
- b) the credit institution provides custody services to that shareholder;
- c) clearly the name of the person who is part of the management body or among the employees of the credit institution and will represent the credit institution in the EGMS.

Documents accompanying the Affidavit:

- an official document attesting the capacity as legal representative of the signatory of the Affidavit (issued by a competent authority, original or certified copy, not older than 3 months before the date of publication of the convening notice of the EGMS);
- copy of the identity document of the person who is part of the management body or among the employees of the credit institution nominated in the Affidavit and will represent the credit institution in the EGMS.



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The documents submitted in a foreign language, other than English (except for identity documents valid in Romania) shall be accompanied by the authorized translation thereof into Romanian or English language.

The Affidavit, signed by the legal representative of the credit institution, in original, accompanied by the related documents, shall be deposited/sent so that to be registered as received to the Company's registration desk **until January 25th, 2020, at 11:00 a.m.**, clearly mentioning on the envelope „**For the Extraordinary General Meeting of Shareholders as of 27/28.01.2020**” .

The Affidavits, signed, accompanied by the related documents may be sent also by e-mail with an extended electronic signature, in compliance with Law no. 455/2001 on digital signature, as amended and supplemented, and according to the regulations of the ASF, at the address: Investor.Relations.RWS@rompetrol.com, mentioning to the subject: „**For the Extraordinary General Meeting of the Shareholders as of 27/28.01.2020**” for the EGMS, so that to be registered as received to the Company's registration desk **until January 25th, 2020, at 11:00 a.m.**

The verification and validation of the Affidavits deposited with the Company shall be made by the technical secretaries appointed according to the law, they are going to keep the documents safely.

On the convening date, the Company's registered share capital is of Lei 27.819.090 and consists of 278.190.900 shares, dematerialized shares, with a par value of Lei 0.10, each share giving the right to one vote within the General Meeting of Shareholders.

Additional information can be obtained at the telephone number +40244/52.20.09 on business days, between 9:00 A.M. – 15:30 P.M. and from the Company's website www.petros.com, Section Relations with Investors/Subsection General Meeting of shareholders.

Besides, on Investor.Relations.RWS@rompetrol.com it is posted a notice of information regarding the shareholders' rights in the processing of their personal data by the Company, according to Regulation (EU) 2016/679 of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation).

Chairman of the Board of Directors

Mr. Saduokhas Meraliyev