



**rompetrol  
well services**

ROMPETROL WELL SERVICES

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## CONVENING NOTICE

The Board of Directors of the company **Rompétrol Well Services S.A.**, hereinafter referred to as the "Company", headquartered in Ploiești, 2Bis Clopotei street, Prahova County, registered with Prahova Trade Register under no. J29/110/1991, having the sole registration code 1346607, convened on March 27<sup>th</sup>, 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 an market operations, Regulation no. 5/2018 regarding issuers of financial instruments and market operations, and the Company's Articles of Incorporation ,

## CONVENES

**The Ordinary General Meeting of Shareholders** (hereinafter referred to as the „OGMS”), on **April 27, 2020, starting at 10:00 a.m.**, at the Company's headquarters, as aforementioned, for all the shareholders registered in the Company Shareholders' Registry held by Depozitarul Central S.A., Bucharest, at the end of **16.04.2020**, 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 Ordinary General Meeting of Shareholders of the Company on **April 28, 2020 starting at 10:00 a.m.**, at the same address, with the same agenda and Reference Date,

**And**

**The Extraordinary General Meetings of Shareholders of the Company** (hereinafter referred to as the „EGMS”), on **April 27, 2020, 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 **16.04.2020**, 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 **April 28, 2020, starting at 11:00 a.m.**, at the same address, with the same agenda and Reference Date.

**The Ordinary General Meeting of Shareholders (hereinafter the “OGMS”) has the following agenda:**

1. Approval of the annual individual financial accounts having as closing day the day of December 31,2019, prepared according to the International Financial Reporting Standards, based on the Report of administrators and the Report of financial auditor of the Company.
2. Approval of the distribution of Company net profit achieved in 2019 amounting RON 12,170,108 as follows: (i) dividends – RON 8,345,727 respective 0.03 lei gross value/share and (ii) other reserves–RON 3,824,381; approval the date of payment of dividends as of July 9<sup>th</sup> 2020;
3. Approval of the discharge of liability of the Company directors for their activity carried out during the financial year 2019, based on the presented reports;
4. Approval of the Income and Expediture Budget and the Investment plan for 2020 ;



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5. Approval of the monthly gross remuneration of the members of the Board of Directors for the financial year 2020, 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.

6. Approval of the termination of Mr. Arin Meirembayev's mandate as a member of the Board of Directors following his request starting with the 1st of July 2019.

7. Electing Mr. Laurentiu Madalin Coltanel, romanian citizen, with the domicile in Ploiesti, as a member of the Board of Directors, for a mandate starting with the date of this Ordinary General Meeting of Shareholders, which will expire on 29.04.2022 (the date of the termination of current members' mandates).

8. Approval of : (i) 19.06.2020 as Registration Date, according to art. 86 (1) of the Law no. 24/2017; (ii) 18.06.2020 as the "ex-date", according to art. 2, para. 2, letter l) of Regulation no. 5/2018;

9. Empowering 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 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.

**The Extraordinary General Meeting of Shareholders (hereinafter the "EGMS") has the following agenda:**

1. Approval of setting up a working point with headquarters in Mihaesti Commune, Stuparei Village, no.68, Principala street, Valcea county.

2. Approval of : (i) 19.06.2020 as Registration Date, according to art. 86 (1) of the Law no. 24/2017; (ii) 18.06.2020 as the "ex-date", according to art. 2, para. 2, letter l) of Regulation no. 5/2018;

3..

Only shareholders who are registered as Rompetrol Well Services shareholders at 16 April 2020 (the "Reference Date") in the shareholders' register kept by Depozitarul Central S.A. may attend and cast their votes in the OGMS and EGMS.

This convening notice, the financial statements for the year ended on 31 December 2019, the Independent Auditor's Report, the Annual Report of the Board of Directors for 2019 financial year, the proposal of the distribution of Company net profit achieved in 2019, the proposal of the 2020 Income and Expenditure Budget and the Investment plan, list comprising information as to the name, residence locality and professional qualification of the person proposed as member of the Board of Directors, the draft OGMS and EGMS resolutions, the template forms of the general and special powers of attorney and correspondence voting bulletins ("Voting Bulletin") for OGMS and EGMS, as well as documents and informing materials related to the items included on the agenda of OGMS and EGMS will be available both in Romanian and in English languages starting with 24 March 2020, on the website of the Company [www.petros.ro](http://www.petros.ro), Section Investor Relations/General shareholders' meetings Section, or may



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obtain, upon request, in any business day, during 09:00 – 16:00, at the Company's headquarter, via fax or by mail.

If the case would be, the updated agenda shall be published **starting with April 14, 2020**, in compliance with the legal provisions.

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 OGMS and/or EGMS, as well as to make new resolutions' proposals for the items included or proposed to be included on its agenda.:

Whereas the agenda specifies the appointment of a member of the Board of Directors, the shareholders are entitled as per the law, to nominate the candidates for the position of member of the Board of Directors until **April 9, 2020, at 16:00**. The proposals shall be accompanied by information on the name, residence locality, and professional qualification of the persons proposed for the respective positions. The list containing information regarding the name, residence locality and professional qualification of the persons proposed for the position of member of the Board of Directors shall be made available to the shareholders, and open for their consultation and supplementation. Based on the proposals received until the limit-date, the Company shall make available to the shareholders the candidates' proposals for the position of member of the Board of Directors and the afferent information in electronic format, both in Romanian and in English languages, on the Company's website ([www.petros.ro](http://www.petros.ro)), Investors Relation/ General Meeting of Shareholders, final list of proposals, following to be posted until the **April 13, 2020**, date previous to the reference date.

The proposals shall be accompanied by the following documents:

- a) the said proposal (under authorized and stamped signature, where appropriate);
- b) the following documents issued by Depozitarul Central S.A. or by the intermediaries defined in art. 2 para (1) point 20 of Law no. 24/2017 providing trustee services;
  - the statement of account certifying the quality of shareholder and the number of owned shares, in original or true copy;
  - documents certifying that the details of the legal representative are recorded at the Central Depository/ participants concerned, in original or true copy;
- a) Curriculum vitae of the candidate, up-to-date, dated and stamped;
- b) Certified copy of the candidate's identification document;
- c) Affidavit of the candidate whereby the latter agrees to be registered on the list of candidates for the position of director of the Company and respectively the mandate of member of the Board of Directors and meets the statutory requirements and conditions for this capacity, signed, in original copy.

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 **April 09, 2020, 16:00**, by mail or courier services (to the following address: Clopotei, 2Bis street, Prahova County – with the mention: “**For the Ordinary/Extraordinary General Meeting of shareholders of 27/28 April 2020**”), or by email having attached an extended electronic signature, in compliance with the Law on Digital Signature no. 455/2001 at [Investor.Relations.RWS@rompetrol.com](mailto:Investor.Relations.RWS@rompetrol.com), mentioning in the subject: “**For the**



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**Ordinary/Extraordinary General Meeting of shareholders of 27/28 April 2020”, respectively by fax at the number: +40 244 52.29.13) to the attention of Mrs. Adina Chițu.**

Any interested shareholder has the right to ask questions regarding the items included on the agenda of the OGMS and EGMS; The shareholders shall submit such questions only accompanied by copies of the shareholder’s valid identification documents (identity card/passport for natural persons and for legal persons / entities without legal personality, identity card/passport of the legal representative). The written questions, if the case, may be submitted as follows:

a) at the Correspondence Entry or by mail or courier with confirmation of receipt at the Correspondence Entry, no later than 22 April 2020, 16:00 o’clock, in a sealed envelope bearing the clearly written statement in capital letters: **“FOR THE ORDINARY/EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 27/28 APRIL 2020”**, or

b) by e-mail having attached an extended electronic signature, in compliance with the Law on Digital Signature no. 455/2001, no later than 22 April 2020, 16:00 o’clock, at [Investor.Relations.RWS@rompetrol.com](mailto:Investor.Relations.RWS@rompetrol.com), indicating in the “subject matter” field: **“FOR THE ORDINARY/ EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 27/28 APRIL 2020”**.

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.

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 OGMS and 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 OGMS and EGMS (based on a Correspondence Voting Ballot).

The access and/or the vote by mail of the shareholders entitled to attend the OGMS and 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 Affidavit 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.



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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).

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

### **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;



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b) documents attesting the enrolment of the information regarding the legal representative with Depozitarul Central S.A./ respective intermediaries.

Before their first use, general Powers of Attorney ( in Romanian or English language ) 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 April 25, 2020, at 10:00 a.m. for the OGMS, clearly mentioning on the envelope „For the Ordinary General Meeting of Shareholders as of 27/28 April 2020” and respectively until April 25, 2020, at 11:00 a.m. for the EGMS, clearly mentioning on the envelope „For the Extraordinary General Meeting of Shareholders as of 27/28 April 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 ( in Romanian or English language ) 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 April 25, 2020, at 10:00 a.m. for the OGMS, clearly mentioning to the subject: „For the Ordinary General Meeting of Shareholders as of 27/28 April 2020” and respectively until April 25, 2020, at 11:00 a.m. for the EGMS, clearly mentioning to the subject: „For the Extraordinary General Meeting of Shareholders as of 27/28 April 2020”.

#### **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](http://www.petros.ro), under the Relations with Investors Section, Subsection General Meeting of Shareholders, as of March 24<sup>th</sup>, 2020.

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* –



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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).

In case of the OGMS, for the items 1, 2, 4, 5, 8 and 9 on the agenda, there shall be used the forms of special Power of Attorney/ Correspondence Voting Ballot dedicated to these items, made available by the Company; for the items 3, 6, and 7 on the agenda, for which secret vote will be applied, there shall be used the forms of special Power of Attorney/ Correspondence Voting Ballot dedicated to this item, made available also by the Company.

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 OGMS and EGMS or proposals of resolutions could be added, in which case the updated agenda shall be published **starting with April 14, 2020**. In this case, the special Powers of Attorney/ Correspondence Voting Ballots shall be updated and published as described at letter 0) **starting with April 14, 2020**.

For the OGMS, the special Power of Attorney/ Correspondence Voting Ballot dedicated to the items 3, 6, and 7 on the agenda, filled in by the shareholders or, as the case, their representatives, with their options (vote "For", vote "Against", mention "Abstention"), signed, in original, shall be introduced within a separate envelope, closed, clearly mentioning on the envelope **"Confidential – Secret voting instructions for the Ordinary General Meeting of Shareholders as of 27/28 April 2020"**, which shall be placed, in turn, within the envelope containing the special Power of Attorney/ Correspondence Voting Ballot dedicated to the other items on the agenda of the OGMS and the related documents; these shall be sent as to be registered with the Company registration desk **no later than April 25, 2020, at 10:00 a.m.**, clearly mentioning on the envelope **„For the Ordinary General Meeting of Shareholders as of 27/28 April 2020"**.

For the EGMS, 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 April 25, 2020, at 11:00 a.m.**, clearly mentioning on the envelope **„For the Extraordinary General Meeting of Shareholders as of 27/28 April 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](mailto:Investor.Relations.RWS@rompetrol.com), as following:

- for the OGMS, the special Power of Attorney/ Correspondence Voting Ballot dedicated to the items 1, 2, 4, 5, 8 and 9, 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, accompanied by the related documents shall be sent by e-mail clearly mentioning on the subject **"For the Ordinary General Meeting of the Shareholders as of 27/28 April 2020"**, so that to be registered



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as received to the Company's registration desk **until April 25, 2020, 10:00 a.m.**; the special Power of Attorney/ Correspondence Voting Ballot dedicated to the items 3, 6, and 7 on the agenda, 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 shall be sent within a separate e-mail, clearly mentioning on the subject "**Confidential – Secret voting instructions for the Ordinary General Meeting of Shareholders as of 27/28 April 2020**", so that to be registered as received to the Company's registration desk **until April 25, 2020, 10:00 a.m.**

- for the EGMS, 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 April 2020**", so that to be registered as received to the Company's registration desk **until April 25, 2020, 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 OGMS and 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 Affidavits**

In case a shareholder is represented by a credit institution that provides custody services, the latter will be able to vote on the OGMS and 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 OGMS and 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 OGMS and 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 OGMS and 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 OGMS and 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 OGMS and 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 OGMS and 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 April 25, 2020, at 10:00 a.m. for the OGMS**, clearly mentioning on the envelope „For the Ordinary General Meeting of Shareholders as of 27/28 April 2020” and respectively **until April 25, 2020, at 11:00 a.m. for the EGMS**, clearly mentioning on the envelope „For the Extraordinary General Meeting of Shareholders as of 27/28 April 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](mailto:Investor.Relations.RWS@rompetrol.com), mentioning to the subject: „For the Ordinary General Meeting of the Shareholders as of 27/28 April 2020” for the OGMS, so that to be registered as received to the Company's registration desk **until April 25, 2020, at 10:00 a.m.** and respectively mentioning to the subject: „For the Extraordinary General Meeting of the Shareholders as of 27/28 April 2020” for the EGMS, so that to be registered as received to the Company's registration desk **until April 25, 2020, at 11:00 a.m.**

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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](http://www.petros.com), Section Relations with Investors/Subsection General Meeting of shareholders.

Also, on [Investor.Relations.RWS@rompetrol.com](mailto: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).

**General Manager/Member of the Board of Directors**  
**Mr. Timur Zhetpisbayev**