



**rompetrol  
well services**

ROMPETROL WELL SERVICES

Strada Clopotei, nr. 2 bis  
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To: **BUCHAREST STOCK EXCHANGE  
FINANCIAL SUPERVISORY AUTHORITY**



**Current report according to the F.S.A. Regulation no. 5/2018**

Report date: **27.04.2020**

**ROMPETROL WELL SERVICES S.A. PLOIESTI**

Registered headquarters: Ploiesti, 2bis Clopotei Street,  
Prahova County

Phone/fax no.: 0244.544.101/ 0244.522.913

Sole Registration Code: RO 1346607

Registration number with the Trade Registry: J29/110/1991

Subscribed and paid up share capital: 27,819,090 lei

Regulated market on which the securities issued by the company are traded: Bucharest Stock Exchange  
(symbol PTR)

**Significant event to report: Resolutions no. 1/2020, 2/2020, 3/2020 adopted by the Ordinary General Meeting of Shareholders and Resolution no. 1/2020 adopted by the Extraordinary General Meeting of Shareholders of Rompetrol Well Services S.A. as of April 27<sup>th</sup>, 2020.**

**The Ordinary General Meeting of Shareholders of Rompetrol Well Services S.A.** (referred collectively as "Meetings"), convened in session by virtue of art. 117 para.1 of the Companies Law no. 31/1990, as republished and subsequently amended, of the provisions of the Law no. 24/2017 on the issuers of financial instruments and market operations, of the Financial Supervisory Authority's Regulation no. 5/2018 on issuers of financial instruments and market operations, carried out its proceedings in compliance with the publicity and quorum conditions provided for by Law no. 31/1990, as republished and subsequently amended and the provisions of the Articles of Incorporation of Rompetrol Rafinare S.A. (hereinafter referred to as the "Company").

The convening notice of the General Meetings of Shareholders was published in the Official Gazette of Romania, 4<sup>th</sup> Part, no. 1135 as of March 24<sup>th</sup>, 2020 and in "Bursa" newspaper no. 56 as of March 24<sup>th</sup>, 2020, respectively the completion of the agenda of the Ordinary General Meeting of Shareholders was published in the Official Gazette of Romania, 4<sup>th</sup> Part, no. 1401 as of April 14<sup>th</sup>, 2020 and in "Bursa" newspaper no. 71 as of April 14<sup>th</sup>, 2020.

**The Ordinary General Meeting of Shareholders ("OGMS") was convened in session as of April 27<sup>th</sup>, 2020 – first convening – at 10.00 A.M., at the Company's headquarters, in compliance with the legal validity requirements, being attended either directly, through the vote by correspondence and by the representatives of the shareholders legal entities, representing 84.6569 % of the Company's share capital and 84.6569 % of the total voting right registered with Depozitarul Central S.A. Bucuresti on the reference date April 16<sup>th</sup>, 2020.**

**Subject to the provisions of the Company's Articles of Incorporation and of Law no. 31/1990, as republished and subsequently amended, the Ordinary General Meeting of Shareholders adopted the Resolutions no. 1/2020, 2/2020 and 3/2020 in respect of the issues on the meeting agenda, as follows:**



**Resolution no. 1/2020 regarding the items on the agenda no. 1, 2, 2<sup>1</sup>, 2<sup>2</sup>, 2<sup>3</sup>, 4, 5, 8 și 9:**

**Article 1**

*In the presence of the shareholders representing 84.6569 % of the share capital and 84.6569 % of the total voting rights, with the affirmative votes of the shareholders representing 73.2756 % of the share capital and 86.5560 % of the casted votes, approves 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.*

*The main financial indicators are:*

- Turnover	66,135,769 lei
- Total income	71,661,673 lei
- Total expenses	59,491,565 lei
- Gross profit	13,654,588 lei
- Net profit	12,170,108 lei

**Article 2**

*In the presence of the shareholders representing 84.6569 % of the share capital and 84.6569 % of the total voting rights, with the negative votes of the shareholders representing 83.9577 % of the share capital and 99.1741 % of the casted votes, rejects the distribution of Company net profit achieved in 2019 amounting RON 12,170,108 according to the proposal of the majority shareholder KMG I 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.*

**Article 3**

*In the presence of the shareholders representing 84.6569 % of the share capital and 84.6569 % of the total voting rights, with the affirmative votes of the shareholders representing 84.6569 % of the share capital and 100 % of the casted votes, approves the distribution of Company net profit achieved in 2019 amounting RON 12,170,108 according to the proposal of the minority shareholder KJK as dividends respective 0.0437 lei gross value/share and approval the date of payment of dividends as of July 9<sup>th</sup> 2020;*

**Article 4**

*In the presence of the shareholders representing 84.6569 % of the share capital and 84.6569 % of the total voting rights, with the negative votes of the shareholders representing 73.0111 % of the share capital and 86,2437 % of the casted votes, rejects the change of the destination of the reserves constituted from the net profit of the company obtained in the previous years in the amount of 27,498,620 lei and the distribution of this amount as dividends to shareholders, respectively 0.099 lei gross / share and approval the date of payment of dividends as of July 9<sup>th</sup> 2020.*

**Article 5**

*In the presence of the shareholders representing 84.6569 % of the share capital and 84.6569 % of the total voting rights, with the negative votes of the shareholders representing 73.0111 % of the share capital and 98.6942 % of the casted votes, rejects the change of the result carried over from the net profit of the company obtained by the company in the previous years amounting to 56,882,245 lei and*



*distributing this amount as dividends to shareholders, respectively 0.204 gross lei / share and approval the date of payment of dividends as of July 9<sup>th</sup> 2020.*

#### **Article 6**

*In the presence of the shareholders representing 84.6569 % of the share capital and 84.6569 % of the total voting rights, with the affirmative votes of the shareholders representing 84.6569 % of the share capital and 100% of the casted votes, approves the **Income and Expenditure Budget and the Investment plan for 2020.***

#### **Budget and the Investments Plan for 2020.**

- Total income	75,143,900 lei
- Total expenses	61,919,100 lei
- Gross profit	13,224,800 lei
- Net profit	11,524,600 lei

#### **Article 7**

*In the presence of the shareholders representing 84.6569 % of the share capital and 84.6569 % of the total voting rights, with the affirmative votes of the shareholders representing 73.9748 % of the share capital and 87.3819 % of the casted votes, approves the **monthly gross remuneration of the members of the Board of Directors for the financial year 2020, respectively: Chairman of the Board of Directors – 2,564 USD/gross/month , payable at the exchange rate communicated by BNR from the last working day of the month for which the payment is made , Members of the Board of Directors – 1,709 USD/gross/month, payable at the exchange rate communicated by BNR from the last working day of the month for which the payment is made. The tax and social contributions afferent to this remuneration, due to the members of the Board of Directors, being retained and paid by to the state budget as per the provisions of the fiscal law, approves the general limit of the additional remuneration of the members of committee established by the Board of Directors, respectively: Chairman of the Audit Committee RON 1,500 net/month, Members of the Audit Committee - RON 1,000 net/month.***

#### **Article 8**

*In the presence of the shareholders representing 84.6569 % of the share capital and 84.6569 % of the total voting rights, with the affirmative votes of the shareholders representing 84.6545 % of the share capital and 99.9972 % of the casted votes, approves , setting the dates: (i) **19.06.2020 as Registration Date**, according to art. 86 (1) of the Law no. 24/2017 and with the affirmative votes of the shareholders representing 84.6569 % of the share capital and 100 % of the casted votes, approves , setting the dates: (ii) **18.06.2020 as the “ex-date”**, according to art. 2, para. 2, letter l) of Regulation no. 5/2018.*

#### **Article 9**

*In the presence of the shareholders representing 84.6569 % of the share capital and 84.6569 % of the total voting rights, with the affirmative votes of the shareholders representing 84.6569 % of the share capital and 100 % of the casted votes, approves the **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.***



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**Resolution no. 2/2020 regarding the items on the agenda no. 3, 6, 7, 7<sup>1</sup>, 8 and 9**

**Article 1**

*In the presence of the shareholders representing 84.6569 % of the share capital and 84.6569 % of the total voting rights, with the affirmative votes of the shareholders representing 73.9748 % of the share capital and 87.3819 % of the casted votes, approves the discharge of liability of the Company directors for their activity carried out during the financial year 2019, based on the presented reports.*

**Article 2**

*In the presence of the shareholders representing 84.6545 % of the share capital and 84.6545 % of the total voting rights, with the affirmative votes of the shareholders representing 83.9553 % of the share capital and 99.1741 % of the casted votes, approves 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.*

**Article 3**

*In the presence of the shareholders representing 84.6569 % of the share capital and 84.6569 % of the total voting rights, with the affirmative votes of the shareholders representing 83.9537 % of the share capital and 99.1694 % of the casted votes, approves the electing Mr. Laurentiu Madalin Coltanel, romanian citizen, 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).*

**Article 4**

*In the presence of the shareholders representing 84.6569 % of the share capital and 84.6569 % of the total voting rights, with the negative votes of the shareholders representing 73.0135 % of the share capital and 86.2465 % of the casted votes, rejects the electing an administrator of the company as a member of the Board of Directors of Rompetrol Well Services SA, for a mandate starting with the date of his election and which will expire on 29.04.2022 ( the date of the termination of current members' mandates).*

**Article 5**

*In the presence of the shareholders representing 84.6569 % of the share capital and 84.6569 % of the total voting rights, with the affirmative votes of the shareholders representing 84.6545 % of the share capital and 99.9972 % of the casted votes, approves, setting the dates: (i) 19.06.2020 as Registration Date, according to art. 86 (1) of the Law no. 24/2017 and with the affirmative votes of the shareholders representing 84.6569 % of the share capital and 100 % of the casted votes, approves, setting the dates: (ii) 18.06.2020 as the "ex-date", according to art. 2, para. 2, letter l) of Regulation no. 5/2018.*

**Article 6**

*In the presence of the shareholders representing 84.6569 % of the share capital and 84.6569 % of the total voting rights, with the affirmative votes of the shareholders representing 84.6569 % of the share capital and 100 % of the casted votes, approves the empowering Mr. Timur Zhetspibayev, 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,*



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*against third parties and published, the said proxy being entitled to subdelegate third parties to act for such purpose.*

**Resolution no. 3/2020 regarding the items on the agenda no. 7<sup>2</sup>, 8 and 9**

**Article 1**

*In the presence of the shareholders representing 84.6569 % of the share capital and 84.6569 % of the total voting rights, with the affirmative votes of the shareholders representing 73.2756 % of the share capital and 86.5560 % of the casted votes, **approves the reappointment of Ernst & Young Assurance Services SRL** headquartered in Bucharest Tower Center Building, 15-17 Ion Mihalache Blvd., 21<sup>st</sup> Floor, Sector 1, Bucharest, registered with the Trade Registry under J40/5964/1999, having sole registration code 11909783, member of the Chamber of Financial Auditors of Romania as per authorization no. 77 dated August 15<sup>th</sup>, 2001, legally represented by Mr. Bogdan Ion, as director, romanian citizen, as financial auditor of Rompetrol Well Services, for the financial years 2020 and 2021, the duration of the audit service agreement being of 2 (two) years, starting with April 27<sup>th</sup>, 2020.*

**Article 2**

*In the presence of the shareholders representing 84.6569 % of the share capital and 84.6569 % of the total voting rights, with the affirmative votes of the shareholders representing 84.6545 % of the share capital and 99.9972 % of the casted votes, **approves**, setting the dates: (i) 19.06.2020 as Registration Date, according to art. 86 (1) of the Law no. 24/2017 and with the affirmative votes of the shareholders representing 84.6569 % of the share capital and 100 % of the casted votes, **approves**, setting the dates: (ii) 18.06.2020 as the "ex-date", according to art. 2, para. 2, letter l) of Regulation no. 5/2018.*

**Article 3**

*In the presence of the shareholders representing 84.6569 % of the share capital and 84.6569 % of the total voting rights, with the affirmative votes of the shareholders representing 84.6569 % of the share capital and 100 % of the casted votes, **approves the 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 ("OGMS")** was convened in session as of April 27<sup>th</sup>, 2020 – first convening – at 11.00 A.M., at the Company's headquarters, in compliance with the legal validity requirements, being attended either directly, through the vote by correspondence and by the representatives of the shareholders legal entities, representing 84.3924 % of the Company's share capital and 84.3924 % of the total voting right registered with Depozitarul Central S.A. București on the reference date April 16<sup>th</sup>, 2020.

Subject to the provisions of the Company's Articles of Incorporation and of Law no. 31/1990, as republished and subsequently amended, **the Extraordinary General Meeting of Shareholders adopted the Resolution no. 1/2020 in respect of the issues on the meeting agenda, as follows:**



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**Article 1**

*In the presence of the shareholders representing 84.3924 % of the share capital and 84.3924 % of the total voting rights, with the affirmative votes of the shareholders representing 84.3924 % of the share capital and 100% of the casted votes, approves the setting up a working point with headquarters in Mihaesti Commune, Stuparei Village, no.68, Principala street, Valcea county.*

**Article 2**

*In the presence of the shareholders representing 84.3924 % of the share capital and 84.3924 % of the total voting rights, with the affirmative votes of the shareholders representing 84.3924 % of the share capital and 100% of the casted votes approves, setting the dates: (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.*

**Article 3**

*In the presence of the shareholders representing 84.3924 % of the share capital and 84.3924 % of the total voting rights, with the affirmative votes of the shareholders representing 84.3924 % of the share capital and 100% of the casted votes, approves the 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 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.*

**Chairman of the Board of Director  
By Proxy  
General Manager - Mr. Timur Zhetpisbayev**

