

## CONVENING NOTICE

The Board of Directors of the company **ROMPETROL 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 18<sup>th</sup>, 2020

whereas the request of the significant shareholder the KJK BALKAN HOLDING S.a.r.l, holder of a number of 29,709,950 shares representing 10.6797% from the share capital of the Company, formulated by the letter registered under no. RWS 2624/02.12.2020,

whereas the provisions of art. 137<sup>2</sup> of Law no. 31/1990, corroborated with those of art. 14.6 of the article of incorporation

in accordance with the article 117 and 119 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 ,

## HEREBY CONVENES

**The Ordinary General Meeting of Shareholders** (hereinafter referred to as the „OGMS”), on **January 28, 2021, starting at 11:00 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 **18.01.2021**, 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 **January 29, 2021 starting at 11:00 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 **January 28, 2021, starting at 12:00 a.m.**, for all the shareholders registered in the Company Shareholders' Registry held by Depozitarul Central S.A., Bucharest, at the end of **18.01.2021**, 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 29, 2021, starting at 12:00 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 change of the destination of the other reserves and the retained earnings from the company's net profit obtained by the company in the preceding years amounting to 84,370,865 lei and the distribution of this amount as a special dividend to shareholders with a value of 0.3033 lei gross / share and approval the date of payment of dividends as of June 24<sup>th</sup> 2021 ;
2. Approval of the termination of Mr. Timur Zhetpisbayev's mandate as a member of the Board of Directors following his request starting with the 9<sup>th</sup> of September 2020.

3. Approval of the termination of Mr. Saduokhas Meraliyev's mandate as a member of the Board of Directors following his request starting with the 1st of October 2020
4. Election of 2 (two) members of the Board of Directors of the Company, for a mandate that will begin with the date of this Ordinary General Meeting of Shareholders and which will expire on 29<sup>th</sup> of April 2022 (the expiration date of the term of office of the current members of the Board of Directors ).
5. Approval of: (i) 04.06.2021 as Registration Date, according to art. 86 (1) of the Law no. 24/2017; (ii) 03.06.2021 as the "ex-date", according to art. 2, para. 2, letter l) of Regulation no. 5/2018.
6. 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.

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

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.
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.
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.
4. Approval of 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.
5. Approval of the policy of distribution of the company's profit and dividend in accordance with the proposals of the company's shareholders.

KJK Balkan Holding S.a.r.l. proposes, therefore, that:

The company's net profit be distributed as dividends, with the exception of amounts for:

- (a) specific objectives requiring working capital;
- (b) acquisitions or investments approved in accordance with the strategy approved by the general meeting of the company's shareholders;

(c) the coverage of amounts for newly enforced taxes or duties or for legal requirements;  
 (d) coverage for unforeseen needs up to 2,500,000 lei;  
 and

(e) the buy-back of the company's shares within the limits provided by the law.

The withholding of the amounts provided for in points (a) - (e) may be made only if the amounts for such purposes are not already available and only if it is approved by the general meeting of shareholders based on a detailed report of the board of directors.

The report of the board of directors must be approved by the shareholders' meeting and will indicate in actual terms the needs of the company, their economic substantiation and the exact or the reasonably estimated amounts for each purpose.

6. Approval of: (i) 04.06.2021 as Registration Date, according to art. 86 (1) of the Law no. 24/2017;  
 (ii) 03.06.2021 as the "ex-date", according to art. 2, para. 2, letter l) of Regulation no. 5/2018.

7. 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 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.

*Given the last recommendations of the Romanian public authorities in regard to prevention / limitation of COVID-19 spread, Rompetrol Well Services recommends its shareholders:*

- *To access the information materials for the OGMS and EGMS, in electronic form, available on the Company's website, rather than in their print form, at the Record office;*
- *To vote by mail, by using the Ballot Forms by mail;*
- *To use as means of communication the e-mail with the extended electronic signature incorporated, rather than sending by post or courier at the Company's record office, when sending (i) proposals for adding new items on the OGMS and EGMS agenda, (ii) proposals for members of the Board of Directors, (iii) draft decisions, (iv) written questions before the OGMS and EGMS, (v) powers of attorney for the representation in the OGMS and EGMS, or (vi) the Ballots for the vote by mail.*

**a) Documents related to the OGMS and EGMS agenda**

Starting with December 22th, 2020, the convening notice of OGMS and EGMS (in Romanian and English languages), the meeting materials (documents or information regarding the issues on the agenda), the special Power of Attorney forms for the representation of the shareholders within the OGMS and EGMS, which shall be updated if new items or resolutions proposals are to be added on the agenda (available in Romanian and English languages), the Correspondence Voting Ballot forms for the participation and vote of shareholders within the OGMS and EGMS, which will be updated if new items or resolutions proposals are to be added on the agenda (available in Romanian and English languages), the draft resolutions for the items on the agenda of the OGMS and EGMS, and these may be downloaded from the Company's website [www.petros.ro](http://www.petros.ro), Section Investor Relations, sub-section Shareholders General Assembly / Shareholders General Assembly for the running year.

If the case would be, the updated agenda shall be published starting with January 15th, 2021, as per the legal provisions.

**b) Shareholders' proposals regarding the OGMS and EGMS**

One or more shareholders, individually or collectively representing, at least 5% of the share capital of the Company has/have the right, under the conditions of the law, to request the Board of Directors of the Company to include new items on the agenda of the OGMS and EGMS, as well as/or to present new resolutions drafts for the items included or proposed to be included on the agenda of the OGMS and EGMS, by registered mail with receipt confirmation / delivery, mentioning on the envelope, clearly in capital letters "**PROPOSAL OF NEW ITEMS ON THE AGENDA / RESOLUTIONS – FOR THE ORDINARY/EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF January 28th/29th, 2021**", so as to be registered as received by Company's registration desk until **January 08th 2021, at 16:30**. (Romanian time).

Whereas the agenda specifies the election of 2 (two) new members of the Board of Directors, the shareholders are entitled as per the law, to nominate the candidates for 2 (two) positions of new members of the Board of Directors until **January 08th 2021, at 16:30**. 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 **January 15th, 2021**, 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 above stipulated can be exerted only in writing, the shareholders having to send the request, such as to be registered as received by the Company's Registration desk until the latest **January 08th, 2021, at 16:30** (Romanian time), either by mail or courier services (to the address: Ploiesti, 2Bis Clopotei street, Prahova County - mentioning: "**FOR THE ORDINARY GENERAL**

**MEETING OF SHAREHOLDERS AS OF JANUARY 28th/29th, 2021**”), either by electronic communication means (e-mail: [Investor.Relations.RWS@rompetrol.com](mailto:Investor.Relations.RWS@rompetrol.com), mentioning as subject: **“FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS AS JANUARY 28th/29th, 2021”**, respectively fax number: +40 372789845) to the attention of Mrs. Adina Chițu.

Please be informed that the Company’s Registration desk is closed on non-business days and legal holidays, and open on business days between 8:30 a.m. and 16:30, Romanian time (Monday to Friday).

**c) Shareholders right to address questions referring to the agenda of the Meeting**

Each shareholder participating to the share capital **has the right to address in writing questions referring to the items of the agenda of the OGMS and EGMS**, so that they be registered as received by the Company’s Registration desk **until latest January 08th, 2021, at 16:30** (Romanian time) and the Company shall answer the questions addressed by the shareholders by posting on the Company’s website, [www.petros.ro](http://www.petros.ro), under section Investor Relations / sub-section General Meeting of Shareholders/General Meeting of Shareholders current year. The right to address questions and the Company’s obligation to answer them shall be conditioned by the Company’s confidentiality and interest protection.

To validly exert the shareholders’ rights to request to enter new items on the agenda, to present Resolutions drafts for the items existing or proposed to be entered on the agenda and to address questions referring to the agenda, the shareholders shall send to the Company the following documents:

- One copy of the shareholder’s identity card natural person<sup>1/</sup> of the shareholder’s legal representative legal entity / entity without legal personality;
- Should the shareholder / shareholder’s legal representative legal entity / entity without legal personality not be found on the shareholders list on the Reference Date sent by Depozitarul Central S.A., the shareholder must supplementary send one of the following documents:
  - ✓ bank statement showing their position as shareholder and number of shares owned;
  - ✓ documents certifying the registration of information about the legal representative with Depozitarul Central S.A. /respective intermediaries.
- Should the shareholder legal entity / entity without legal personality have not furnished to Depozitarul Central S.A. information on their legal representative (so that this could be found in the shareholders register furnished by Depozitarul Central S.A. for the Reference Date), this must supplementary send a registration certificate issued by the Trade Register Office / any other document issued by a competent authority in the state where the shareholder is registered, attesting their quality of legal representative of the signatory of the proposal /questions, issued by at the most 3 months prior to the date of publishing this Convening notice and sent in original or copy in compliance with the original.

The documents attesting the quality of legal representative presented in a foreign language, other than English (except for the identity documents valid on Romanian territory) shall be accompanied by their translation made by an authorized translator, into Romanian or English. Documents made in a foreign language are not required certification or bearing an Apostille.

The shareholders’ proposals and questions, as well as the documents certifying meeting the conditions to exert these rights, shall be sent:

- either as signed hand-written document, in original – sent by mail or courier services to the Company’s headquarters mentioned at point a, in closed envelope, with the clearly written mention: **“FOR THE ORDINARY/EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF JANUARY 28th/29th, 2021– PROPOSALS”** respectively **“FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF SEPTEMBER 18th/21st, 2020– QUESTIONS”**;

- or as an electronic document, with incorporated electronic signature, in compliance with Law no 455/2001 regarding the electronic signature – by email to the address: **Investor.Relations.RWS@rompetrol.com**, mentioning as subject: **“FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF JANUARY 28th/29th, 2021 – PROPOSALS”**, respectively **“FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF SEPTEMBER 18th/21st, 2020– QUESTIONS”**

**d) The Shareholders’ rights to participate to the Ordinary General Meeting of Shareholders**

**The Reference Date is January 18th, 2021.**

Only the persons being shareholders of Rompetrol Well Services registered at this date in the Company’s Shareholder Register, held and issued by Depozitarul Central S.A. have the right to participate and may exert the voting right within this OGMS and EGMS, in compliance with the legal provisions, **in person** (by legal representatives) or **by proxy** (based on a special/general Power of Attorney or Affidavit given by the custodian) with legal restrictions or, prior to the Ordinary/Extraordinary General Meeting, **by correspondence** (based on a Correspondence Voting Ballot).

Also, a shareholder may be represented by a credit institution supplying custody services, that could vote at the general meeting of shareholders based on the voting instructions received via electronic communication means, without the necessity of drafting a special or general Power of Attorney by the shareholder. The custodian votes exclusively at OGMS and EGMS in compliance and within the limit of the instructions received from their clients, shareholders at the Reference Date.

(i) **Access to the meeting room and/or vote by correspondence** of the shareholders entitled to participate on the date established to hold this OGMS and EGMS is allowed only the simple proof of their identity, for the shareholders natural persons, on their identity document (identity bulletin/card for Romanian citizens or, as case may be, passport/residence permit for foreign citizens) and, for legal entities, on the identity document of the legal representative (identity bulletin/card for Romanian citizens, or as case may be, passport/residence permit for foreign citizens).

**The representatives of the shareholders – natural persons** shall be identified by means of the identity document (identity card for Romanian citizens or, as the case may be, by passport/residence permit for foreign citizens), accompanied by a special or general Power of Attorney signed by respective the natural person-shareholder.

**The representatives of the shareholders – legal entities** shall prove their capacity by means of the identity document (identity card for Romanian citizens or, as the case may be, passport/residence permit for foreign citizens), accompanied by a special or general Power of Attorney signed by the legal representative of by the respective shareholder - legal entity.

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 Rompetrol Well Services 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 present OGMS and EGMS).

The documents certifying the legal representative capacity presented in a foreign language, other than English (except for the identity documents valid on Romanian territory) shall be accompanied by the translation made by an authorized translator, into Romanian or English. Documents made in a foreign language are not required certification or bearing an Apostille.

**At this OGMS, the shareholders may be represented by other persons, based on a special or general Power of Attorney.** For this type of vote must be used the special Power of Attorney forms (in Romanian or English languages) in accordance with the legal provisions which will be made available by the Company or a general Power of Attorney, drafted in accordance with the provisions of the Law no. 24/2017. The shareholders natural persons or unincorporated entities attending the OGMS and EGMS by a person other than their legal representative shall mandatorily use a special or general Power of Attorney, subject to the conditions set forth hereinbefore.

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

#### **(ii) 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, in compliance with the dispositions of art. 92 paragraph (15) of Law no 24/2017, 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.

The general powers of attorney shall be valid without any other supplementary documents referring to the respective shareholder, if it is signed by the respective shareholder and accompanied by a notarized statement, in original, signed, and as case may be stamped by the legal representative of the intermediary or lawyer that received the power of representation by general power of attorney, showing that:

- a) 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;
- b) 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 26<sup>th</sup>,2021, at 11:00** (Romanian time) for the OGMS, clearly mentioning on the envelope **„FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF JANUARY 28th/29th, 2021”** and respectively **until January 26<sup>th</sup>,2021, at 12:00** (Romanian time) for the EGMS, clearly mentioning on the envelope **„FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF JANUARY 28th/29th, 2021”**.The general Powers of Attorney, in certified copies, will be retained by the Company, mentioning about this in the minutes of the general meeting. The general Powers of Attorney are valid for a period that could not exceed 3 years.

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 Autoritatea de Supraveghere Financiară (FSA) - Financial Supervisory Authority, at the address: [Investor.Relations.RWS@rompetrol.com](mailto:Investor.Relations.RWS@rompetrol.com), so that to be registered as received to the Company's Registration Desk **until January 26<sup>th</sup>,2021, at 11:00** (Romanian time) for the OGMS, clearly mentioning to the subject: **„FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF JANUARY 28th/29th, 2021”** and respectively **until January**



26<sup>th</sup>, 2021, at 12:00 (Romanian time) for the EGMS, clearly mentioning on the subject: „**FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF JANUARY 28th/29th, 2021**”.

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.

**(iii) The special Powers of Attorney and the Correspondence Voting Ballots**

The special Power of Attorney Forms and Correspondence Voting Ballots, both in Romanian and English languages, can be obtained from the Company’s headquarters, located at the above-mentioned address, under chapter “Documents afferent to GMS” or can be downloaded from the Company’s website, [www.petros.ro](http://www.petros.ro), under section Investor Relations, sub-section General Meeting of Shareholders / General Meeting of Shareholders current year, starting with **December 22th, 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:

- a) 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
- b) 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 S.A. 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 this 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 OGMS, for the items 1, 5, and 6 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 2, 3, and 4 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.

For the OGMS, the special Power of Attorney/ Correspondence Voting Ballot dedicated to the items 2, 3 and 4 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 January 28th/29th, 2021"**, 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 January 26, 2021, at 11:00** (Romanian time), clearly mentioning on the envelope **„Special Power of Attorney/ Correspondence Voting Ballot for the Ordinary General Meeting of Shareholders as of January 28th/29th, 2021"**.

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 January 26, 2021, at 12:00** (Romanian time), clearly mentioning on the envelope **„Special Power of Attorney/ Correspondence Voting Ballot for the Extraordinary General Meeting of Shareholders as of January 28th/29th, 2021"**.

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 2, 3 and 4, 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 **" Confidential – Secret voting instructions for the Ordinary General Meeting of Shareholders as of January 28th/29th, 2021"**, so that to be registered as received to the Company's registration desk **until January 26th, 2021, 11:00** (Romanian time).; the special Power of Attorney/ Correspondence Voting Ballot dedicated to the items 1, 5 and 6 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 **"For the Ordinary**

**General Meeting of Shareholders as of January 28th/29th, 2021"**, so that to be registered as received to the Company's registration desk **until January 26th, 2021, 11:00** (Romanian time).

- 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 January 28th/29th, 2021**", so that to be registered as received to the Company's registration desk until **January 26th, 2021, 12:00** (Romanian time).

The special Powers of Attorney and Correspondence Voting Ballots in Romanian and/or English languages, which are not registered with the Company's Registration Office/email address specified in the previous paragraph until the date and hour mentioned hereinbefore, shall not be considered for determining the quorum and majority in 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.

When filling in the special Powers of Attorney/ Correspondence Voting Ballots, in compliance with all of the above-mentioned, the shareholders or, as the case, their representatives are asked to consider that new items on the agenda of the OGMS or proposals of resolutions could be added. In this case, the special Powers of Attorney/ Correspondence Voting Ballots shall be updated and published as described at letter a) **starting with January 15th, 2021**.

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 secretary, she/he 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.

**(iv) 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 EGM 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.

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 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 26.01.2021, at 11:00 (Romanian time) for the OGMS** clearly mentioning on the envelope „for the **Ordinary General Meeting of Shareholders as of January 28th/29th, 2021**” and respectively **until 26.01.2021, at 12:00 (Romanian time) for the EGMS** clearly mentioning on the envelope „for the **Extraordinary General Meeting of Shareholders as of January 28th/29th, 2021**”.

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 Financial Supervisory Authority, at the address: Investor.Relations.RWS@rompetrol.com, mentioning to the subject: „For the Ordinary General Meeting of the Shareholders as of January 28th/29th, 2021” for the OGMS, so that to be registered as received to the Company's registration desk **until 26.01.2021, at 11:00 (Romanian time)** and respectively mentioning to the subject: „For the Extraordinary General Meeting of the Shareholders as of January 28th/29th, 2021” for the EGMS, so that to be registered as received to the Company's registration desk **until 26.01.2021, at 12:00 (Romanian time)**.

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

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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. – 16:00 P.M. and from the Company's website [www.petros.com](http://www.petros.com), Section Relations with Investors/Subsection General Meeting of shareholders.

Besides, on website [www.petros.ro](http://www.petros.ro), Section Investors Relation 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**  
**Yedil Utekov**

