

Lista întrebărilor adresate de către acționarii Rompetrol Well Services SA referitor la Adunarea Generală Ordinară a Acționarilor din data de 27 aprilie 2022, precum și a răspunsurilor oferite:

The list of questions asked by the shareholders of Rompetrol Well Services SA regarding the Ordinary General Meeting of Shareholders dated April 27, 2022, as well as the answers provided:

Intrebarea nr. 1

De ce ati inregistrat reversarea de provizion pentru creanta Oilfield Exploration Business Solutions SA prin Capitalurile Proprii / Alte Rezerve si nu prin Contul de Profit si Pierdere, ca atunci cand a fost constituita (ca si cheltuiala)? Prin faptul ca nu ati inregistrat reversarea ca un venit, ceea ce ar fi generat o sarcina fiscala suplimentara (impozit pe profit), este posibil ca in acest caz ANAF sa considere ca a facut compania evaziune fiscala?

Raspuns

Tranzactia incheiata cu KMG International NV prin care s-a cedat creanta Oilfield Exploration Business Solutions S.A., reprezinta o tranzactie incidentala, In vederea prezentarii fidele, s-a analizat substanta acestei tranzactiei, ce a condus la anularea pierderii de valoare a creantei, ce a fost recunoscuta ca element de capitaluri proprii, avand in vedere partile implicate in tranzactie.

Potrivit Codului Fiscal, sunt considerate venituri neimpozabile veniturile din reducerea sau anularea provizioanelor pentru care nu s-a acordat deducere. Deoarece cheltuiala cu provizionul aferent creantei Oilfield Exploration Business Solutions S.A. a fost considerata nedeductibila la momentul constituirii ei, respectiv in principal in anii 2015-2016, nu exista impact fiscal la reluarea provizionului ca urmare a conventiei de cesiune de creanta.

Intrebarea nr. 2

Din ce motive a stabilit Consiliul de Administratie data platii dividendului pentru 25.10.2022, desi exista suficiente lichiditati in cash pooling-ul cu KMG Rompetrol SRL si de asemenea se vor primi fondurile suplimentare de la KMG International NV pentru creanta Oilfield Exploration Business Solutions SA? In plus bugetul pe 2022, prezinta o cifra de afaceri si un profit net in crestere.

Question no. 1

Why did you record the reversal of the provision for the debt of Oilfield Exploration Business Solutions SA through the Equity / Other Reserves and not through the Profit and Loss Account, as when it was set up (as an expense)? By not registering the reversal as income, which would have generated an additional tax burden (profit tax), is it possible that in this case ANAF will consider that the company has evaded tax?

Answer

The transaction concluded with KMG International NV by which the debt of Oilfield Exploration Business Solutions S.A. was assigned, represents an one-off transaction. For a relevant presentation, the substance of this transaction was analyzed, generating a reversal of allowance for trade receivable which was recognised as an equity element, considering the parties involved in the transaction.

According to the Fiscal Code, the incomes from the reduction or cancellation of the provisions for which no deduction was granted are considered non-taxable income. As the expense with the provision related to the Oilfield Exploration Business Solutions S.A. receivable was considered non-deductible at the time of its establishment, respectively mainly in 2015-2016, there is no fiscal impact on the resumption of the provision as a result of the debt assignment agreement.

Question no. 2

For what reasons did the Board of Directors set the dividend payment date for 25.10.2022, although there is sufficient liquidity in the cash pooling with KMG Rompetrol SRL and will also receive additional funds from KMG International NV for the debt of Oilfield Exploration Business Solutions SA? In addition, the budget for 2022 shows a growing turnover and net profit.

Raspuns

Consiliul de administratie a avut in vedere prevederile Legii nr. 24/2017 privind emitentii de instrumente financiare si operatiuni de piata, republicata art. 87 alin. 2, conform carora „Odată cu fixarea dividendelor, adunarea generală a acționarilor stabilește și data în care acestea se vor plăti acționarilor. Această dată nu va fi stabilită mai târziu de 6 luni de la data adunării generale a acționarilor de stabilire a dividendelor”.

Totodata, avand in vedere instabilitatea crescuta a pietei si contextul geopolitic existent, aspecte care pot genera o posibila presiune asupra fluxului de numerar operational, precum si intentia Consiliului de Administratie de a asigura o abordare prudentiala in vederea protejarii situatiei financiare a societatii, Consiliul de Administratie a gasit oportun sa propuna data platii in conformitate cu termenul maxim prevazut de lege.

Intrebarea nr. 3

Poate Consiliul de Administratie sa confirme ca aceasta creanta Oilfield Exploration Business Solutions SA va fi incasata de la KMG International NV?

Raspuns

Conform contractului de cesiune de creanta incheiat la data de 24.12.2021, KMG International NV are obligatia sa achite prețul cesiunii, in cuantum de 34.705.969,00 RON, in doua transe egale, una pana la data de 30.06.2022, iar a doua pana la data de 31.12.2022. Consiliul de Administratie al Rompetrol Well Services S.A. nu este in posesia unor informatii de natura a ne conduce la ideea ca cesionarul KMG International NV, nu isi va respecta obligatiile contractuale.

Intrebarea nr. 4

Poate Consiliul de Administratie sa confirme ca sumele transferate la KMG Rompetrol SRL nu sunt folosite sau depuse intr-o banca ruseasca, care este in acest moment sub sanctiuni internationale?

Raspuns

Conform adresei primite din partea KMG Rompetrol SRL, compania nu detine sume de bani in nicio banca ruseasca supusa sanctiunilor internationale.

Answer

The Board of Directors considered the provisions of the Law no. 24/2017 on issuers of financial instruments and market operations, republished art. 87 para.2, according to which “After the establishment of dividends, the general meeting of shareholders shall also establish the term within which they shall be paid to the shareholders. Such term shall not exceed 6 months from the date of the general meeting of shareholders establishing the dividends.”

At the same time, considering the increased instability of the market and the current geopolitical context, aspects which could generate a potential pressure on the operational cash flow, as well as the Board of Directors intention to ensure a prudent approach with a view to protect the company’s financial situation, the Board of Directors found it opportune to propose the payment date in accordance with the maximum term provided by law.

Question no. 3

Can the Board of Directors confirm that this Oilfield Exploration Business Solutions SA receivable will be collected from KMG International NV?

Answer

According to the receivable assignment agreement concluded on 24.12.2021, KMG International NV has the obligation to pay the receivable price, in the amount of RON 34,705,969.00, in two equal installments, one until 30.06.2022, and the second until 31.12.2022. The Board of Directors of Rompetrol Well Services S.A. is not in possession of any information that could lead us to the idea that the assignee KMG International NV will not comply with its contractual obligations.

Question no. 4

Can the Board of Directors confirm that the amounts transferred to KMG Rompetrol SRL are not used or deposited in a Russian bank, which is currently under international sanctions?

Raspuns

According with the letter received from KMG Rompetrol SRL, the company does not held cash in any of the sanctioned Russian banks.

Intrebarea nr. 5

Poate Consiliul de Administratie sa confirme ca sumele transferate catre KMG Rompetrol SRL nu sunt folosite sau depuse intr-o entitate ruseasca, in acest moment sub sanctiuni internationale?

Raspuns

Conform adresei primite din partea KMG Rompetrol SRL, compania nu foloseste sume de bani pentru a avea tranzactii cu nicio entitate ruseasca supusa sanctiunilor internationale.

Question no. 5

Can the Board of Directors confirm that the amounts transferred to KMG Rompetrol SRL are not used or deposited in a Russian entity, at this time under international sanctions?

Answer

According with the letter received from KMG Rompetrol SRL, the company does not use the cash to have transactions with any of the Russian sanctioned parties.