

Lista întrebărilor adresate de către acționarii Rompetrol Well Services SA referitor la Adunarea Generală Ordinară a Acționarilor din data de 20 iulie 2023, 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 July 20, 2023, as well as the answers provided:

Intrebarea nr. 1

In materialul de informare aferent punctului 1 de pe ordinea de zi, mentionati ca sunt incluse urmatoarele activitati de management, astfel: "Printre activitatile de management desfasurate in cadrul Companiei de catre personal KMG Rompetrol mentionam activitatile de management general, management strategic, management de resurse umane, Business Analytics Technical Expert, IT Systems Administrator, Planning Manager dar si serviciile coordonatorului de mediu."

Considerati ca activitatile de management general, management strategic, management de resurse umane nu pot fi prestate de angajati ai societatii?

Raspuns

Activitatile prestate de catre KMG Rompetrol SRL mentionate in materialul de la punctul 1 nu au putut fi efectuate de catre angajati proprii ai Rompetrol Well Services S.A., deoarece nu a existat personal in cadrul societatii care sa detina cunostintele si experienta necesare desfasurarii respectivelor activitati. Angajarea unor astfel de specialisti cu norma intreaga ar presupune costuri mai mari pentru Societate in conditiile in care serviciile prestate de KMG Rompetrol SRL se fac doar la cerere.

Intrebarea nr. 2

In materialul de informare aferent punctului 2 de pe ordinea de zi, mentionati: "Avand in vedere ca refacturarile de costuri sunt efectuate catre RWS de catre KMG Rompetrol fara adaugarea unei marje de profit, aceasta inseamna ca preturile utilizate pentru aceasta categorie de serviciu sunt preturile negociate si agreeate de doua persoane independente (persoana fizica independenta si KMG Rompetrol) si care sunt prin definitie la valoare de piata."

Question no. 1

In the information material related to point 1 on the agenda, you mention that the following management activities are included, as follows: "Among the management activities carried out within the Company by KMG Rompetrol personnel, we mention the activities of general management, strategic management, human resource management, Business Analytics Technical Expert, IT Systems Administrator, Planning Manager, but also the services of the environmental coordinator."

Do you consider that the activities of general management, strategic management, human resources management cannot be performed by company employees?

Answer

The activities performed by KMG Rompetrol SRL mentioned in the material from point 1 could not be carried out by Rompetrol Well Services S.A.'s own employees, because there were no personnel within the company who possessed the necessary knowledge and experience to carry out the respective activities. Full employment of these kind of skilled employees would mean higher costs for the Company while the services delivered by KMG Rompetrol SRL are supplied on demand.

Question no. 2

In the information material related to point 2 on the agenda, mention: "Given that the re-invoicing of costs is carried out to RWS by KMG Rompetrol without adding a profit margin, this means that the prices used for this service category are the prices negotiated and agreed by two independent persons (independent natural person and KMG Rompetrol) and which are by definition at market value."

Care sunt cauzele pentru care Rompetrol Well Services nu a putut identifica singura prestatori de servicii si a trebuit sa apeleze la KMG Rompetrol ca si intermediar?

Raspuns

Avand in vedere ca Rompetrol Well Services SA face parte din Grupul KMG International, a dorit sa beneficieze de aportul de informatii si cunostinte deja dezvoltate la nivelul Grupului, prin utilizarea unui personal ce detine cunostinte si experienta solide privind industria in care opereaza, precum si domeniile conexe / suport (cum ar fi resurse umane, marketing, PR, ESG, juridic, IT etc.).

What are the reasons why Rompetrol Well Services could not identify service providers on its own and had to turn to KMG Rompetrol as an intermediary?

Answer

Considering that Rompetrol Well Services SA is part of the KMG International Group, it wanted to benefit from the input of information and knowledge already developed at the level of the Group, by using a staff that has solid knowledge and experience of the industry in which it operates, as well as related fields / support (such as human resources, marketing, PR, ESG, legal, IT, etc.).

Intrebarea nr. 3

In materialul de informare aferent punctului 4 de pe ordinea de zi mentionati ca "Riscurile implicate de contractul mentionat sunt minime, generate de o potentiala dar puțin probabila incapacitate de plata a KMG Rompetrol SRL."

A efectuat compania Rompetrol Well Services SA o analiza de risc a KMG Rompetrol SRL, a obtinut un raport de analiza de la un tert (Coface, Euler Hermes), care sa indice capacitatea de rambursare a imprumutului acordat catre KMG Rompetrol SRL?

Raspuns

Rompetrol Well Services SA a avut in vedere la data semnării contractului situatiile financiare auditate ale KMG Rompetrol SRL, precum si ratingul Grupului KMG International.

Intrebarea nr. 4

In materialul de informare aferent punctului 4 de pe ordinea de zi mentionati ca "băncile care au acordat credite către KMG Rompetrol SRL beneficiază de suficiente garanții reprezentate de mijloace fixe, creanțe și stocuri, active ce vor acoperi eventuala datorie a companiei față de bănci, valoarea acestora fiind în orice moment cu mult mai mare decât valoarea creditelor trase."

Este contul de cash pooling al KMG Rompetrol SRL, in care se afla banii de la Rompetrol Well Services SA o parte componenta din structura de garantii ale unui credit al carui beneficiar este KMG Rompetrol SRL? Ca

Question no. 3

In the information material related to point 4 on the agenda, it is mentioned that "The risks involved in the mentioned contract are minimal, generated by a potential but unlikely inability to pay of KMG Rompetrol SRL."

Did Rompetrol Well Services SA carry out a risk analysis of KMG Rompetrol SRL, did it obtain an analysis report from a third party (Coface, Euler Hermes), which would indicate the ability to repay the loan granted to KMG Rompetrol SRL?

Answer

Rompetrol Well Services SA took into account the audited financial statements of KMG Rompetrol SRL, as well as the rating of the KMG international Group, at the time of signing the contract.

Question no. 4

In the information material related to point 4 on the agenda, it is mentioned that "the banks that granted loans to KMG Rompetrol SRL benefit from sufficient guarantees represented by fixed assets, receivables and stocks, assets that will cover the company's eventual debt to the banks, the value of them being at any time much higher than the value of the drawn credits."

Is the cash pooling account of KMG Rompetrol SRL, in which the money from Rompetrol Well Services SA is located, a component part of the guarantee structure of a loan whose beneficiary is KMG Rompetrol SRL? As an example, there is a pledge

exemplu, exista gaj pe contul (de cash pooling) al KMG Rompetrol SRL pentru creditul sindicalizat.

on the (cash pooling) account of KMG Rompetrol SRL for the syndicated loan.

Raspuns

Contul colector de cash pooling este parte componenta a structurii de garantii al creditului sindicalizat. Rompetrol Well Services SA reaminteste ca actionarul majoritar KMG International NV a emis o garantie corporativa in favoarea Societatii, cu o suma pana la limita de 30 milioane USD, in legatura cu actualul contract de cash pooling.

Raspuns

The cash pooling collection account is part of the guarantee structure of the syndicated loan. Rompetrol Well Services SA reminds that the majority shareholder KMG International NV issued a deed of guarantee in favor of the Company, with an amount up to the limit of USD 30 million, in connection with the current cash pooling contract.

Președinte al Consiliului de Administrație / Chairman of the Board of Directors Batyrzhan Tergeussizov

DocuSigned by:

Batyrzhan Tergeussizov

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Director General/General Manager Georgian Stefan Florea

DocuSigned by:

Georgian Florea

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Director Economic/Finance Manager Luiza Roxana Moise

DocuSigned by:

Luiza Moise

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