



Catre:

To:

**Rompetro Well Services S.A. („Rompetro”  
sau „Societatea”)**

**Rompetro Well Services S.A. („Rompetro”  
or the „Company”)**

Ploiesti, str. Clopotei nr. 2 Bis (Pavilion  
Administrativ), jud. Prahova, 100189 Romania

Ploiesti, 2 Bis Clopotei Street, Administrative  
Pavillion, Prahova County, 100189 Romania

Nr. Reg. Com. J29/110/1991, CUI RO  
1346607

Trade Registry no. J29/110/1991, Fiscal code  
RO 1346607

In atentia:

In attention of:

**Consiliului de Administratie /  
administratorilor**

**Board of Directors / directors of the  
Company**

Referitor:

Regarding:

**Cerere privind adaugarea unor noi puncte  
pe ordinea de zi a Adunarii Generale  
Ordinara a Actionarilor Rompetrol  
convocata la data de 25 aprilie 2024, ora  
11.00, (prima convocare), respectiv la data  
de 26 aprilie 2024, ora 11.00, (a doua  
convocare) (denumita in continuare „AGA  
Rompetro 25.04.2024”)**

**Request to add new items to the agenda of  
the Ordinary General Meeting of Rompetrol  
Shareholders convened on April 25, 2024,  
at 11.00 a.m. (first call) and on April 26,  
2024, at 11.00 a.m. (second call) (hereinafter  
referred to as "Rompetro AGM April 25,  
2024").**

Stimati domni,

Dear Sirs,

Subscrisa **KJK Balkan Holding S.à.r.l.**,  
avand sediul in Luxembourg, 94 Rue du  
Grünwald, L-1912, inregistrata sub nr. B  
218205 si avand cod 20172452834,  
reprezentata prin Kristjan Kotkas si Olivier de  
Gassart, in calitate de Administratori,

The undersigned **KJK Balkan Holding  
S.à.r.l.**, having its registered office in  
Luxembourg, 94 Rue du Grünwald, L-1912,  
registered under number B 218205 and having  
code 20172452834, represented by Kristjan  
Kotkas si Olivier de Gassart, as Directors,

In calitate de actionar al Rompetrol detinand  
un numar de 29.709.950 actiuni, reprezentand  
10,6797% din capitalul social si din numarul  
total de actiuni cu drept de vot ale **Rompetro**,

As shareholder of Rompetrol, holding a  
number of 29.709.950 shares, representing  
10.6797% of the share capital and of the total  
number of voting shares of **Rompetro**,

Avand in vedere convocarea AGA Rompetrol 25.04.2024 si considerarea aspectelor supuse dezbaterii conform ordinii de zi,

In temeiul dispozitiilor art. 117<sup>1</sup> din Legea nr. 31/1990 a societatilor coroborate cu prevederile art. 105 alin. (3) din Legea nr. 24/2017 privind emitentii de instrumente financiare si operatiuni de piata, va solicitam sa dispuneti adaugarea urmatoarelor puncte pe ordinea de zi a AGA 25.04.2024:

1. Avand in vedere dreptul legitim al actionarilor la distribuirea si incasarea de dividende, **aprobarea schimbarii destinatiei rezervelor constituite din profitul net al societatii obtinut in anii precedenti in valoare de 12.854.944 lei si distribuirea acestei sume ca dividend catre actionari, respectiv 0,0462091 lei brut/actiune.**
2. Avand in vedere dreptul legitim al actionarilor la distribuirea si incasarea de dividende, **aprobarea schimbarii destinatiei sumei de 20.527.964 lei lei din alte rezerve si distribuirea acestei sume ca dividend catre actionari, respectiv 0,0737909 lei brut/actiune.**
3. Prezentarea de catre Consiliul de Administratie in mod detaliat, impreuna cu documente justificative suficiente, a urmatoarelor elemente:
  - a. tuturor deciziilor luate de Consiliul de Administratie (cu prezentarea

Considering the convening of the Rompetrol SGM on 25.04.2024 and considering the issues to be debated according to the agenda,

Pursuant to the provisions of Article 117<sup>1</sup> of the Law no. 31/1990 on companies in conjunction with the provisions of Article 105 para. (3) of the Law no. 24/2017 on issuers of financial instruments and market operations, we request you to add the following items to the agenda of the AGM 25.04.2024:

1. Taking into account the legitimate right of the shareholders to the distribution and collection of dividends, the **approval of changing the destination of the reserves constituted from the net profit of the company obtained in previous years in the amount of RON 12,854,944 and the distribution of this amount as dividend to the shareholders, namely RON 0.0462091 gross/share.**
2. Considering the legitimate right of the shareholders to the distribution and collection of dividends, **the approval of the changing of destination of the amount of RON 20,527,964 from other reserves and the distribution of this amount as dividend to the shareholders, namely RON 0.0737909 gross/share.**
3. Presentation by the Board of Directors in detail, together with sufficient supporting documents, of the following elements:
  - a. all decisions taken by the Board of Directors (with the presentation of



copiei fiecărei astfel de decizii, a necesității și beneficiului adus Rompetrol printr-o astfel de decizie, respectiv gradul de implementare al acestei decizii până la data de 25.04.2024);

- b. tuturor tranzacțiilor cu părțile afiliate menționate în Notele Explicative la Situațiile Financiare pentru exercitiul financiar 2023, cu precizarea identității acesteia, respectiv a obiectului și valorii tranzacției (se va preciza de asemenea dacă tranzacțiile au fost realizate la prețul pieței și dacă au fost întocmite dosarele prețurilor de transfer potrivit legislației fiscale și dacă tranzacția respectivă a avut la bază un studiu care să stabilească necesitatea și beneficiul pentru Rompetrol al acestei tranzacții).
4. Având în vedere tranzacțiile și operațiunile derulate de Consiliul de Administrație cu părțile afiliate, tranzacții și operațiuni care prezintă suspiciuni rezonabile privind favorizarea afiliaților respectivi cu posibile consecințe financiare negative pentru Rompetrol cum ar fi, dar fără a se limita la:
- (i) Cheltuielile efectuate de Rompetrol cu serviciile din cadrul contractului de optimizare a disponibilităților (cash pooling) contractate de la KMG Rompetrol S.R.L., contract în legătură cu care se afla pe rolul instanțelor

the copy of each such decision, the necessity and benefit brought to Rompetrol by such decision, respectively the degree of implementation of such decision until 25.04.2024);

- b. all transactions with related parties mentioned in the Explanatory Notes to the Financial Statements for the financial year 2023, specifying its identity, i.e. the object and value of the transaction (it shall also be specified whether the transactions were carried out at market price and whether transfer price records were prepared in accordance with tax legislation and whether the transaction was based on a study establishing the need and benefit for Rompetrol of the transaction).
4. Considering the transactions and operations carried out by the Board of Directors with related parties, transactions and operations that present reasonable suspicions of favouring the respective affiliates with possible negative financial consequences for Rompetrol such as, but not limited to:
- (i) Expenses incurred by Rompetrol for services under the cash pooling contract contracted from KMG Rompetrol S.R.L., a contract in connection with which an action for its termination is

	competente si un demers privind rezolutiunea acestuia;		pending before the competent courts;
(ii)	Serviciile de management prestate de societatii de catre KMG Rompetrol S.R.L.;	(ii)	Management services provided to the company by KMG Rompetrol S.R.L.;
(iii)	Serviciile de IT contractate de la KMG Rompetrol S.R.L.	(iii)	IT services contracted from KMG Rompetrol S.R.L.
(iv)	Serviciile juridice contractate de la KMG Rompetrol Services Center SRL;	(iv)	legal services contracted from KMG Rompetrol Services Center SRL

Aprobarea:

The approval of:

4.1. Incetarii oricaror actiuni si/sau operatiuni pentru executarea acestor operatiuni/tranzactii si adoptarea tuturor masurilor necesare si/sau utile pentru conservarea fondurilor si activelor Societatii, inclusiv prin rezilierea / rezolutiunea contractelor incheiate si repunerea partilor in situatia anterioara, astfel incat Rompetrol sa redobandeasca imediat toate activele si fondurile transferate catre afiliatii mentionati mai sus.

4.1. ceasing all actions and/or operations for the execution of these operations/transactions and to take all necessary and/or useful measures for the preservation of the Company's funds and assets, including the termination/resolution of the contracts entered into and the reinstatement of the parties to the previous situation, so that Rompetrol immediately regains all assets and funds transferred to the aforementioned affiliates.

4.2. Desfasurarii unui audit specific (analiza specifica prin intermediul expertului, distincta de auditul anual realizat de auditorul Societatii) comercial, juridic, fiscal si financiar-contabil care sa analizeze si sa prezinte un raport detaliat al situatiei si modului de conformare cu legea privind toate tranzactiile si/sau operatiunile derulate de Consiliul de Administratie si/sau alti reprezentati ai Societatii in numele Rompetrol impreuna cu persoanele afiliate (inclusiv, dar fara a

4.2. Conducting a specific audit (specific analysis by expert, distinct from the annual audit performed by the Company's auditor) of commercial, legal, tax and financial-accounting matters to review and report in detail the status and compliance with the law of all transactions and/or operations carried out by the Board of Directors and/or other representatives of the Company on behalf of Rompetrol together with related persons (including but not limited to the transactions mentioned above).



se limita la tranzactiile mentionate mai sus).

4.3. Daca va fi cazul, adoptarea masurilor corective necesare pentru apararea drepturilor si intereselor Rompetrol si atragerea raspunderii persoanelor responsabile care au initiat, influentat, gestionat si/sau au participat la (prin folosirea de calitati fie *de jure*, fie *de facto*) aceste tranzactii indreptate impotriva fondurilor si/sau bunurilor societatii Rompetrol.

Avand in vedere conflictul de interese vadit, nu vor fi imputerniciti sau implicati membri ai Consiliului de Administratie si/sau alti reprezentanti ai Societatii in vederea aducerii la indeplinire a prezentei hotarari, in acest scop fiind mandatat domnul Lefter Razvan Stefan (date identificare eliminate) cu drept de substituie. In numele si pe seama Societatii, domnul Lefter Razvan Stefan va putea sa contacteze si sa incheie contractele si orice alte documente de reprezentare, respectiv sa stabileasca si sa precizeze obiectivele si termenii de livrare, sa gestioneze orice operatiuni necesare, cu societatile de audit (expertii) in scopul aratat. Expertii vor avea o buna reputatie europeana sau internationala si nu se vor afla in conflict de interese prin raportare la obiectul auditului. In acest sens, nu vor putea fi numiti experti cu privire la acest audit, orice auditor sau expert care a prestat/presteaza servicii Societatii si/sau orice auditor sau expert care a prestat anterior si/sau presteaza in prezent servicii in favoarea actionarului majoritar al Societatii, KMG International NV si/sau afiliatilor acestora.

4.3. If necessary, the adoption of the necessary corrective measures to defend Rompetrol's rights and interests and to hold accountable the responsible persons who initiated, influenced, managed and/or participated in (using either *de jure* or *de facto* capacities) these transactions directed against Rompetrol's funds and/or assets.

Considering the obvious conflict of interest, members of the Board of Directors and/or other representatives of the Company will not be empowered or involved in order to carry out the present resolution, for this purpose Mr. Lefter Razvan Stefan (identification data removed) will be empowered with the right of substitution. In the name and on behalf of the Company, Mr. Lefter Razvan Stefan will be able to contact and conclude contracts and any other documents of representation, namely to establish and specify the objectives and delivery terms, to manage any necessary operations, with the auditing companies (experts) for the purpose indicated. The experts shall have a good European or international reputation and shall not be in conflict of interest in relation to the subject matter of the audit. In this regard, any auditor or expert who has provided/is providing services to the Company and/or any auditor or expert who has previously provided and/or is currently providing services to the Company's majority shareholder, KMG International NV and/or their affiliates, shall not be eligible to be appointed as an expert in relation to this audit.



5. Aprobarea atragerii raspunderii administratorilor societatii pentru prejudiciul in valoare estimata de 4.186.525 lei cauzat de acestia societatii prin incheierea de catre Societate a contractelor privind serviciile dedicate de asistenta in management si de consultanta tehnica de specialitate si desemnarea actionarului KJK Balkan Holding S.a.r.l. pentru exercitarea actiunii in justitie contra administratorilor culpabili ai societatii.
  6. Aprobarea instructiunii catre conducerea Societatii si catre angajatii acesteia cu responsabilitati legate de controlul si contabilitatea societatii de a calcula sumele achitate de catre societate catre KMG Rompetrol - S.R.L., ca rezultat al incheierii de societate a contractelor privind serviciile dedicate de asistenta in management si de consultanta tehnica de specialitate, in vederea calcularii prejudiciului cauzat societatii prin incheierea si executarea contractelor mentionate.
  7. Aprobarea alegerii administratorilor societatii pentru un mandat cu durata 2 ani, care incepe cu data alegerii administratorilor si care se termina la implinirea termenului de 2 ani de la data alegerii lor, in vederea inlocuirii administratorilor impotriva carora se initiaza actiunea in raspundere pentru prejudiciu.
5. Approval of the liability of the directors of the company for the damage in the estimated amount of RON 4,186,525 caused by them to the company through the conclusion by the Company of contracts for dedicated management assistance and technical consultancy services and the appointment of the shareholder KJK Balkan Holding S.a.r.l. to bring legal action against the guilty directors of the company.
  6. Approval of the instruction to the management of the Company and to its employees with responsibilities related to the control and accounting of the Company to calculate the amounts paid by the Company to KMG Rompetrol - S.R.L., as a result of the conclusion by the Company of contracts for dedicated management assistance and specialized technical consultancy services, in order to calculate the damage caused to the Company by the conclusion and execution of the mentioned contracts.
  7. Approval of the appointment of the directors of the company for a term of 2 years, starting with the date of appointment of the directors and ending on the expiry of 2 years from the date of their appointment, in order to replace the directors against whom the action for damages is brought.

8. **Aprobarea remuneratiei administratorilor nou alesi, care va avea o valoare egala cu cea aprobata anterior de adunarea generala a actionarilor societatii.**

8. **approval of the remuneration of the newly elected directors, which shall be equal to the amount previously approved by the general meeting of the company's shareholders**

Mentionam ca justificarile propunerilor pentru completarea ordinii de zi a AGA 25.04.2024 au fost incluse in propunerile de mai sus, iar proiectul de hotarare pentru fiecare propunere a fost evidentiat prin **font de tip Bold** in cadrul respectivelor propuneri.

Please note that the justifications for the proposals to complete the agenda of the AGM 25.04.2024 have been included in the above proposals and the draft resolution for each proposal has been highlighted in **Bold** font within the respective proposals.

## KJK BALKAN HOLDING

Represented by

KRISTJAN KOTKAS  
Director  
KJK BALKAN HOLDING S.à r.l.

OLIVIER DE GASSART  
Director  
KJK BALKAN HOLDING S.à r.l.

olivier marie eric  
henri des hays  
de gassart

Digitally signed by olivier  
marie eric henri des hays  
de gassart  
Date: 2024.04.08 10:01:29  
+02'00'