

Lista întrebărilor adresate de către acționari Rompetrol Well Services SA ("Compania") referitor la Adunarea Generală Ordinară a Acționarilor din data de 25 aprilie 2024, precum și a răspunsurilor oferite:

Intrebarea nr. 1

Conform p. 24 din Raportul Administratorilor, doamna Olga Turcanu este angajata la KMG Rompetrol SRL, in calitate de Director Financiar, iar domnul Eugen Moby Henke este de asemenea afiliat la KMG. Cu toate acestea, in Raportul de remunerare, niciunul dintre ei nu primește nicio compensatie de la companiile KMG. Aceste informatii sunt corecte?

Raspuns

In cuprinsul Raportului de Remunerare, remuneratia primita de la orice entitate din Romania care apartine aceluiasi grup si care este controlata de Societate / este afiliata Societatii reprezinta remuneratia primita de persoana respectiva pentru functii de conducator (membru in Consilii de Administratie si Comitetele acestora ale altor entitati care apartin aceluiasi grup).

Intrebarea nr. 2

Renumirea auditorului: EY a fost auditorul companiei de multi ani, neintrerupti. Le puteti spune actionarilor de cati ani neintrerupti a fost EY auditor la RWS și cand a inceput contractul de audit?

Raspuns

Durata totala de misiune continua, inclusiv reinnoirile si renimirile EY drept auditori statutari a fost de 16 ani acoperind exercitiile financiare incheiate de la 31 decembrie 2008 pana la 31 decembrie 2023. Aceste informatii sunt detaliate in Raportul Auditorului precum si pe website-ul Companiei:

<https://rompetrolwellservices.kmginternational.com/relatia-cu-investitorii/governanta-corporativa/auditor-financiar>.

The list of questions asked by the shareholders of Rompetrol Well Services SA ("the Company") regarding the Ordinary General Meeting of Shareholders dated April 25, 2024, as well as the answers provided:

Question no. 1

According to p. 24 of the Administrators Report, Mrs. Olga Turcanu is employed by KMG Rompetrol SRL, as Financial Manager and Mr. Eugen Moby Henke is also affiliated with KMG. However in the Remuneration Report, neither of them is receiving any compensation from KMG companies. Is this information correct?

Answer

Within the Remuneration report, the remuneration received from any entity in Romania that belongs to the same group and that is controlled by the Company / is affiliated to the Company represents remuneration received by the relevant person for cumulation of managerial positions (member of the Boards of Directors and their Committees of other entities belonging to the same group).

Question no. 2

Auditor reappointment: EY has been the auditor of the company for many, uninterrupted years. Can you tell shareholders for how many uninterrupted years has EY been the auditor of RWS and when did the audit contract start?

Answer

Total uninterrupted engagement period, including renewals and reappointments of EY as statutory auditor, has lasted for 16 years, covering the financial periods end December 31, 2008 till December 31, 2023. These information are disclosed in the Auditor Report as well as on Company's website:
<https://rompetrolwellservices.kmginternational.com/en/investor-relations/corporate-governance/auditor>.

Intrebarea nr. 3

Ne puteti spune daca EY este si auditorul entitatilor KMG si Rompetrol din Romania si de cat timp este EY auditorul companiilor grupului KMG din Romania?

Raspuns

Compania Rompetrol Well Services S.A. nu detine aceste informatii.

Intrebarea nr. 4

In situatiile financiare auditate 2022, serviciile de asistenta in management dedicata si consultanta tehnica de specialitate au fost de 1.079.113 lei (nota 3.2), in timp ce in situatiile financiare auditate 2023 aceeasi cheltuiala pentru anul 2022 a fost retratata pentru a ajunge la 1.326.039 lei sau o crestere de RON 246.926. Puteti explica de ce a avut loc aceasta crestere si de ce aceste cheltuieli suplimentare au fost inregistrate initial la Serviciile de activitati externalizate, conform Nota 3.2 din situatiile financiare auditate pentru anul 2023.

Raspuns

Compania a avut in vedere prevederile Ordinului nr. 2.649 din 28 septembrie 2023, prin care se solicita evidențierea distinctă a cheltuielilor cu servicii prestate (cont 628), a cheltuielilor de consultanta (cont 618) și a cheltuielilor de management (cont 617). În urma analizei efectuate asupra naturii serviciului prestat, sumele au fost reclasificate din contul 628 în contul 618.

Intrebarea nr. 5

Bugetul 2023: Ce semnifica cei 2,1 milioane de lei din Alte venituri din exploatare in T4-2024?

Raspuns

Sumele bugetate ca Alte venituri din exploatare reprezinta estimarea Companiei pentru castiguri din valorificarea activelor imobilizate, precum si venituri din anularea datorilor prescrise.

Question no. 3

Can you tell us if EY is the auditor of KMG and Rompetrol entities in Romania and for how long have EY been the auditor of the KMG group companies in Romania?

Answer

Company Rompetrol Well Services S.A. does not have this information.

Question no. 4

In the 2022 audited financial statements, the Dedicated management assistance and specialized technical consulting services were RON 1,079,113 (note 3.2), while in the 2023 audited financial statements, the same expense for 2022 was restated to reach RON 1,326,039 or an increase of RON 246,926. Can you explain why did this increase occur and why did these additional expenses were initially booked under Outsourced activities services, as per Note 3.2 of the 2023 audited financial statements

Answer

The Company considered the provisions of Order no. 2,649 of September 28, 2023, which requires the distinct highlighting of expenses for services rendered (account 628), consulting expenses (account 618) and management expenses (account 617). Following the analysis of the substance of the service rendered, the amounts were reclassified from account 628 to account 618.

Question no. 5

Budget 2023: What is the RON 2.1m in the Other Operating Revenue in Q4-2024?

Answer

The amounts budgeted as Other Operating Revenues represents Company's estimate on gain from disposal of fixed assets, as well as income from debts write-off.

Intrebarea nr. 6

Conform raportului de remunerare, veniturile primite de directorii companiei de la companiile KMG sunt substantial mai mari decat compensatiile platite de companie. Putem presupune ca ar fi motivati sa lucreze pentru KMG in loc de companie?

Raspuns

Conform Raportului de Remunerare, directorii Companiei nu au primit remuneratii in calitate de conducatori (membru in Consilii de Administratie) in alte companii KMG.

In ceea ce priveste administratorii Companiei, remuneratiile primite de acestia in calitate de conducatori in alte companii KMG sunt mentionate in Raportul de Remunerare in mod cumulat.

Principiile de bază ale Politicii de remunerare sunt: plata pentru performanță, menținerea competitivității pe piața muncii și echitatea internă. Nivelul remuneratiilor fixe ale conducatorilor companiei va tine cont si de nivelul remuneratiilor medii brute ale angajatilor la nivel de Companie.

Atributiile Conducatorilor Companiei sunt detaliate in capitolul 6 din Raportul Administratorilor.

Question no. 6

As per the Remuneration report, the income received by the company directors from KMG companies is substantially higher vs the compensation paid by the company. Can we assume they would be motivated to work for KMG instead of the company?

Answer

Pursuant to the Remuneration Report, the Company's managers did not receive remunerations for holding director positions (member of the Boards of Directors) in other KMG companies.

With respect to the Company's directors, the remunerations received by them for holding director positions in other KMG companies are provided in the Remuneration Report in a aggregated manner.

The basic principles of the Remuneration Policy are: pay for performance, maintaining competitiveness in the labor market and internal equity. The level of fixed remuneration for company directors shall also take into account the level of average gross remuneration of employees at the company level. The duties of the Company's Directors are detailed in chapter 6 of the Administrators Report.