**RESOLUTION no.1**

**of the Ordinary General Meeting of the Shareholders of**

 **ROMPETROL WELL SERVICES S.A.**

**as of April [28/29], 2025**

**[Updated as of April 16th, 2025 according to the supplemented agenda[[1]](#footnote-1)]**

The Ordinary General Meeting of the Shareholders (“EGMS”) of the trade company ROMPETROL WELL SERVICES S.A., having its registered seat located in Ploieşti, 2Bis Clopoţei street, Prahova County, registered with Prahova Trade Register under no. J1991000110297, having the sole registration code 1346607 (hereinafter referred to as the “Company”), with subscribed and paid up share capital of 27.819.090 lei, divided into 278.190.900 registered shares, with a par value of 0.1 lei each,

Convened in virtue of article 117 of the Law no. 31/1990 - as republished - by means of the convening notice published in the Official Gazette no. 1479 as of 26.03.2025 and in “Bursa” newspaper no. 54 as of 26.03.2025,

In accordance with the article 1171 of the Companies Law no. 31/1990, republished, as further amended and supplemented, with the Law no.24/2017 regarding issuers of financial instruments an market operations, in conjunction with de provisions of art.189 of Regulation no. 5/2018 on issuers of financial instruments and market operations, by completing the Agenda of the Ordinary General Meeting of the Shareholders of the Company for April 28, 2025 (April 29, 2025 - the second convocation), published in the Official Gazette of Romania, Part IV, No 1820 of April 15th 2025, and national newspaper "Bursa" no. 70 of April 16h, 2025.

Legally and statutory convened in session on 28/29 of April 2025, at 11:00 o’clock (first/second convening), at the Company’s headquarters from Ploieşti, 2Bis Clopoţei street, Prahova County,, in the presence of the Company’s shareholders representing \_\_\_\_\_\_% of the share capital and respectively \_\_\_\_\_\_ % of the entirety of voting rights, for all the Company’s shareholders registered in the Registry of the Company’s Shareholders at the April 17h, 2024, deemed as Reference Date for this meeting,

Hereby adopts the following resolution concerning the items on the agenda:

Article 1

In the presence of the shareholders representing \_\_\_\_\_\_\_\_\_\_\_\_% of the share capital and \_\_\_\_\_\_\_\_\_\_% of the total voting rights, with the affirmative votes of the shareholders representing \_\_\_\_\_\_\_\_\_\_% of the share capital and \_\_\_\_\_\_\_\_\_\_% of the casted votes, it is hereby **[approves/rejects]** *the annual financial statements concluded on December 31, 2024, prepared according to the International Financial Reporting Standards, based on the Report of administrators and the Report of financial auditor of the Company.”*

Article 2

In the presence of the shareholders representing \_\_\_\_\_\_\_\_\_\_\_\_% of the share capital and \_\_\_\_\_\_\_\_\_\_% of the total voting rights, with the affirmative votes of the shareholders representing \_\_\_\_\_\_\_\_\_\_% of the share capital and \_\_\_\_\_\_\_\_\_\_% of the casted votes, it is hereby **[approves/rejects]** *the allocation of the profits, determined according to the law, as well as the distribution of dividends for 2024 financial year, respective 0.036799 lei gross value/share*.

Article 3

In the presence of the shareholders representing \_\_\_\_\_\_\_\_\_\_\_\_% of the share capital and \_\_\_\_\_\_\_\_\_\_% of the total voting rights, with the affirmative votes of the shareholders representing \_\_\_\_\_\_\_\_\_\_% of the share capital and \_\_\_\_\_\_\_\_\_\_% of the casted votes, it is hereby **[approves/rejects]** *the discharge of liability of the Company**directors for their activity carried out during the financial year 2024, based on the presented reports*.

Article 4

In the presence of the shareholders representing \_\_\_\_\_\_\_\_\_\_\_\_% of the share capital and \_\_\_\_\_\_\_\_\_\_% of the total voting rights, with the affirmative votes of the shareholders representing \_\_\_\_\_\_\_\_\_\_% of the share capital and \_\_\_\_\_\_\_\_\_\_% of the casted votes, it is hereby **[approves/rejects]** *the Income and Expediture Budget for 2025.*

Article 5

In the presence of the shareholders representing \_\_\_\_\_\_\_\_\_\_\_\_% of the share capital and \_\_\_\_\_\_\_\_\_\_% of the total voting rights, with the affirmative votes of the shareholders representing \_\_\_\_\_\_\_\_\_\_% of the share capital and \_\_\_\_\_\_\_\_\_\_% of the casted votes, it is hereby **[approves/rejects]** *the Investment plan for 2025.*

Article 6

In the presence of the shareholders representing \_\_\_\_\_\_\_\_\_\_\_\_% of the share capital and \_\_\_\_\_\_\_\_\_\_% of the total voting rights, with the affirmative votes of the shareholders representing \_\_\_\_\_\_\_\_\_\_% of the share capital and \_\_\_\_\_\_\_\_\_\_% of the casted votes, it is hereby **[approves/rejects]** *the monthly gross remuneration of the members of the Board of Directors for the financial year 2025, and the general limit of the additional remuneration of the Board of Directors members to whom specific positions within the Board of Directors were assigned to.*

Article 7

In the presence of the shareholders representing \_\_\_\_\_\_\_\_\_\_\_\_% of the share capital and \_\_\_\_\_\_\_\_\_\_% of the total voting rights, with the affirmative votes of the shareholders representing \_\_\_\_\_\_\_\_\_\_% of the share capital and \_\_\_\_\_\_\_\_\_\_% of the casted votes, it is hereby **[approves/rejects]** *ellection of a member of the Board of Directors of the Company, for the vacancy following the resignation of Mr. Batyrzhan Tergeussizov, for a mandate that will start on 28.04.2025 and will expire on 30.04.2026 (the date of expiry of the mandate of the current members of the Board of Directors).*

Mr.Yedil Utekov, \_\_\_\_ citizen, domicilied/residing in \_\_\_\_\_\_\_\_\_;

Mr.Olivier de Gassart, \_\_\_\_ citizen, domicilied/residing in \_\_\_\_\_\_\_\_\_;

Mr.Kristjan Kotkas, \_\_\_\_ citizen, domicilied/residing in \_\_\_\_\_\_\_\_\_;

Mr.Razvan Stefan Lefter, \_\_\_\_ citizen, domicilied/residing in \_\_\_\_\_\_\_\_\_;

Article 71

In the presence of the shareholders representing \_\_\_\_\_\_\_\_\_\_\_\_% of the share capital and \_\_\_\_\_\_\_\_\_\_% of the total voting rights, with the affirmative votes of the shareholders representing \_\_\_\_\_\_\_\_\_\_% of the share capital and \_\_\_\_\_\_\_\_\_\_% of the casted votes, it is hereby **[approves/rejects]** *approval of the liability of the directors of the company for the damage in the estimated amount of RON 3,152,843.18 caused by them to the company through the execution of the Cash pooling agreement, without this contract being subject to the approval of the Extraordinary General Meeting of Shareholders, and the appointment of the shareholder KJK Balkan Holding S.a.r.l. to bring legal action against the liable directors of the company.*

Article 72

In the presence of the shareholders representing \_\_\_\_\_\_\_\_\_\_\_\_% of the share capital and \_\_\_\_\_\_\_\_\_\_% of the total voting rights, with the affirmative votes of the shareholders representing \_\_\_\_\_\_\_\_\_\_% of the share capital and \_\_\_\_\_\_\_\_\_\_% of the casted votes, it is hereby **[approves/rejects]** *approval of the appointment of the directors of the company for a mandate starting with the date of the election of the directors and expiring on 30.04.2026 (the date of expiry of the mandate of the current members of the Board of Directors), in order to replace the administrators against whom the action for liability for damages is initiated.*

Mr/Mrs\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Mr/Mrs\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Mr/Mrs\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Mr/Mrs\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Mr/Mrs\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Article 73

In the presence of the shareholders representing \_\_\_\_\_\_\_\_\_\_\_\_% of the share capital and \_\_\_\_\_\_\_\_\_\_% of the total voting rights, with the affirmative votes of the shareholders representing \_\_\_\_\_\_\_\_\_\_% of the share capital and \_\_\_\_\_\_\_\_\_\_% of the casted votes, it is hereby **[approves/rejects]** *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*

Article 8

In the presence of the shareholders representing \_\_\_\_\_\_\_\_\_\_\_\_% of the share capital and \_\_\_\_\_\_\_\_\_\_% of the total voting rights, with the affirmative votes of the shareholders representing \_\_\_\_\_\_\_\_\_\_% of the share capital and \_\_\_\_\_\_\_\_\_\_% of the casted votes, it is hereby **[approves/rejects]** *the Remuneration Report for the members of the Company's management structure, for 2024. (consultative vote).*

Article 9

In the presence of the shareholders representing \_\_\_\_\_\_\_\_\_\_\_\_% of the share capital and \_\_\_\_\_\_\_\_\_\_% of the total voting rights, with the affirmative votes of the shareholders representing \_\_\_\_\_\_\_\_\_\_% of the share capital and \_\_\_\_\_\_\_\_\_\_% of the casted votes, it is hereby **[approves/rejects]** *the updated Remuneration Policy of the Company's management structure, applicable starting 2025 financial year.*

Article 10

In the presence of the shareholders representing \_\_\_\_\_\_\_\_\_\_\_\_% of the share capital and \_\_\_\_\_\_\_\_\_\_% of the total voting rights, with the affirmative votes of the shareholders representing \_\_\_\_\_\_\_\_\_\_% of the share capital and \_\_\_\_\_\_\_\_\_\_% of the casted votes, it is hereby **[approves/rejects]** *the appointment of Pricewaterhousecoopers Audit SRL, as financial auditor**of the Company, for a period of 4 (four) years, respectively the financial years 2025 – 2028 and of the remuneration of the financial auditor, starting on 28.04.2025.*

Article 11

In the presence of the shareholders representing \_\_\_\_\_\_\_\_\_\_\_\_% of the share capital and \_\_\_\_\_\_\_\_\_\_% of the total voting rights, with the affirmative votes of the shareholders representing \_\_\_\_\_\_\_\_\_\_% of the share capital and \_\_\_\_\_\_\_\_\_\_% of the casted votes, it is hereby **[approves/rejects]** *the appointment of Pricewaterhousecoopers Audit SRL, as auditor for the purpose of performing assurance services on the sustainability reporting / sustainability statement, as well as establishing the duration of the sustainability statement audit contract for a period of 4 (four) years, respectively the financial years 2025 - 2028 and the remuneration for this services, starting on 28.04.2025.*

Article 12

In the presence of the shareholders representing \_\_\_\_\_\_\_\_\_\_\_\_% of the share capital and \_\_\_\_\_\_\_\_\_\_% of the total voting rights, with the affirmative votes of the shareholders representing \_\_\_\_\_\_\_\_\_\_% of the share capital and \_\_\_\_\_\_\_\_\_\_% of the casted votes, it is hereby **[approves/rejects]**

of:

(i) **04.07.2025** as Registration Date, according to art. 87 (1) of the Law no. 24/2017;

(ii) **03.07.2025** as the “ex-date”, according to art. 2, para. 2, letter l) of Regulation no. 5/2018;

(iii) **22.07.2025** as the Payment day according to art. 87 (2) of the Law 24/2017.

Article 13

In the presence of the shareholders representing \_\_\_\_\_\_\_\_\_\_\_\_% of the share capital and \_\_\_\_\_\_\_\_\_\_% of the total voting rights, with the affirmative votes of the shareholders representing \_\_\_\_\_\_\_\_\_\_% of the share capital and \_\_\_\_\_\_\_\_\_\_% of the casted votes, it is hereby **[approves/rejects]** *empowering Mr.* *Stefan Georgian Florea, 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.*

**ROMPETROL WELL SERVICES S.A.**

**By: Mr. Stefan Georgian Florea**

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

General manager and

Proxy acting in virtue of article no. 13 of the Resolution no. 1/2025 of the General Ordinary Meeting of Shareholders as of [28/29].04.2025

Meeting secretaries:

1. *Suplementation of the agenda of the Ordinary General Meeting of Shareholders was published in the Romanian Official Gazette, Part IV, no. 1842 as of April 16th ,2025 and in the newspaper "Bursa" no.71 as of April 16th, 2025.* [↑](#footnote-ref-1)