

## CONVENING NOTICE

The Board of Directors of the company **ROMPETROL WELL SERVICES S.A.**, hereinafter referred to as the “Company”, headquartered in Ploiești, 2Bis Clopoței street, Prahova County, registered with Prahova Trade Register under no. J29/110/1991, having the sole registration code 1346607, convened on March 22<sup>th</sup>, 2023, in accordance with the article 117 of Law no. 31/1990 on companies, republished, as further amended and supplemented, Law no.24/2017 regarding issuers of financial instruments an market operations republished, republished, Regulation no. 5/2018 regarding issuers of financial instruments and market operations, and the Company’s Articles of Incorporation ,

## HEREBY CONVENES

**The Ordinary General Meeting of Shareholders** (hereinafter referred to as the „OGMS”), on **April 26, 2023, starting at 11:00 a.m.**, at the Company’s headquarters, as aforementioned, for all the shareholders registered in the Company Shareholders’ Registry held by Depozitarul Central S.A., Bucharest, at the end of **18.04.2023**, considered as **Reference Date** for this meeting; in case that on the aforementioned date, by any reasons, the quorum requirements stipulated by the law and by the Company’s Articles of Incorporation are not fulfilled, it is convened and set the second Ordinary General Meeting of Shareholders of the Company on **April 27, 2023 starting at 11:00 a.m.**, at the same address, with the same agenda and Reference Date,

**The Ordinary General Meeting of Shareholders (hereinafter the “OGMS”) has the following agenda:**

1. Approval of the annual individual financial accounts having as closing day the day of December 31,2022, prepared according to the International Financial Reporting Standards, based on the Report of administrators and the Report of financial auditor of the Company.
2. Approval of the allocation of the profits, determined according to the law, as well as the distribution of dividends for 2022 financial year, respective 0.008805 lei gross value/share.
3. Approval of the discharge of liability of the Company directors for their activity carried out during the financial year 2022, based on the presented reports.
4. Approval of the Income and Expenditure Budget and the Investment plan for 2023.
5. Approval of the monthly gross remuneration of the members of the Board of Directors for the financial year 2023, 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.
6. Approval of the termination of Mr. Yedil Utekov’s mandate as a member of the Board of Directors following his request starting with the 01<sup>st</sup> of May 2023 ( last day in office being April 30, 2023).

7. Election of a one member of the Board of Directors of the Company for a term that will start on 01.05.2023 and will expire on 30.04.2026 (the date of expiry of the mandate of the current members of the Board of Directors).

8. Submission of the Remuneration Report of the Company's management structure, for 2022, to the consultative vote of the OGMS, considering the provisions of art. 107 paragraph (6) of Law no. 24/2017 on issuers of financial instruments and market operations, republished.

9. Approval of: (i) **22.06.2023** as Registration Date, according to art. 87 (1) of the Law no. 24/2017 republished; (ii) **21.06.2023** as the “ex-date”, according to art. 2, para. 2, letter l) of Regulation no. 5/2018; (iii) **12.07.2023** as the Payment day according to art. 87 (2) of the Law 24/2017, republished.

10. 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.

**a) The right of the shareholders to participate to the OGMS agenda:**

Only shareholders who are registered with the Company’s Shareholders Registry at the Reference Date are entitled to attend and cast their votes in the OGMS, according to the legal provisions and Articles of Incorporation provisions, **in person** (by the legal representatives) or **by proxy** (based on a special/ general Power of Attorney or Affidavit given by the custodian), considering the legal constraints, or **by correspondence**, prior to the OGMS (based on a Correspondence Voting Ballot).

**The access and/or the vote by mail** of the shareholders entitled to attend the OGMS is allowed by the simple proof of their identity made by, in case of shareholders who are natural persons, their identity document (identity card for the Romanian citizens or, as the case may be, Passport/ residence permit for the foreign citizens) and, in case of legal entities, based on the identity document of the legal representative (identity card for the Romanian citizens or, as the case may be, Passport/ residence permit for the foreign citizens).

**The representatives of the shareholders - natural persons** shall be identified based on their identity document (identity card for the Romanian citizens or, as the case may be, Passport/ residence permit for the foreign citizens), accompanied by the special/ general Power of Attorney signed by the shareholder - natural person or the Affidavit given by the custodian and signed by its legal representative.

**The representatives of the shareholders – legal persons** shall prove their capacity by means of the identity document (identity card for Romanian citizens or, as the case may be, passport/residence permit for foreign citizens), accompanied by a special/general Power of Attorney signed by the legal representative of by the respective shareholder - legal entity or the Affidavit given by the custodian and signed by its legal representative.

Information concerning the special and general Powers of Attorney, the Correspondence Voting Ballots and the Affidavits is enclosed at points c) - e) below.

## **b) Documents related to the OGMS agenda**

**Starting with March 24th, 2023**, this convening notice together with the materials for the agenda items together with the draft OGMS resolutions, the template forms of the general and special powers of attorney and correspondence voting bulletins (“**Voting Bulletin**”) for OGMS, will be available both in Romanian and in English languages at the registry desk at the headoffice of the Company as well as on the website of the Company [rompetrolwellservices.kmginternational.com](http://rompetrolwellservices.kmginternational.com).

If the case would be, the updated agenda shall be published, as per the legal provisions.

## **c) General Powers of Attorney**

For the validity of the mandate, the proxy should have the quality either of intermediary (according to the provisions of art. 2 para. (1) point (19) of Law no. 24/2017 republished or lawyer and the shareholder should be client of it. Also, the proxy should not be in a conflict of interest, like:

- a) is a major shareholder of the Rompetrol Well Services, or another company controlled by such shareholder;
- b) is a member of the administrative, management or supervisory body of the Rompetrol Well Services, of a majority shareholder or a person controlled by that shareholder;
- c) is an employee or an auditor of the Company or of a majority shareholder or a person controlled by that shareholder;
- d) is the spouse, relative or affinitive up to the fourth degree of one of the individuals referred to in subparagraph a) -c).

The proxy cannot be replaced by another person, except in the case where this right has been expressly given by the shareholder by power of attorney, this without affecting the shareholder’s right to designate, by power of attorney, one or more alternate proxies, thus ensuring the shareholder’s representation in the GMS. If the proxy is a legal entity, it may exercise its mandate by any person in its administrative or management body or by one of its employees.

The Company does not impose a specific form for the general Power of Attorney.

Together with the general Power of Attorney, the shareholders shall submit to the Company the statement issued by the legal representative of the intermediary or lawyer who received the power of representation, signed, in original and, as the case, stamped, which to confirm that:

- a) the Power of Attorney is given by the respective shareholder, in its capacity as client, to the intermediary or, as the case, to the lawyer;
- b) the general Power of Attorney is signed by the shareholder, including by attaching an extended electronic signature, if the case.

Before their first use, general Powers of Attorney accompanied by the related documents shall be deposited/sent, in copy, containing the mention of conformity with the original under the signature of the representative, as to be registered as received with Company Registration desk **no later than 48 hours before the date of the first OGMS convening**, in a sealed envelope bearing the

clearly written statement in capital letters: **“FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26/27 APRIL 2023”**. The general Powers of Attorney, in certified copies, will be retained by the Company, mentioning about this in the minutes of the general meeting. The general Powers of Attorney are valid for a period that could not exceed 3 years.

The general Powers of Attorneys accompanied by the related documents may be sent also by e-mail with extended electronic signature, in compliance with Law no. 455/2001 on digital signature, as amended and supplemented, and according to the regulations of the Autoritatea de Supraveghere Financiară (FSA) - Financial Supervisory Authority, at the address: [Investor.Relations.RWS@rompetrol.com](mailto:Investor.Relations.RWS@rompetrol.com), so that to be registered as received to the Company's Registration Desk **no later than 48 hours before the date of the first OGMS convening**, clearly mentioning to the subject: „ **FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26/27 APRIL 2023**”.

The verification and validation of the general Powers of Attorney shall be made by the technical secretaries appointed according to the law, they are going to keep the documents safely.

#### **d) The special Powers of Attorney and the Correspondence Voting Ballots**

The special Powers of Attorney and Correspondence Voting Ballots shall have the form issued by the Company and shall contain specific instructions for each item on the agenda (meaning vote “For”, vote “Against” or the mention “Abstention”).

The vote by correspondence may be expressed through the Correspondence Voting Ballot also by the shareholder's representative only the case the representative:

- a) has received from the shareholder that it represents a special/ general Power of Attorney, which is submitted to the Company in the form required by the legal regulations and within the deadline stipulated in the convening notice, or
- b) is a credit institution providing custody services, being allowed to vote exclusively according with and within the limits of the instructions received from its clients being shareholders at the Reference Date.

For the items 1, 2, 4, 5, 8, 9 and 10 on the agenda, there shall be used the forms of special Power of Attorney/ Correspondence Voting Ballot dedicated to these items, made available by the Company; for the items 3, 6 and 7 on the agenda, for which secret vote will be applied, there shall be used the forms of special Power of Attorney/ Correspondence Voting Ballot dedicated to this item, made available also by the Company.

The special Power of Attorney/ Correspondence Voting Ballot dedicated to the points 3, 6 and 7 on the agenda, filled in by the shareholders or, as the case, their representatives, with their options (vote “For”, vote “Against”, mention “Abstention”), signed, in original, shall be introduced within a separate envelope, closed, clearly mentioning on the envelope **“Confidential – Secret voting instructions for the Ordinary General Meeting of Shareholders of 26/27 April 2023”**, which shall be placed, in turn, within the envelope containing the special Power of Attorney/ Correspondence Voting Ballot dedicated to the other items on the agenda of the OGMS and the related documents; these shall be sent as to be registered with the Company registration desk **no later than 48 hours before the date of the first OGMS convening**, clearly mentioning on the envelope „**Special Power of Attorney/ Correspondence Voting Ballot for the Ordinary General Meeting of Shareholders of 26/27 April 2023**”.

The special Powers of Attorney and the Correspondence Voting Ballots may be sent also by e-mail with extended electronic signature, in compliance with Law no. 455/2001 on digital signature, republished, and according to the regulations of the ASF, at the address: [Investor.Relations.RWS@rompetrol.com](mailto:Investor.Relations.RWS@rompetrol.com), as following:

- the special Power of Attorney/ Correspondence Voting Ballot dedicated to the points 3, 6 and 7 filled in by the shareholders or, as the case, their representatives with their options (vote “For”, vote “Against”, mention “Abstention”), signed, having attached extended electronic signature, accompanied by the related documents shall be sent by e-mail clearly mentioning on the subject “**Confidential – Secret voting instructions for the Ordinary General Meeting of Shareholders of 26/27 April 2023**”, so that to be registered as received to the Company’s registration desk **no later than 48 hours before the date of the first OGMS convening**; the special Power of Attorney/ Correspondence Voting Ballot dedicated to the items 1, 2, 4, 5, 8, 9 and 10 on the agenda, filled in by the shareholders or, as the case, their representatives with their options (vote “For”, vote “Against”, mention “Abstention”), signed, having attached extended electronic signature shall be sent within a separate e-mail, clearly mentioning on the subject “**For the Ordinary General Meeting of Shareholders of 26/27 April 2023**”, so that to be registered as received to the Company’s registration desk **no later than 48 hours before the date of the first OGMS convening**.

The special Powers of Attorney and Correspondence Voting Ballots in Romanian and/or English languages, which are not registered with the Company’s Registration Office/email address specified in the previous paragraph until the date and hour mentioned hereinbefore, shall not be considered for determining the quorum and majority in the OGMS.

If the special Power of Attorney was sent to the Company by email, the Proxies shall also provide to the Technical Secretariat an original copy of the special power of attorney.

#### e) The Affidavits

In case a shareholder is represented by a credit institution that provides custody services, the latter will be able to vote on the OGMS on the basis of the voting instructions received by electronic means of communication, without the need for a special or general power of attorney to be drawn up by the shareholder. The custodian votes in the OGMS exclusively in accordance with and within the limits of instructions received from its clients as shareholders of the Company at the Reference Date.

The credit institution may participate and vote at the OGMS provided that it submits a declaration on its own responsibility (Affidavit), stating:

- a) clearly the name of the shareholder on behalf of which the credit institution participates and votes in the OGMS;
- b) the credit institution provides custody services to that shareholder;
- c) clearly the name of the person who is part of the management body or among the employees of the credit institution and will represent the credit institution in the OGMS.

The Affidavit, signed by the legal representative of the credit institution, in original, accompanied by the related documents, shall be deposited/sent so that to be registered as received to the Company’s registration desk **no later than 48 hours before the date of the first OGMS**

**convening** clearly mentioning on the envelope „for the Ordinary General Meeting of Shareholders of 26/27 April 2023” .

The Affidavits, signed, accompanied by the related documents may be sent also by e-mail with an extended electronic signature, in compliance with Law no. 455/2001 on digital signature, as amended and supplemented, and according to the regulations of the Financial Supervisory Authority, at the address: [Investor.Relations.RWS@rompetrol.com](mailto:Investor.Relations.RWS@rompetrol.com), mentioning to the subject: „For the Ordinary General Meeting of the Shareholders of 26/27 April 2023”, so that to be registered as received to the Company’s registration desk **no later than 48 hours before the date of the first OGMS convening**.

**f) The shareholders rights to introduce additional points on the agenda and to make new resolution proposals for the existing or proposed points to be included on the agenda**

One or more shareholders representing, individually or jointly, at least 5% of the share capital of the Company (hereinafter referred to as “**Initiators**”) have the right to propose new items on the agenda of the OGMS or to submit draft resolutions for the items on the agenda or proposed to be added on the agenda. The proposals with respect to adding new items on the agenda of the OGMS and the draft resolutions for the items on the agenda or proposed to be added on the agenda, accompanied by copies of the Initiator’s valid identification documents (identity card/passport for natural persons and for legal persons / entities without legal personality, identity card/passport of the legal representative), as well as by a justification or a draft resolution proposed for approval by OGMS shall be submitted as follows:

- a) at the Correspondence Entry or by mail or courier with confirmation of receipt at the Correspondence Entry, **no later than 10 April 2023, 16:30 o’clock**, in a sealed envelope bearing the clearly written statement in capital letters: “**FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26/27 APRIL 2023**”, or
- b) by e-mail having attached an extended electronic signature, in compliance with Law on Digital Signature no. 455/2001, **no later than 10 April 2023, 16:30 o’clock**, at [Investor.Relations.RWS@rompetrol.com](mailto:Investor.Relations.RWS@rompetrol.com), indicating in the “subject matter” field: “**FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26/27 APRIL 2023**”.

**The right to propose candidates for the position of member of the Board of Directors**

The shareholders of the Company, regardless of the participation held in the share capital, may submit proposals of candidates for the position of member of the Board of Directors, containing information about the name, domicile and professional qualifications of the proposed persons, accompanied by copy of the candidate’s valid identification documents (identity card/passport) and candidate’s information notice for personal data processing, as well as copies of the shareholder’s valid identification documents (identity card/passport for natural persons and for legal persons / entities without legal personality, identity card/passport of the legal representative), as follows:

- a) at the Correspondence Entry or by mail or courier with confirmation of receipt at the Correspondence Entry, **no later than 10 April 2023, 16:30 o’clock**, in a sealed envelope bearing the clearly written statement in capital letters: “**FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26/27 APRIL 2023**”, or
- b) by e-mail having attached an extended electronic signature in compliance with Law on Digital

Signature No. 455/2001, **no later than 10 April 2023, 16:30 o'clock**, at [Investor.Relations.RWS@rompetrol.com](mailto:Investor.Relations.RWS@rompetrol.com), indicating in the “subject matter” field: **“FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26/27 APRIL 2023”**.

**g) The shareholders right to ask questions concerning the agenda**

Any interested shareholder has the right to ask questions regarding the points included on the agenda of the OGMS; the questions shall be submitted in writing and shall be deposited/ sent so that to be registered as received to the Company’s registration desk **until 10 April 2023, at 16:30, clearly 26/27 April 2023”**.

The answers shall be available on the Company’s website [rompetrolwellservices.kmginternational.com](http://rompetrolwellservices.kmginternational.com) , **no later than 21 April 2023, at 16:30**.

The right to ask questions and the Company's obligation to respond will be conditioned by the protection of confidentiality and the interests of the Company.

When filling in the special powers of attorney and the Voting Bulletins, please consider that new items could be added on the agenda. In this case, Rompetrol Well Services shall make available a revised OGMS agenda according to the law. Moreover, **no later than 13 April 2023**, the information materials regarding the new items added on the agenda, including **the updated special powers of attorney and Voting Bulletins both in Romanian and in English** will be made available at the Correspondence Entry and published on the website of the Company [rompetrolwellservices.kmginternational.com](http://rompetrolwellservices.kmginternational.com).

For the avoidance of doubt, if the agenda is supplemented and the shareholders do not send their updated special powers of attorney and/or Voting Bulletins by correspondence, the special powers of attorney and the Voting Bulletins sent prior to publication of the supplemented agenda shall be taken into account only in respect of the points on the initial agenda.

As a general rule, applicable to all situations mentioned above, in accordance with the legislation in force, in case of shareholders that are legal persons or entities without legal personality, the capacity of legal representative shall be attested based on the shareholders’ register, as released by Depozitarul Central S.A. However, if the shareholder has not informed on time Depozitarul Central S.A. about its legal representative or this information is not updated in the shareholders’ register of Rompetrol Well Services, then the capacity of legal representative shall be attested based on an excerpt issued by the Trade Registry or based on any other document issued by a competent authority from the country where the shareholder is registered, in original or certified copy, within its validity term.

Documents attesting the capacity of the legal representative of the shareholder, as detailed herein, as well as any other documents which need to be transmitted to the Company for exercising certain rights in accordance with this convening notice and the applicable legislation in force which are drafted in a foreign language, other than English language, should be accompanied by a translation made by an authorized translator in Romanian language or English language, with no notarization or apostille required.


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On the convening date, the Company's registered share capital is of Lei 27,819,090 and consists of 278,190,900 shares, dematerialized shares, with a par value of Lei 0.10, each share giving the right to one vote within the General Meeting of Shareholders.

Additional information can be obtained at the telephone number +40244/402215 on business days, between 9:00 A.M. – 16:30 P.M. and from the Company's website [rompetrolwellservices.kmginternational.com](http://rompetrolwellservices.kmginternational.com).

Besides, on website [rompetrolwellservices.kmginternational.com](http://rompetrolwellservices.kmginternational.com)., it is posted a notice of information regarding the shareholders' rights in the processing of their personal data by the Company, according to Regulation (EU) 2016/679 of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation).

**Chairman of the Board of Directors**  
**Yedil Utekov**

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