

**To: BUCHAREST STOCK EXCHANGE  
FINANCIAL SUPERVISORY AUTHORITY**

**Current report according to the provisions of FSA Regulation No.5/2018**

**Date of report: 11 January, 2021**

**Name of issuer: ROMPETROL WELL SERVICES S.A.**

Registered office: Ploiești, 2 bis Clopoței Street, Prahova county

Telephone number: 0244 544 101;

Fax number: 0244 522 913

Sole registration number with the Trade Register Office: 1346607

Trade Register number: J29/110/1991

Share capital: 278.190.900 lei

Regulated market on which the issued securities are traded: Bucharest Stock Exchange (market symbol PTR)

**Significant event to report: Resolution of the Board of Directors as of January 11<sup>th</sup>, 2021 concerning the Supplementation of the agenda of the General Extraordinary Meeting of the Shareholders of Rompetrol Well Services S.A. of the date January 28<sup>th</sup>, 2021 (second convening—on January 29<sup>th</sup>, 2021)**

The Board of Directors of the company **Rompetrol Well Services S.A.**, hereinafter referred to as the “Company”, headquartered in Ploiesti, 2Bis Clopotei street, Prahova County, registered with Prahova Trade Register under no. J29/110/1991, having the sole registration code 1346607,

Having regard the convening notice ( “ Convening Notice”) whereby it was convened the Company’s Extraordinary General Meeting of Shareholders (“EGMS”), which is to be held on January 28<sup>th</sup>, 2021, at 12:00 at the Company’s headquarters located in Ploiesti, 2Bis Clopotei street, Prahova County, a Convening Notice which was published in the Romanian Official Gazette no. 4484 as of December 22<sup>th</sup>,2020 and in the newspaper ‘ Bursa’ no. 245 as of December 22<sup>th</sup>,2020.

In accordance with the article 117<sup>1</sup> 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, pursuant to the request no. 28/08.01.2021 of the significant shareholder, namely KMG International N.V., holder of 203,110,150 shares/voting rights representing 73.0111% of the share capital, by which it submits its proposal regarding the company's profit and dividend distribution policy, is introduced on the agenda of the EGMS a new items, namely:

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**S.C. Rompetrol Well Services S.A.**

# 2 bis Clopotei Street, 100189, Ploiesti, Prahova County, ROMANIA

phone: + (40) 244 544321; fax.: + (40) 244 522913; email: [office.rws@rompetrol.com](mailto:office.rws@rompetrol.com); [www.rompetrol.com](http://www.rompetrol.com)

KMG International NV proposes, therefore, that:

1. The policy provides a differentiated approach in determining the volume of dividends in respect of the Company, depending on:
  - 1.1 The nature and profitability of the commercial activity of the Company and its share capital needs;
  - 1.2 The expected own equity requirements for performance of the activity plans and the investment projects.
2. The actual dividend volume shall take into account own equity financing needs for:
  - 2.1 Financing of capital investments in existing assets;
  - 2.2 Financing of investment projects in respect of the part which requires the allocation of own funds according to the agreed structure of project financing;
  - 2.3 Debt reimbursement;
  - 2.4 Other relevant factors that influence the company's cash flows.
3. The Board of Directors drafts proposals for the amount of dividends actually distributed for the reporting period.
4. The dividends distribution rate, subject to the other provisions of this Policy, is set at a minimum of 30% as long as there is sufficient cash availability computed as following:  
Cash balance N + Cash Pooling net balance N + Cash from operations N+1 + Cash from Investing N+1 + Finance cost paid N+1 + Mandatory loan repayments N+1  
Where N is represented by the year for which the distribution is made while N+1 is represented by the next year. For N+1 computation is prepared based on the budget.
5. The Dividends are distributed to the Company's shareholders *pro rata* with their shareholdings in the Company.
6. The final decision shall be taken by the appropriate corporate bodies of the Company.
7. Amount of dividends shall take into consideration the recommendations of the Board of Directors.

The point mentioned above will be inserted after items no.5 on the agenda as it was published. As a result of this amendment, the above mentioned points will be numbered 5<sup>1</sup> on the revised agenda.

Therefore, the agenda of the EGMS is the following:

1. Presentation by the board of directors of the company of the report that includes the complete list of transactions concluded or carried out by Rompetrol Well Services SA with related parties during 01.01.2017-15.11.2020, having, individually or cumulatively, a value greater than 200,000 lei, indicating their values and the reference elements that ensure that the respective transactions were concluded at the market price and in reasonable terms.

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2. Presentation by the company's board of directors of the report on the procedures and measures adopted to ensure that the transactions between Rompetrol Well Services SA and the related parties are concluded at market price and on reasonable terms.

3. Presentation by the board of directors of the company of the report describing the reasons and economic substantiation of the transfer of the company's cash, currently in the amount of 83,893,628 lei, to the cash pooling account of KMG Rompetrol SRL, the conditions for the withdrawal of the amount, as well as the actual guarantees obtained or other insurance measures taken by the company to secure that amount.

4. Approval of the withdrawal of all cash amount of the company from the cash pooling account of KMG Rompetrol SRL or any other similar accounts with the instruction not to transfer the company's cash to the accounts of the shareholders of the company or their affiliated parties.

5. Approval of the policy of distribution of the company's profit and dividend in accordance with the proposals of the company's shareholders.

KJK Balkan Holding S.a.r.l. proposes, therefore, that:

The company's net profit be distributed as dividends, with the exception of amounts for:

(a) specific objectives requiring working capital;

(b) acquisitions or investments approved in accordance with the strategy approved by the general meeting of the company's shareholders;

(c) the coverage of amounts for newly enforced taxes or duties or for legal requirements;

(d) coverage for unforeseen needs up to 2,500,000 lei;

and

(e) the buy-back of the company's shares within the limits provided by the law.

The withholding of the amounts provided for in points (a) - (e) may be made only if the amounts for such purposes are not already available and only if it is approved by the general meeting of shareholders based on a detailed report of the board of directors.

The report of the board of directors must be approved by the shareholders' meeting and will indicate in actual terms the needs of the company, their economic substantiation and the exact or the reasonably estimated amounts for each purpose.

5<sup>1</sup>. Approval of the policy of distribution of the company's profit and dividend in accordance with the proposals of the company's shareholders.

KMG International NV proposes, therefore, that:

1. The policy provides a differentiated approach in determining the volume of dividends in respect of the Company, depending on:

1.3 The nature and profitability of the commercial activity of the Company and its share capital needs;

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- 1.4 The expected own equity requirements for performance of the activity plans and the investment projects.
2. The actual dividend volume shall take into account own equity financing needs for:
  - 2.5 Financing of capital investments in existing assets;
  - 2.6 Financing of investment projects in respect of the part which requires the allocation of own funds according to the agreed structure of project financing;
  - 2.7 Debt reimbursement;
  - 2.8 Other relevant factors that influence the company's cash flows.
3. The Board of Directors drafts proposals for the amount of dividends actually distributed for the reporting period.
4. The dividends distribution rate, subject to the other provisions of this Policy, is set at a minimum of 30% as long as there is sufficient cash availability computed as following:  
Cash balance N + Cash Pooling net balance N + Cash from operations N+1 + Cash from Investing N+1 + Finance cost paid N+1 + Mandatory loan repayments N+1  
Where N is represented by the year for which the distribution is made while N+1 is represented by the next year. For N+1 computation is prepared based on the budget.
5. The Dividends are distributed to the Company's shareholders *pro rata* with their shareholdings in the Company.
6. The final decision shall be taken by the appropriate corporate bodies of the Company.
7. Amount of dividends shall take into consideration the recommendations of the Board of Directors.

6. Approval of: (i) 04.06.2021 as Registration Date, according to art. 86 (1) of the Law no. 24/2017; (ii) 03.06.2021 as the "ex-date", according to art. 2, para. 2, letter 1) of Regulation no. 5/2018.

7. Empowering Mr. Abzal Doszhanov, 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 EGMS 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.

Only the persons that are shareholders of the Company and are registered with the Company's Registry of Shareholders, kept and issued by Depozitarul Central S.A., on the reference date January 18,2021 are entitled to attend and may exercise their voting right within the EGMS , in accordance with legal provisions, in person (by legal representatives) or by proxy (based on a special or general Power of Attorney), or in prior to the EGMS, by correspondence (based on a Postal Ballot Paper form).

The information material for the EGMS, the Resolutions drafts of the EGMS and revised agenda, together with the updated form of Special Power of Attorney and of Postal Ballot paper form of the EGMS may be obtained from the Company's headquarters, on each working days, between 9:00. – 16:30 and may be downloaded from the Company's website [www.petros.ro](http://www.petros.ro), Section

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Relations with Investors/Subsection General Meeting of shareholders, starting with January 15<sup>th</sup>, 2021.

In the event that January 28<sup>th</sup>, 2021, 12:00 o'clock, this being the date of the first convened session of the general meeting, the validity requirements laid down by the Companies Law and/or by the Company's Articles of Association are not met, the EGMS is convened on January 29<sup>th</sup>, 2021, 12:00 o'clock, in the same venue and with the same agenda.

The rest of the content of the Convening Notice of the EGMS of Rompetrol Well Services SA, initially published in accordance with the applicable laws in force, in the Romanian Official Gazette, Part. IV, no.4484 as of 22 December 2020 and in the national newspaper " Bursa" no. 245 as of 22 December, 2020, shall remain unchanged.

Additional information may be obtained at the telephone number +40244/52.20.09 ; +40744686837 on business days, between 9:00– 16:00 and from the Company's website [www.petros.ro](http://www.petros.ro), Section Relations with Investors/Subsection General Meeting of shareholders.

**General Manager,  
Mr. Abzal Doszhanov**

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