Lista întrebărilor adresate de către acţionarii Rompetrol Well Services SA ("Compania") referitor la Adunarea Generală Ordinară a Acţionarilor din data de 28/29 aprilie 2026, precum şi a răspunsurilor oferite:

1. Bilant / Capital de lucru:
a. compania nu bugeteaza si partea de bilant, totusi puteti estima nivelul datorilor purtatoare de dobanzi la finalul anului?
b. Ce leasinguri/credite estimati ca veti atrage in total ca si finantare in 2025?
c. Ce rambursari de leasinguri/credite estimati veti avea in agregat pentru 2025?

Raspuns
Presupunand ca intrebarile fac referire la anul 2026, regasiti mai jos raspunsurile:
a. Cu exceptia pozitiei bilantiere „Datoria privind leasingul", Compania nu inregistreaza la sfarsitul anul 2025 si nici nu estimeaza pentru anul 2026 datorii purtatoare de dobanzi. Detaliile privind datoriile de leasing sunt incluse in Situatiile Financiare auditate ale anului 2025, in nota 18.2.
b. Compania nu estimeaza atragerea de credite sau de noi contracte de leasing financiar. Pentru anul 2026 s-a avut in vedere doar reinnoirea unui contract de leasing operational, cu valoare estimata de 511 mii RON si o perioada contractuala de 48 de luni.
c. Compania nu inregistreaza credite bancare si nu intentioneaza ca in anul 2026 sa opteze pentru o rambursare anticipata in cadrul contractului de leasing financiar.

2. De ce la situatiile preliminare ati avut o scadere a valorii evaluate a activelor financiare de RON -3,301,876 vs o reevaluare pozitiva de RON 2,882,061 in situatiile financiare auditate?

Raspuns
Valoarea activelor financiare prezentate in cadrul situatiilor financiare preliminare s-a bazat pe un raport preliminar de evaluare a valorii juste a imobilizarilor financiare. Asa cum s-a mentionat si la momentul publicarii situatiilor financiare preliminare, informatiile furnizate pot face obiectul actualizarii, revizuirii, modificarii sau schimbarii fara notificare prealabila.

3. De ce la situatiile financiare preliminare cheltuielile salariale erau RON 23,894,366 vs RON 24,802,284 – deci cu RON 907,918 mai scazute vs situatiile financiare auditate? Cum poate aparea o suma atat de mare in plus la plata salariilor?

The list of questions asked by the shareholders of Rompetrol Well Services SA ("the Company") regarding the Ordinary General Meeting of Shareholders dated April 28/29, 2026, as well as the answers provided:

1. Balance Sheet / Working Capital:
a. The company does not budget the balance sheet side; however, could you estimate the level of interest-bearing debt at year-end?
b. What leasing/loan facilities do you estimate you will attract in total as financing in 2025?
c. What lease/loan repayments do you estimate you will have in aggregate for 2025?

Answer
Assuming that the questions refer to the year 2026, please find below the answers:
a. Except for the balance sheet item "Lease liabilities", the Company does not record at the end of 2025 nor does it estimate for 2026 any interest-bearing debts. Details regarding lease liabilities are included in the audited Financial Statements for 2025, in note 18.2.
b. The Company does not estimate to attract loans or new financial leasing contracts. For 2026, only the renewal of an operational leasing contract was considered, with an estimated value of RON 511 thousand and a contractual period of 48 months.
c. The Company does not record bank loans and does not intend to opt for an early repayment under the financial leasing contract in 2026.

2. Why, in the preliminary financial statements, was there a decrease in the fair value of financial assets of RON -3,301,876, compared to a positive revaluation of RON 2,882,061 in the audited financial statements?

Answer
The value of the financial assets presented in the preliminary financial statements was based on a preliminary report assessing the fair value of financial investments. As also mentioned at the time of publishing the preliminary financial statements, the information provided may be subject to updating, revision, modification, or change without prior notice.

3. Why, in the preliminary financial statements, were salary expenses RON 23,894,366, compared to RON 24,802,284 in the audited financial statements — i.e., RON 907,918 lower? How can such a significant additional amount appear in salary payments?

Raspuns
Suma suplimentara inclusa in categoria cheltuielilor cu salariile reprezinta efectul aplicarii IAS 10 Evenimente ulterioare perioadei de raportare, privind acordarea unor bonusuri aferente anului 2025.

Answer
The additional amount included in the salary expenses category represents the effect of applying IAS 10 Events after the Reporting Period, regarding the granting of bonuses related to the year 2025.

4. Care este valoarea rezervelor distribuibile, fara impact suplimentar de taxe pentru actionari, dupa dividendul suplimentar propus de KMG?

4. What is the value of distributable reserves, without additional tax impact for shareholders, after the supplementary dividend proposed by KMG?

Raspuns
Pe baza analizelor actuale, Compania considera ca nu detine alte categorii de rezerve ce pot fi distribuite fara impact fiscal, cu exceptia sumelor propuse pentru distribuire de catre actionarul KMG International NV.

Answer
Based on current analyses, the Company considers that it does not hold other categories of reserves that can be distributed without tax impact, except for the amounts proposed for distribution by the shareholder KMG International NV.

5. Cheltuielile cu serviciile furnizate de companii afiliate actionarului majoritar: aceste cheltuieli reprezinta circa 6.4% din cifra de afaceri in anul 2025. Astfel, in 2025 ati platit RON 4,245,978 catre companii afiliate KMG vs un Profit Net realizat de RON 3,862,302, in conditiile in care prin bugetul aprobat in AGOA din Apr. 2025 Profitul Net era RON 15,092,000. In fapt, un impact negativ major asupra nerealizarii bugetului l-au avut tocmai aceste cheltuieli cu “serviciile” furnizate de actionarul majoritar. Cum explicati aceasta nevoie de servicii furnizate de catre companiile afiliate KMG si poate asigura Consiliul de Administratie actionarii ca aceste cheltuieli nu sunt de fapt “transfer de profit” catre firmele actionarului majoritar KMG?

5. Expenses related to services provided by companies affiliated with the majority shareholder: These expenses represent approximately 6.4% of turnover in 2025. Thus, in 2025 you paid RON 4,245,978 to companies affiliated with KMG, compared to a Net Profit of RON 3,862,302, while according to the budget approved in the OGMS of April 2025, the Net Profit was RON 15,092,000. In fact, a major negative impact on the failure to meet the budget was precisely these expenses related to “services” provided by the majority shareholder. How do you explain this need for services provided by KMG-affiliated companies, and can the Board of Directors assure shareholders that these expenses do not, in fact, represent a “transfer of profit” to companies belonging to the majority shareholder KMG?

Raspuns
Cheltuielile înregistrate reprezintă contravaloarea unor servicii reale, necesare desfășurării activității, prestate efectiv de societăți afiliate, a caror valoare are in vedere regulile preturilor de transfer. Toate serviciile prestate sunt justificate prin rapoarte de activitate.
Activitatile desfasurate nu ar fi putut fi realizate de catre angajatii proprii, deoarece nu existau in cadrul Companiei persoane care sa detina cunostintele si experienta necesare pentru desfasurarea acestor activitati. Angajarea cu norma intreaga a unor astfel de angajati calificati ar fi insemnat costuri mai ridicate pentru Companie.
Suplimentar mentionam ca nivelul actual al acestor cheltuieli a fost sub nivelul bugetat iar nerealizarea bugetului pe anul 2025 a fost impactata in mod principal de nivelul de activitate operationala mai redus.

Answer
The recorded expenses represent the value of real services, necessary for carrying out the activity, effectively provided by affiliated companies, whose value is determined in accordance with transfer pricing rules. All services rendered are justified by activity reports.
The activities performed could not have been carried out by the Company’s own employees, as there were no individuals within the Company possessing the necessary knowledge and experience to perform such activities. Hiring such qualified employees on a full-time basis would have resulted in higher costs for the Company.
Additionally, we are mentioning that actual level for these expenses was below budgeted level and non fulfillment of the budget was mainly impacted by lower operational activity level.

6. Va rog sa detaliati pe conturi si categorii cheltuielile efectuate cu furnizorii KMG Rompetrol SRL si KMG Rompetrol Services Center SRL, intr-un tabel comparativ la 31.12.2024 si 31.12.2025.

Raspuns

6. Please provide a detailed breakdown, by accounts and categories, of the expenses incurred with suppliers KMG Rompetrol SRL and KMG Rompetrol Services Center SRL, in a comparative table as of 31.12.2024 and 31.12.2025.

Answer

		Cont /Account	2024	2025
Total Servicii furnizate de catre KMG Rompetrol SRL			**3,838,523**	**3,313,614**
Servicii centralizate, din care:	Centralized services, of which:		**3,838,523**	**3,261,345**
Servicii dedicate de asistenta in management si de consultanta tehnica de specialitate (HR management, PR, Digital, HR Employer branding, Deputy GM etc)	*Dedicated management assistance and specialized technical consulting services (HR management, PR, Digital, HR Employer branding, Deputy GM etc)*	*618*	*1,958,154*	*942,100*
Servicii de conformitate	*Compliance services*	*618*	*16,663*	*462,666*
Servicii dedicate in domeniul comunicarii interne (de ex. evenimente interne, evenimente specifice)	*Dedicated services from the internal communication department (e.g. internal events, specific events)*	*628*	*66,649*	*75,409*
Asistenta juridica acordata de un centru de excelenta (litigii curente, avizare contracte, Relatii cu Investitorii etc)	*Legal services provided by a center of excellence (current litigations, contract revision, Investor Relations etc)*	*628*	*302,789*	*402,986*
Servicii subcontractate in contul companiilor in domeniul IT (ex. suport utilizare soft, linii de voce si date)	*IT services subcontracted on the account of group companies (e.g. suport using software, voice and data lines)*	*628*	*513,821*	*438,982*
Inchirierea de sisteme informatice si de comunicatii (ERP, Microsoft, alte softuri)	*Rental of IT&C systems (ERP, Microsoft, other software)*	*612*	*980,448*	*939,202*
Refacturare polita asigurare	Reinvoicement insurance policy	*613*	***0***	***52,269***
Total Servicii furnizate de catre KMG Rompetrol Services Center SRL				
Servicii externalizate, din care:	Outsourced services, of which:		**1,088,098**	**932,364**
Traduceri	*Translation*	*628*	*0*	*2,856*
Legislatia muncii	*Labour Law*	*628*	*15,015*	*5,816*
Achizitii (Analiza si date de piata, Aprovizionare)	*Procurement (Market Analysis, Sourcing&Transactional)*	*628*	*424,019*	*427,327*
Resurse umane (Bugetare si Raportare, Salarizare, Administrare Personal, Recruitare, Formare profesionala, Deplasari)	*Human Resources (Budgeting&Reporting, Payroll, Personnel Administration, Recruiting, Training, Travel)*	*628*	*578,919*	*496,364*
Servicii cu protectia si securitate in munca	*QHSE*	*628*	*70,145*	*0*

7. Tinand cont ca bugetul pe 2025 nu s-a realizat, cu o marja de eroare foarte ridicata, cum estimati realizarea bugetului pe 2026? Aveti deja contracte de lucrari semnate? Puteti prezenta ce impact vedeti asupra principalelor categorii de cheltuieli?

Raspuns

In elaborarea bugetului se au in vedere contractele in vigoare, istoricul relatiilor comerciale si perspectivele comunicate de partenerii nostri privind programele lor de lucru. Totusi, piata de petrol si gaze, in care Compania activeaza, este caracterizata de o volatilitate ridicata, iar in anul 2025 s-au inregistrat intarzieri in demararea activitatilor operationale ale unor beneficiari, fapt ce a condus la o scadere temporara a volumului de servicii prestate fata de cele prognozate.

Contractele existente, cu valabilitate pe termen mediu, precum si informatiile privind programele de lucru, au fost inglobate in bugetul anului 2026. Compania continua sa fie activ implicata in implementarea lor, precum si in identificarea de noi potentiale colaborari.

Avand in vedere volatilitatea pretului petrolului din aceasta perioada si impactul direct asupra costurilor carburantului, estimam ca in anul 2026 ar putea avea loc cresteri de pret la produsele si/sau serviciile in structura carora costurile de transport au o pondere semnificativa.

7. Given that the 2025 budget was not achieved, with a very high margin of error, how do you estimate the achievement of the 2026 budget? Do you already have signed work contracts? Can you present the impact you foresee on the main categories of expenses?

Answer

In preparing the budget, consideration is given to existing contracts, the history of commercial relationships, and the outlook communicated by our partners regarding their work programs. However, the oil and gas market in which the Company operates is characterized by high volatility, and in 2025 delays were recorded in the start of operational activities of certain clients, which led to a temporary decrease in the volume of services provided compared to forecasts.

Existing contracts, with medium-term validity, as well as information regarding work programs, have been incorporated into the 2026 budget. The Company continues to be actively involved in their implementation, as well as in identifying new potential collaborations.

Given the volatility of oil prices during this period and the direct impact on fuel costs, we estimate that in 2026 price increases may occur for products and/or services in which transportation costs have a significant share.

8. Exista vreo obiectie din partea vreunui membru CA asupra faptului ca Contractul de Cash Pooling cu KMG Rompetrol SRL nu a fost aprobat in AGEA, asa cum prevede Actul Constitutiv, para. 11.3 pct. (m)? Observ ca in AGEA sunt supuse spre aprobare contracte cu valoare peste USD 10m, dar contractul cu KMG Rompetrol SRL nu a fost aprobat.

Raspuns

Analiza valorii unui contract în scopul determinării competenței de aprobare prevăzute de Actul Constitutiv se realizează la momentul încheierii contractului, pe baza valorii estimate avute în vedere la acea dată. Aprobarea contractelor în funcție de valoarea lor are, prin natura sa, un caracter estimativ și preventiv, raportat la informațiile disponibile ex ante.

Potrivit Raportului curent emis la data de 14.10.2014, respectiv data semnării Contractului de Cash Pooling cu KMG Rompetrol SRL, valoarea estimată a contractului nu depășea echivalentul sumei de 10 milioane USD, pragul stabilit de Actul Constitutiv pentru aprobarea contractelor de către Adunarea Generală Extraordinară a Acționarilor.

8. Is there any objection from any member of the Board of Directors regarding the fact that the Cash Pooling Agreement with KMG Rompetrol SRL was not approved by the EGMS, as required by the Articles of Incorporation, para. 11.3 point (m)? I note that in the EGMS, contracts exceeding USD 10 million are submitted for approval, yet the contract with KMG Rompetrol SRL was not approved.

Answer

The assessment of a contract's value for the purpose of determining the applicable approval authority under the Articles of Association is carried out at the time the contract is entered into, based on the estimated value considered at that time. The approval of contracts by reference to their value is, by its nature, estimative and preventive, being based on the information available ex ante.

According to the current report issued on 14 October 2014, which is also the date on which the Cash Pooling Agreement with KMG Rompetrol SRL was executed, the estimated value of the agreement did not exceed the equivalent of USD 10 million, which is the threshold

Faptul că, ulterior încheierii contractului, pe parcursul derulării acestuia, au existat momente punctuale în care expunerea efectivă a depășit pragul de 10 milioane USD nu modifică regimul de aprobare aplicabil.
În consecință, Contractul de Cash Pooling cu KMG Rompetrol SRL a fost încheiat cu respectarea prevederilor Actului Constitutiv aplicabile la data semnării, fără a fi necesară aprobarea acestuia de către AGEA.
De asemenea, nu au fost formulate obiecții de către niciun membru al Consiliului de Administrație cu privire la faptul că acest contract nu a fost supus aprobării AGEA, având în vedere că nu erau întrunite condițiile prevăzute de Actul Constitutiv pentru o astfel de aprobare.

set out in the Articles of Association for approval by the Extraordinary General Meeting of Shareholders.
The fact that, subsequent to the execution of the agreement, during its performance, there were certain specific instances in which the actual exposure exceeded the USD 10 million threshold does not alter the applicable approval regime.
Consequently, the Cash Pooling Agreement with KMG Rompetrol SRL was executed in compliance with the provisions of the Articles of Association applicable as of the signing date, without the need for approval by the Extraordinary General Meeting of Shareholders.
Furthermore, no objections were raised by any member of the Board of Directors regarding the fact that this agreement was not submitted for approval to the Extraordinary General Meeting of Shareholders, given that the conditions set out in the Articles of Association for such approval were not met.

9. Dl. Dan Alexandru Iancu – in calitatea sa de membru independent in Comitetul de Audit, cum evalueaza faptul ca s-au transferat sume importante de bani (zeci de milioane de lei) catre KMG Rompetrol SRL, in baza unui contract care nu a fost aprobat de AGEA si doar la directivele membrilor CA (afiliati KMG)? Considera dl. Iancu ca acest contract este valabil si inregistrat corect in contabilitatea firmei, tinand cont ca el nu este aprobat de AGEA?

9. Mr. Dan Alexandru Iancu – in his capacity as an independent member of the Audit Committee, how does he assess the fact that significant amounts of money (tens of millions of lei) were transferred to KMG Rompetrol SRL, based on a contract that was not approved by the EGMS and only on the directives of Board members (affiliated with KMG)? Does Mr. Iancu consider that this contract is valid and correctly recorded in the company's accounting, given that it was not approved by the EGMS?

Raspuns
Contractul de Cash Pooling încheiat cu KMG Rompetrol SRL a fost semnat la data de 14.10.2014, anterior înființării Comitetului de Audit al societății. În consecință, contractul nu a fost supus analizei sau avizării Comitetului de Audit la momentul încheierii sale, neexistând o astfel de structură la acea dată.
Contractul a fost încheiat cu respectarea prevederilor Actului Constitutiv aplicabile la data semnării, valoarea estimată a acestuia neîncadrându-se în pragul care ar fi impus aprobarea de către Adunarea Generală Extraordinară a Acționarilor. În aceste condiții, nu a fost necesară aprobarea AGEA, iar existența unor directive ale Consiliului de Administrație se circumscrie competențelor legale și statutare ale acestuia în vigoare la momentul respectiv.
Totodată, contractul de Cash Pooling a făcut obiectul raportărilor către Bursa de Valori București și Autoritatea de Supraveghere Financiară, în conformitate cu prevederile art. 225 din Legea nr. 297/2004 privind piața de capital, respectiv, ulterior, art. 82 din Legea nr. 24/2017, fiind asigurată transparența cerută de cadrul legal aplicabil.
Ulterior, contractul a făcut obiectul unei analize suplimentare, concretizate într-un raport de audit întocmit

Answer
The Cash Pooling Agreement concluded with KMG Rompetrol SRL was executed on 14 October 2014, prior to the establishment of the Company's Audit Committee. Consequently, the agreement was not subject to review or endorsement by the Audit Committee at the time of its execution, as no such body existed at that time.
The agreement was entered into in compliance with the provisions of the Articles of Association applicable as of the signing date, the estimated value of the agreement not meeting the threshold that would have required approval by the Extraordinary General Meeting of Shareholders. Under these circumstances, approval by the Extraordinary General Meeting of Shareholders was not required, and the instructions issued by the Board of Directors fall within the legal and statutory powers vested in that body at the relevant time.
Furthermore, the Cash Pooling Agreement was duly reported to the Bucharest Stock Exchange and to the Financial Supervisory Authority, in accordance with the provisions of Article 225 of Law no. 297/2004 on the capital market, subsequently Article 82 of Law no. 24/2017, thereby ensuring the level of transparency required by the applicable legal framework.

de Ernst & Young (EY) la data de 09.09.2021, intitulat *„Raport asupra constatărilor efective”*, realizat în conformitate cu standardele profesionale aplicabile. Acest demers a avut rolul de a evalua aspecte punctuale privind derularea operațiunilor și tratamentul contabil aferent acestora, fără a identifica elemente care să afecteze validitatea contractului sau corectitudinea înregistrărilor contabile.
În ceea ce privește poziția dlui Dan Alexandru Iancu, în calitatea sa de membru independent al Comitetului de Audit, trebuie subliniat că rolul acestuia este unul de supraveghere și evaluare, exercitat în limitele competențelor legale ale Comitetului de Audit și fără atribuții decizionale sau de validare retroactivă a contractelor încheiate anterior constituirii acestuia.
Având în vedere cele de mai sus, Contractul de Cash Pooling este considerat incheiat in mod valabil și a fost înregistrat în mod corespunzător în evidența contabilă a societății, în conformitate cu legislația aplicabilă și cu documentele justificative existente, existenta aprobării AGEA nefiind o condiție de validitate în cazul de față.

Subsequently, the agreement was subject to additional review, materialized in an audit report prepared by Ernst & Young (“EY”) on 09 September 2021, entitled *“Report on Agreed-Upon Procedures”*, carried out in accordance with the applicable professional standards. This exercise aimed to assess specific aspects related to the performance of the operations and their accounting treatment, without identifying any elements that would affect the validity of the agreement or the correctness of the related accounting records.
With regard to Mr. Dan Alexandru Iancu, in his capacity as an independent member of the Audit Committee, it should be noted that his role is one of oversight and evaluation, exercised within the limits of the legal competences of the Audit Committee and without decision-making authority or the power to retroactively validate agreements concluded prior to the establishment of the Audit Committee.
In light of the above, the Cash Pooling Agreement is considered validly concluded and has been properly recorded in the Company’s accounting records, in accordance with the applicable legislation and the supporting documentation, existence of approval by the Extraordinary General Meeting of Shareholders not constituting a validity requirement in this case.

10. Dl. Dan Alexandru Iancu este implicat in monitorizarea contractelor cu partile afiliate KMG Rompetrol SRL si KMG Rompetrol Services Center SRL, catre care s-au transferat 6.4% din veniturile firmei in 2025 (RON 4,245,978)?

10. Is Mr. Dan Alexandru Iancu involved in monitoring the contracts with related parties KMG Rompetrol SRL and KMG Rompetrol Services Center SRL, to which 6.4% of the company’s revenues in 2025 (RON 4,245,978) were transferred?

Raspuns
Compania prezinta trimestrial Comitetului de Audit si Consiliului de Administratie analize detaliate printre care si elemente privind principalii indicatori financiari, evolutia veniturilor si costurilor, structura si ponderea acestora, si furnizeaza explicatii referitoare la dinamica generala a activitatii.

Answer
The Company presents, on a quarterly basis, detailed analyses to the Audit Committee and the Board of Directors including elements regarding the main financial indicators, the evolution of revenues and costs, their structure and weighting, as well as providing explanations concerning the overall dynamics of the activity.