

INFORMATION MATERIAL

regarding the issues submitted for debate to the Ordinary General Meeting of Shareholders of S.C. Rompetrol Well Services S.A. of April 28^{th/}29th, 2014

The Board of Directors of the company Rompetrol Well Services S.A., having its registered office located in Ploiesti, 2 bis Clopotei St., Prahova County, registered with the Trade Registry under no. J29/110/1991, having sole registration code 1346607, by virtue of art. 117 of the Law no. 31/1990 on trade companies, as republished and subsequently amended, the provisions of the Law no. 297/2004 on capital market, as subsequently amended and supplemented, the Regulation no. 6/2009 of the National Securities Commission on the exercise of certain rights of the shareholders during the general meetings of the shareholders of the trade companies, as subsequently amended and supplemented, the Company's Articles of Incorporation, hereby convenes the Ordinary General Meeting of the Shareholders (OGMS) for the date of 28.04.2014, 11:00 a.m., at the company's headquarters.

If the presence quorum provided by the law and the articles of incorporation is not met upon the date mentioned above, by virtue of art. 118 of the Law no. 31/1990, amended, a second General Extraordinary Meeting shall be convened and scheduled for the date of 29.04.2014, 11:00 a.m. at the same venue and subject to the same agenda.

I. GENERAL:

A. INFORMATION REGARDING THE SHAREHOLDERS

At the date of this notice of meeting the Company's share capital, subscribed and paid up in full, is of lei 27,819,090 represented by 278,190,900 registered shares, issued as dematerialized shares, fully covered, each share having a nominal value of lei 0.1. Each share entitles its holder to one vote within the general meeting.

At the date of convening the OGMS, according to the last Shareholders' Registry having the consolidation date 31.12.2013, TRG - the majority shareholder The Rompetrol Group N.V. holds a number of 199,571,650 shares amounting to lei 19,957,165 representing 71.7391% of the share capital.

At the same consolidation date, the remainder of the shareholders (legal entities and natural persons) holding each less than 10% of the Company share capital, hold jointly a number of 78,619,250 shares, amounting to lei 7,861,925 representing 28.2609% of the share capital.

The Company Directors and the persons from the executive management do not hold shares in the Company.

B. INFORMATION REGARDING THE ORGANIZATION OF THE MEETING

According to Art. 13.1. of the Constitutive Act of the Company, to validate the deliberations of the Ordinary General Meeting, upon the first call, it is mandatory the presence of shareholders

holding at least one quarter of the total voting rights and a majority of votes held by the present or represented shareholders to pass the resolutions.

If the meeting cannot be held due to lack of quorum, the meeting held on a second call can deliberate on the items on the Agenda of the first meeting, regardless of the quorum present, passing the resolutions with the majority of the votes expressed.

For the date and time presented in the notice of meeting, the meeting shall be opened and chaired by the Chairman of the Board of Directors or by a person appointed by the Chairman.

The General meeting shall elect, among the present shareholders, one to three secretaries and a technical secretary among the employees, who will check the shareholders attendance list, mentioning the share capital represented by each of them and fulfillment of all formalities required by the law and the Articles of Incorporation for the organization for the General Meeting.

One of the secretaries shall draft the minutes of the Ordinary General Meeting, attaching the documents related to the notice of meeting as well as the shareholders attendance lists.

The Resolutions of the Ordinary General Meeting shall be passed by show of hands, except for the cases where the general meeting decides for ballot vote or if the law enforces the ballot vote and shall be binding, including for the shareholders who did not attend the meeting or voted against.

In accordance with the provisions of art. 130 par.2 of the Law no. 31/1990

"The ballot vote is mandatory for the appointment or dismissal of the members of the board of directors, namely of the supervisory board, for the appointment, dismissal or removal of the internal auditors and the financial auditors and for passing resolutions regarding the liability of the members of the administrative, management and control bodies of the company."

Such provisions are included also in the special regulations regarding securities and in the statutory provisions.

Therefore:

- to elect a new member of the Board of Directors, the vote shall be by ballots;
- to appoint the Company's financial auditor, the vote shall be by ballots;
- for all the other issues on the agenda, the vote shall be by show of hands.

II. INFORMATION REGARDING THE ISSUES ON THE AGENDA OF THE MEETING

Finding that the legal requirements and the provisions of the Articles of Incorporation are complied with in order to organise the general meeting, the agenda of the meeting shall be discussed.

The Ordinary General Meeting called for April 28th, 2014, namely April 29th, 2013 (the second notice of meeting), includes on its agenda the following items:

 The presentation, discussions and approval of individual Financial Statements of the Company as of December 31, 2013 based on the Annual Report of the administrators for the financial year 2013 and the Financial Auditor Report issued by the financial auditor of of the Company "Ernst & Young Assurance Services S.R.L.".

- 2. Approval of the distribution of net profit in the financial year 2013, approval of the Board's proposal for setting gross dividend per share at 0.03 lei for 2013, settlement of the deadline and procedure for payment to shareholders.
- 3. Approval to discharge the Company administrators for the activity carried out within the financial year 2013, based on the presented reports.
- Election of members who will form the new Board of Directors of the Company for a term of four years following the expiry of the mandates of the current members of the Board of Directors;
- 5. Fixing the remuneration due for the financial year 2014 the Company's Board members.
- 6. Approval of the financial auditor and determination of the minimum audit contract duration;
- 7. Approval of Income and Revenues Budget and of the Investment Program for 2014;
- 8. Empowering Mr. Adrian-Ion Stanescu, Deputy General Manager of the Company to sign decisions to be made and to perform all necessary formalities to bring them out, with the possibility of substitution by third parties;
- 9. Approval of date 20.05.2014 as the record date to identify shareholders who are affected by the decisions to be taken.

PRESENTATION:

1. The presentation, discussions and approval of individual Financial Statements of the Company as of December 31, 2013 based on the Annual Report of the administrators for the financial year 2013 and the Financial Auditor Report issued by the financial auditor of of the Company "Ernst & Young Assurance Services S.R.L.".

At this point on the agenda of the Ordinary General Meeting, it is considering submitting for approval by shareholders, of the annual financial statements covering the financial year 2013 and of the annual report of the administrators for the financial year 2013.

Starting the year ended 31 December 2012, the separate financial statements of the Company were prepared in accordance with the provisions of Order of the Minister of Public Finance no. 1286/2012 for approving the accounting regulations compliant with the International Financial Reporting Standards applicable to companies whose securities are admitted to trading on a regulated market, with all subsequent modifications and clarifications. These provisions are aligned with the requirements of the International Financial Reporting Standards as endorsed by the European Union, with the exception of the provisions of IAS 21 - The Effects of Changes in Foreign Exchange Rates regarding the functional currency.

According to the provisions of article 111 paragraph 2 letter a) of Law no. 31/1990 on companies, the general meeting is obliged "to discuss, approve or amend the annual financial statements, based on the reports submitted by the Board of directors or by the director and the board of supervisors, auditors and, where appropriate, the financial auditor and to fix the dividend."

Annual financial statements for the financial year 2013 were audited by "Ernst & Young Assurance Services SRL" as their opinion.

Board of Directors proposes to the General Meeting to approve the annual financial statements of the Company ended December 31, 2013 based on the Annual Report of the Directors for the financial year 2013 and of Auditor's Report prepared by "Ernst & Young Assurance Services SRL"

2. Approval of the distribution of net profit in the financial year 2013, approval of the Board's proposal for setting gross dividend per share at 0.03 lei for 2013, settlement of the deadline and procedure for payment to shareholders.

The net profit of the financial year 2013 amounted to 27,599,019 lei.

At the distribution of net profit for the financial year 2013, will be considered the following destinations: dividends and other reserves.

Board of Directors proposes to the General Meeting to approve a gross dividend per share of 0.03 lei for 2013.

The distribution of dividends will be proportional to the shares held by each shareholder from the share capital of the Company according to the provisions of article 67 of Companies Law.

The General Meeting will establish the deadline for payment and any payment procedures to shareholders.

In accordance with article 238 paragraph (2) of Law 297/2004 regarding the capital market "Once dividends are established, the general shareholders meeting shall also establish the term within which these shall be paid to the shareholders. This term shall not exceed 6 months from the date of the general shareholders meeting when dividends are established."

Board of Directors proposes to the General Assembly approving of profit distribution in the proposed form.

3. Approval to discharge the Company administrators for the activity carried out within the financial year 2013, based on the presented reports.

In accordance with Art. 111(2) letter d of Law. 31/1990 on commercial companies: "Besides the debate of other issues on the agenda the general assembly shall be obliged:

d) to give their opinion on the administration of the board of directors or of the management";

Following the approval of the financial Statements for the year ended 31 December 2013, based on the Annual Report of the Directors and on the Financial Auditor's Report for the 2013 financial year, it is hereby proposed to approve the discharge of the liability of the members of the Board of Directors for the 2013 financial year.

4. Election of members who will form the new Board of Directors of the Company for a term of four years following the expiry of the mandates of the current members of the Board of Directors;

Proposals of shareholders for the position of administrator shall be deposited / sent at the Company headquarters until the date of **April 9, 2014 14:00 o'clock**, in order to enter the list of candidates that will be submitted for approval by the Ordinary General Meeting of Shareholders.

Starting with **April 11, 2014 14:00 o'clock,** the final list containing information about the name, domicile and professional qualifications of the candidates for the position of administrator will be available to shareholders at the Company's registered office and on its website.

If the election of board members shall be made by cumulative vote, " The directors in function at the date of the GSM are included in the list of candidates for the new board of directors" according to art. 124 (3) of Regulation CNVM no. 1/2006 on issuers and securities transactions.

We mention that: "The administration of a company where the cumulative vote method will be applied will be performed by a Board with at least 5 members", according to art. 235(2) of Law no. 297/2004 on capital market.

"Cumulative voting refers to the method by which each shareholder has the right to assign the cumulated votes (the votes obtained by multiplying the number of votes held by any shareholder in accordance with his share capital participation with the number of members who shall be part of the Board of Directors) to one or more persons proposed to be appointed in the Board of Directors." according to art. 124 (4) of Regulation CNVM no. 1/2006 on issuers and securities transactions.

5. Fixing the remuneration due for the financial year 2014 the Company's Board members

In accordance with Art. 111(2) letter c of Law. 31/1990 on commercial companies, the General Meeting of Shareholders is required, in addition to other issues on the agenda, to fix the remuneration due for the current board members.

The remuneration will be established at the hearing, at Company's shareholders proposal.

- **6. Approval of the financial auditor and determination of the minimum audit contract;** In accordance with art. 111 paragraph 2 letter b ^ 1 of Law no. 31/1990 on companies "Apart from other issues at the agenda, the Ordinary General Meeting is required: b ^ 1) in the case of companies whose financial statements are audited, to appoint or dismiss the auditor and fix the minimum duration of the audit contract;"
- 7. Approval of Income and Revenues Budget and of the Investment Program for 2014; In accordance with article 111 letter e) of the Company Law no. 31/1990, the income and expenditure budget is to be approved by the Ordinary General Shareholders Meeting. Concerning the elaboration budget of incomes and expenditure and investment program in 2014 have been made estimates of commercial transactions expected for 2014.

The main financial indicators in the Income and Expenditure Budget proposal for the 2014 financial year are:

Total revenues = 103,083,700 lei Total expenses = 87,969,400 lei Gross profit = 15,114,300 lei Net profit = 12,645,300 lei

The investments included in the proposed budget for 2014 are in the amount of USD 2,370,000.

Therefore, it is proposed to approval by the General Meeting of Shareholders of the income and Expenditure Budget of SC Rompetrol Well Services SA for 2014.

8. Empowering Mr. Adrian- Ion Stănescu, Deputy General Manager of the Company to sign decisions to be made and to perform all necessary formalities to bring them out, with the possibility of substitution by third parties;

In accordance with article 131 paragraph 4 of Company Law, the resolutions of the general meetings of shareholders must be submitted to the Trade Registry Office in order to be valid against third parties.

The submission should be done in 15 days since such resolutions are passed in order to be registered in the Trade Registry records and published in the Official Gazette of Romania, part IV.

In order to comply with these formalities, The Board of Directors proposes to the general meeting to empower Mr. Adrian-Ion Stănescu, as Member of the Board of Directors and Deputy General Manager, to sign in the name of the shareholders the resolutions of the OGMS and to perform any act or formality required by law for the registration and the enforcement of the resolutions of the OGMS.

9. Approval of date 20.05.2014 as the record date to identify shareholders who are affected by the decisions to be taken.

In accordance with art. 238 of the Law no. 297/2004, the Registration Date is defined as follows: "1) By way of derogation from the provisions of the <u>Law no. 31/1990</u>*), the identification of the shareholders who will benefit from dividends or other entitlements and who are affected by the provisions of the resolutions of the general meeting of the shareholders shall be established by such meeting. Such date shall be set at least 10 business days after the date of the general meeting of shareholders."

Considering the legal provisions, the Board of Directors proposed the date of May 20th, 2014, as registration date, pursuant to art. 238 of the Law no. 297/2004 on the capital market.

III. MISCELLANEOUS PROCEDURAL MATTERS REGARDING THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

The reference date is 18.04.2014.

Only the persons that are shareholders of the Company, registered on the said date with the Shareholders' Registry kept and issued by the Central Depository (Depozitarul Central S.A.) shall be entitled to attend and vote within this general meeting, according to the legal provisions in force, either in person (by legal representatives) or by proxy (subject to a Special Power of Attorney), or by correspondence vote, subject to a Postal Ballot Paper Form.

Starting with **29.04.2014**, the OGMS convening notice, the informative documents and materials concerning the issues on the agenda, the resolution projects and the forms of the Special Power of Attorney (in Romanian and English Languages), the Postal Ballot Paper Forms (in Romanian and English Languages), shall be made available to the Company's shareholders at the Company's headquarters, room 15, each business day, from 10:00 a.m. to 14:00 p.m. or may be downloaded from the Company's website www.rompetrol.ro/Rompetrol Well Services/Investors Relations/Presentations.

Proposals of shareholders for the position of administrator shall be deposited / sent at the Company headquarters until the date of April 9, 2014 14:00 o'clock, in order to enter the list of candidates that will be submitted for approval by the Ordinary General Meeting of Shareholders. Proposals shall be accompanied by information regarding the name, place of domicile and professional qualification of the persons proposed for the respective position, accompanied by certified copies of identity documents on sole responsibility of the shareholder (for individuals: ID / ID card for Romanian citizens or passport / residence card for foreigners, respectively for legal persons ID / ID card of the legal representative) as case may be, along with the documents attesting the capacity of the legal representative of the shareholder, more specifically an excerpt issued by the Trade Registry, in original or certified copy or any other document issued by a competent authority from the country where the shareholder is registered, original or certified copy, attesting the capacity of legal representative, issued the latest with 3 months before the date when OGMS convening notice is published, may be submitted as follows:

a) delivered at the Company's headquarters in closed envelope, by any form of courier services,

with the mention: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 28/29, 2014";

b) sent by e-mail incorporating an extended electronic signature as per Law no. 455/2001 on the electronic signature, at the address: maria.nicolae@rompetrol.com, mentioning in the Subject line: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 28/29, 2014".

Starting with **April 11, 2014 14:00 o'clock,** the final list containing information about the name, domicile and professional qualifications of the candidates for the position of administrator will be available to shareholders at the Company's registered office and on its website.

One or more shareholders representing, individually or jointly, at least 5% of the share capital (hereinafter referred to as "Initiators") is/are entitled, subject to the provisions of the law:

a) to introduce new items on the agenda of the OGMS, provided that each such item is accompanied by supporting arguments or by a resolution draft proposed for approval by the OGMS. These rights may only be exercised in writing (delivered by courier services or by

electronic means) by no later than **April 9, 2014, 14:00 o'clock**. If, as a result of the exercise of such rights, it is decided on the amendment of the agenda of the OGMS which we hereby bring to the knowledge of shareholders, the Company shall provide within the statutory set term a revised agenda, by using the same procedure as the one used for this agenda hereunder.

b) to submit resolution drafts for the items included or proposed to be included on the agenda of the OGMS, by no later than April 9, 2014, 14:00 o'clock.

The proposals with regard to the introduction of new items on the agenda of the OGMS, respectively those with regard to the resolution drafts for the items included or proposed to be included on the agenda of the OGMS must be accompanied by copies of the Initiators' identification documents, certified on their own liability (for private individuals - identity cards for Romanian citizens or passport/residence permit for foreign citizens, respectively for legal entities - identity document of the legal representative), as the case may be, jointly with the documents attesting the capacity thereof of legal representative, a certificate of good standing issued by the Trade Registry, presented either in original or in true copy, or any other document, in original or true copy issued by no more than 3 months in prior to the publishing date of the OGMS Convening Notice by a competent authority from the state where the shareholder is legally registered and which attests the capacity thereof of legal representative, may be submitted to the Company as follows:

- a) delivered at the Company's headquarters in closed envelope, by any form of courier services, with the mention: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 28/29, 2014";
- b) sent by e-mail incorporating an extended electronic signature as per Law no. 455/2001 on the electronic signature, at the address: maria.nicolae@rompetrol.com, mentioning in the Subject line: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 28/29, 2014".

Each shareholder, irrespective of its share in the share capital, shall be entitled to address questions with respect to the items contained by the agenda of the general meeting until **09.04.2014**, **14:00** o'clock so that the Company would be able to register such questions by the date specified before, and the Company may answer the questions raised by shareholders by posting such answer on the Company's website, www.rompetrol.ro/Rompetrol Well Services/Investors Relations /Presentations.

These questions shall be appropriate, related to the items on the agenda, shall not harm the confidentiality and the Company's business interests, and shall be submitted to the Company by any form of courier services, bearing the following clear and capitalized specification: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 28/29, 2014", or by electronic means (at the e-mail address maria.nicolae@rompetrol.com). In order for the persons addressing questions to the Company to be identified, they shall enclose to their inquiry copies of their identity documents certified on their own liability (for private individuals - identity cards for Romanian citizens or passport/residence permit for foreign citizens, respectively for legal entities - identity document of the legal representative), as the case may be, jointly with the documents attesting the capacity thereof of legal representative, a certificate of good standing issued by the Trade Registry, presented either in original or in true copy, or any other document, in original or true copy issued by no more than 3 months in prior to the publishing date of the OGMS Convening Notice by a competent authority from the state where the shareholder is legally registered and which attests the capacity thereof of legal representative.

The shareholders may attend the OGMS either in person or be represented by their legal or designated representative ("Proxy") subject to a special power of attorney issued for the purpose of this OGMS.

An original copy of the special power of attorney, in Romanian/English, filled in and signed, together with a copy of the shareholder's identity document, certified on his/her own liability (for private individuals - identity cards for Romanian citizens or passport/residence permit for foreign citizens, respectively for legal entities - identity document of the legal representative), as the case may be, jointly with the documents attesting the capacity thereof of legal representative, a certificate of good standing issued by the Trade Registry, presented either in original or in true copy, or any other document, in original or true copy issued by no more than 3 months in prior to the publishing date of the OGMS Convening Notice by a competent authority from the state where the shareholder is legally registered and which attests the capacity thereof of legal representative, shall be submitted/dispatched to the Company's Correspondence Registration Office by April 25, 2014, 16:00 o'clock, in a sealed envelope, with the following mention, written and capitalized: "FOR THE ORDINARY GENERAL SHAREHOLDERS OF APRIL 28/29, 2014". Another original of the Special Power of Attorney will be handed over to the respective proxy in order for him/her to be able to prove such capacity, upon the request of the technical secretary of the Meeting.

In the event that the shareholder designates its proxy by electronic means, the Special Power of Attorney may be transmitted by e-mail with incorporated extended electronic signature until April 25, 2014, 16:00 o'clock, at the latest, at the address: maria.nicolae@rompetrol.com, mentioning in the Subject line: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 28/29, 2014".

The special powers of attorney will contain any and all information provided in the special power of attorney form rendered available by the Company, specifying the vote for each item on the agenda.

The special power of attorney granted by a shareholder to a credit institution rendering custody services, shall be signed by the respective shareholder and shall be accompanied by an affidavit issued by the credit institution designated as representative subject to the special power of attorney, addressing the requirements set forth by the Measures Enforcement Order no. 26/20.12.2012 issued by the National Securities Commission.

The documents attesting the capacity of legal representative, as such are specified by this convening notice, drafted in a foreign language – other than English, shall be accompanied by the Romanian or English translation thereof made by a certified translator, no legalization or apostille being needed for this purpose.

On the date of the General Meeting, upon the entry into the OGMS meeting room, the private individual-shareholders (in case they attend the meeting in person) and the Proxies will present for verification purposes to the Company's representative the original identity document for the Romanian citizens or, as the case may be, the passport/residence permit for the foreign citizens. If a legal entity shareholder shall attend the OGMS by its legal representative, the latter shall present for verification purposes to the Company's representative the original identity document (identity card for Romanian citizens or, as the case may be, the passport/residence permit for foreign citizens), together with the documents attesting the capacity thereof of legal representative, a certificate of good standing issued by the Trade Registry, presented either in original or in true copy, or any other document, in original or true copy issued by no more than 3 months in prior to the publishing date of the OGMS Convening Notice by a competent authority from the state where the shareholder is legally registered and which attests the capacity thereof of legal representative).

If the special power of attorney was e-mailed to the Company, the Proxies shall hand over to the technical secretary of the meeting the original power of attorney as well.

The Company's shareholders may vote by correspondence, via the Postal Ballot Paper Form drafted in Romanian/English. These forms filled in and signed, together with the copy of the valid identity document of the shareholder certified by the latter on his/her own liability liability (for

private individuals - identity cards for Romanian citizens or passport/residence permit for foreign citizens, respectively for legal entities - identity document of the legal representative), as the case may be, jointly with the documents attesting the capacity thereof of legal representative, a certificate of good standing issued by the Trade Registry, presented either in original or in true copy, or any other document, in original or true copy issued by no more than 3 months in prior to the publishing date of the OGMS Convening Notice by a competent authority from the state where the shareholder is legally registered and which attests the capacity thereof of legal representative, may be submitted as follows:

- a) dispatched to the Company's headquarters, in a sealed envelope, via any type of courier, in a manner consistent with the receipt of the envelope by the Company's Correspondence Registration Office by no latter than 25.04.2014, 16:00 o'clock, bearing the specification: "FOR THE GENERAL ORDINARY MEETING OF SHAREHOLDERS OF 28/29.04.2014"
- b) delivered by e-mail with extended electronic signature incorporated pursuant to Law no. 455/2001 on electronic signature, by 25.04.2014, 16:00 o'clock, at the address: maria.nicolae@rompetrol.com, specifying in the subject line: "FOR THE GENERAL ORDINARY MEETING OF SHAREHOLDERS OF 28/29.04.2014"

The special powers of attorney and the Postal Ballot Paper Forms that are not registered with the Company's Correspondence Registration office until the dates specified above, shall not be taken into account upon the determination of the presence and vote quorum within the OGMS.

When filling in the Powers of Attorney and Postal Ballot Paper Forms as specified above, please bear in mind the possibility to supplement the Agenda with new issues, case in which the revised Agenda will be published by 17.04.2014.

In case the agenda is supplemented and the shareholders fail to deliver the special powers of attorney and/or the postal ballot paper forms in their updated form, the special powers of attorney and the postal ballot paper forms delivered in prior to the update of the agenda shall be taken into account only for the items set forth by the revised agenda that they refer to.

Upon the convening date, the Company's share capital amounts to 27,819,090 lei, and consists of 278.190.900 registered, dematerialized shares with a par value of 0.1 lei, each share entitling its holder to one vote during the General Meeting of the Shareholders.

Additional information may be obtained by phone, at the phone number 0244/522009, every business day, between 9:00 a.m. and 14:00 p.m. or from the Company's website: www.rompetrol.ro/Rompetrol Well Services/Investors Relations.

CHAIRMAN OF THE ADMINISTRATION BOARD,

Mr. Talgat ISSAYEV

GENERAL MANAGER,

FINANCE MANAGER,/
Mr. Vasile Gabriel MANOLE

mondle