



rompetrol

KazMunayGas
Group
Member

ROMPETROL WELL SERVICES

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Către:

- BURSA DE VALORI BUCUREȘTI
- AUTORITATEA DE SUPRAVEGHERE FINANCIARĂ

Raport curent conform Regulamentului C.N.V.M. nr.1/2006

Data raportului: 08.06.2016

ROMPETROL WELL SERVICES S.A. PLOIEȘTI

Sediul social: Ploiești str. Clopoței nr. 2 bis
jud. Prahova

Număr tel/fax: 0244 544 101 / 0244 522 913

Cod de identificare fiscală: RO 1346607

Număr de ordine în Registrul Comerțului: J29/110/1991

Capital social subscris și vărsat: 27.819.090 lei

Piața reglementată pe care se tranzacționează valorile mobiliare emise: Bursa de Valori București (simbol de piață PTR)

Eveniment important de raportat: prezentarea proiectului de modificare al Actului Constitutiv al Societății

În conformitate cu prevederile Regulamentului C.N.V.M. nr.1/2006 privind emitenții și operațiunile cu valori mobiliare, Consiliul de Administrație comunică proiectul de modificare al Actului Constitutiv al S.C.Rompetrol Well Services S.A, prezentat mai jos în Anexa nr.1.

Modificarea Actului Constitutiv va fi supusă aprobării Consiliului de Administrație convocat pentru data de 13.06.2016 și constă în completarea obiectului de activitate al Societății.

Membru al Consiliului de Administrație,
Director General,
DI. Adrian-Ion Stănescu

To:

- BUCHAREST STOCK EXCHANGE
- FINANCIAL SUPERVISORY AUTHORITY

Current report in compliance with Regulation NSC no. 1/2006

Date of report: 08.06.2016

ROMPETROL WELL SERVICES S.A. PLOIEȘTI

Registered headquarters: Ploiești, 2bis Clopoței Street,
Prahova County

Phone/fax no.: 0244.544.101/ 0244.522.913

Sole Registration Code: RO 1346607

Registration number with the Trade Registry:
J29/110/1991

Subscribed and paid up share capital: 27,819,090 lei
Regulated market on which the securities issued by the company are traded: Bucharest Stock Exchange (symbol PTR)

Significant event to report: the Presentation of the draft modification of the Articles of Association of the Company.

According to the legal provisions of Regulation NSC no. 1/2006 on issuers and operations with securities, the Board communicates the draft amendment of the Articles of Association of S.C.Rompetrol Well Services S.A, shown below in Annex 1.

The modification of the constitutive act will be submitted for approval of the Board of Directors convened for 13.06.2016 and consists of supplementing activity object of the Company.

Member of the Administration Board,
General Manager,
Mr. Adrian-Ion Stănescu

Trade Registry No: J 29/110/1991
Fiscal Identification No: RO1346607

IBAN: RO34BACX000000030551310
UniCreditTiriac Bank - Ploiesti
Share Capital: 27819090 lei

Appendix 1

ARTICLES OF ASSOCIATION OF COMPANY ROMPETROL WELL SERVICES S.A.

CHAPTER I

Shareholders, Legal Form, Name, Headquarters

Article 1. Shareholders.

I. The company's shareholders are:

A. Significant shareholders;

- Company KazMunayGas Internațional NV, owning 73.011 % of the share capital;

B. Shareholders each owning less than 10% of the share capital.

Article 2. Name

2.1, The name of the company is "Rompetro Well Services" and it will always be followed by the initials "S.A.", or by the words "*societate pe actiuni*" (joint-stock company), as well as by the mention "A KazMunay Gas Group Company".

2.2. Any document, letter or publication released by the company shall mention the name of the company, the legal form, the headquarters, the number of registration with the Trade Registry, the fiscal code, the share capital, the paid-in capital out of the share capital, as well as the mention "member of the KazMunay Gas Group".

Article 3. The Legal Form

3.1. Company "Rompetro Well Services" is a company the shares of which are listed on a regulated market, is a Romanian legal entity organized as a joint-stock company and operates in accordance with the provisions of these Articles of Association and the Romanian laws.

Article 4. The Company's Headquarters

4.1. The company's headquarters is in Ploiesti, Strada Clopotei nr. 2 bis, Prahova County, Romania.

4.2. The company may establish secondary offices - branches, lucrative facilities, offices, agencies or any other such units without legal personality, in Romania or abroad, based on the decision of the extraordinary general meeting of the company.

CHAPTER II Business Activities

Article 5. Business Activities

5.1. The company's line of business is "Support activities for petroleum and natural gas extraction" - NACE code 091. and the main activity is "Support activities for petroleum and natural gas extraction" CAEN code 0910.

5.2. The company's main activity is supplemented by the following secondary activities: ,
0610 Extraction of crude petroleum;
0620 - Extraction of natural gases;

1039 - Processing and preserving of fruit and vegetables;
 1107 - Manufacture of non-alcoholic beverages; Production of mineral water and other types of bottled water;
 2011 Manufacture of industrial gases;
 2013 - Manufacture of basic inorganic chemicals in primary forms;
 2059 Manufacture of other chemical products;
 2332 - Manufacture of bricks, tiles and other clay building materials;
 2361 - Manufacture of articles of cement and concrete for buildings;
 2363 Manufacture of concrete;
 2433 Production of cold forming and folding articles:
 2511 - Manufacture of metal structures and parts of structures;
 2512 Manufacture of doors and windows of metal;
 2571 Manufacture of cutlery;
 2599 - Manufacture of other fabricated metal products n.e.c;
 2611 - Manufacture of electronic components (modules);
 2740 Manufacture of electric lighting equipment;
 2811 Manufacture of engines and turbines, except aircraft, vehicles and cycle engines;
 2892 Manufacture of machinery for mining, quarrying and construction;
 2931 Manufacture of electrical and electronic equipment for motor vehicles;
 2932 Manufacture of other parts and accessories for motor vehicles;
 3299 Other manufacturing n.e.c.;
 3311 Repair of fabricated metal products;
 3312 Repair of machinery;
 3319 Repair of other equipment:
 3320 Installation of industrial machinery and equipment;
 3530 Steam and air conditioning supply;
 4110 Development of building projects;
 4120 Construction of residential and non-residential buildings;
 4211 Construction of roads and motorways;
 4212 - Construction of railways and underground railways;
 4213 - Construction of bridges and tunnels;
 4221 Construction of utility projects for fluids:
 4222 - Construction of utility projects for electricity and telecommunications;
 4299 Construction of other civil engineering projects n.e.c;
 4313 - Test drilling and boring;
 4321 - Electrical installations;
 4329 Other construction installations;
 4332 - Joinery installation;
 4391 Roofing activities;
 4399 Other specialized construction activities n.e.c;
 4520 - Maintenance and repair of motor vehicles;
 4531 Wholesale trade of motor vehicle parts and accessories;
 4532 Retail trade of motor vehicle parts and accessories;
 4612 - Agents involved in the sale of fuels, ores, metals and industrial chemicals;
 4614 - Agents involved in the sale of machinery, industrial equipment, ships and aircraft;
 4619 - Agents involved in the sale of a variety of goods;
 4631 Wholesale of fruit and vegetables;
 4635 - Wholesale of tobacco products;
 4636 Wholesale of sugar, chocolate and sugary confectionary;
 4637 - Wholesale of coffee, tea, cocoa and spices;
 4638 - Wholesale of other food, including fish, crustaceans and mollusks;
 4639 Non-specialized wholesale of food, beverages and tobacco;
 4643 Wholesale of electrical household appliances;
 4647 - Wholesale of furniture, carpets, lighting equipment;
 4652 - Wholesale of electronic and telecommunications equipment and parts;
 4663 Wholesale of mining, construction and civil engineering machinery;
 4669 - Wholesale of other machinery and equipment;
 4671 - Wholesale of solid, liquid and gaseous fuels and related products;
4675 - Wholesale of chemical products
 4690 Non-specialized wholesale trade;

4711 Retail sale in non-specialized stores with food, beverages or tobacco predominating;
 4719 Other retail sale in non-specialized stores of non-food predominating;
 4730 - Retail sale of automotive fuel in specialized stores;
 4741 Retail sale of computers, peripheral units and software in specialized stores;
 4742 Retail sale of telecommunications equipment in specialized stores;
 4753 - Retail sale of carpets, rugs, wall and floor coverings in specialized stores;
 4759 Retail sale of furniture, lighting equipment and other household articles in specialized stores;
 4764- Retail sale of sporting equipment in specialized stores;
 4765 Retail sale of games and toys in specialized stores;
 4776 Retail sale of flowers, plants, seeds, fertilizers, pet animals and pet food in specialized stores;
 4777 Retail sale of watches and jewellery in specialized stores;
 4778 Other retail sale of new goods in specialized stores;
 4939 - Other passenger land transport n.e.c;
 4941 - Freight transport by road;
 4942 Removal services;
 5210 Warehousing and storage:
 5221 - Service activities incidental to land transport;
 5222 - Service activities incidental to water transportation;
 5224 Cargo handling;
 5229 - Other transportation support activities;
 5920 - Sound recording and music publishing activities;
 6399 Other information service activities n.e.c;
 6492 Other credit granting – this activity will be carried out exclusively within the operations between the Company and affiliated companies which are members of the Rompetrol Group
 6612 - Security and commodity contracts brokerage;
 6619 - Other activities auxiliary to financial services, except insurance and pension funding;
 6810 - Buying and selling of own real estate;
 6820 Renting and operating of own or leased real estate;
 6832 Real estate activities on fee or contract basis;
 7111 Architectural activities;
 7112- Engineering activities and related technical consultancy;
 7120 Technical testing and analysis;
 7211 Research and experimental development in biotechnology;
 7219 Other research and experimental development in natural sciences and engineering;
 7220 Research and experimental development in social sciences and humanities;
 7410 Specialized design activities;
 7430 - Translation and interpretation activities;
 7490 Other professional, scientific and technical activities n.e.c;
 7739 Renting and leasing of other machinery, equipment and tangible goods n.e.c;
 7740 Leasing of immaterial intellectual property goods (except financial);
 7810 Activities of employment placement agencies;
 7820 Temporary employment agency activities;
 7830 - Provision and management of work force activities;
 7911 Travel agency activities;
 7912- Tour operator activities;
 7990 - Other reservation services and tourist support related activities;
 8110 - Combined facilities support activities;
 8211 Office administrative and support activities;
 8219 - Photocopying, document preparation and other specialized office support activities;
 8230 Organization of conventions and trade shows;
 8291 Activities of collection agencies and credit bureaus;
 8299 - Other business support service activities n.e.c;
 8551 Sports and recreation education;
 9609 Other personal service activities n.e.c;

CHAPTER III
Share Capital. Shares

Article 6. Share Capital

- 6.1. The company's share and paid-in capital amounts to RON 27, 819, 090.
- 6.2. The share capital is represented by 278, 190, 900 nominal shares, issued as dematerialized, fully covered shares, each share having a nominal value of RON 0.1. The share capital is distributed amongst shareholders as follows:
- KazMunay Gas International N.V. owns RON 20,311,015, corresponding to a number of 203,110,150 shares x RON 0.10 - i.e. a percentage of 73.011 %.
 - other shareholders who own RON 7,508,075 lei, corresponding to a number of 75,080,750 shares x 0.10 lei - summing up a percent of 26.989 %.

Article 7. Shares

- 7.1. Each share held gives its owner the right to vote in the General Shareholders' Meeting, the right to elect or be elected in the company's management boards, the right to participate at the distribution of benefits and of the company's assets upon the company's dissolution, as well as other rights stipulated by law.
- 7.2. The Board of Directors shall contract a private independent registry company for the keeping of the computerized record of shareholders, as well as for the entry of the records and performance of other operations connected to this record.
- 7.3. The shares are nominal, indivisible as concerns the company, and dematerialized, and the company acknowledges one single owner for each share.

Article 8. Transfer of shares

- 8.1. The ownership right over the shares and any other benefits deriving from this right may be transferred in accordance with the legal regulations of the stock market.

Article 9. Rights and obligations arising from the ownership of shares

- 9.1. Each share paid in observance of the conditions stipulated in these articles of association or in the statutory decision to increase the share capital shall give the right to one vote in the General Shareholders' Meeting and in the decision making process regarding the company's activity, in accordance with the terms of these Articles of Association and the Romanian laws.
- 9.2. The holding of any shares implies the acceptance by right to comply with these Articles of Association.
- 9.3. The shareholders' rights and the obligations shall follow the shares if such shares change owners.
- 9.4. Throughout the company's duration, the shareholders' personal creditors may exercise their rights exclusively on the part of benefits due to the shareholders after the financial statements, and, after the company's liquidation, on the part due to them following the liquidation. The shareholders' personal creditors may, nonetheless, seize, throughout the company's duration, the parts due to the shareholders following the company's liquidation or may impound and sell their debtors' shares.

Article 10. Other financial instruments

- 10.1 The company may issue other financial instruments (bonds) in compliance with the law

CHAPTER IV
The General Meeting

Article 11. Powers

11.1. The company is run by the General Shareholders' Meeting, which can be ordinary or extraordinary.

11.2. The Ordinary General Meeting is held at least once a year, in observance of the law, and is entrusted with the following main powers:

- a) to discuss, approve and amend the annual financial statements, based on the reports presented by Board of Directors and the financial auditor, and to fix the dividends;
- b) to elect and dismiss the company's Directors;
- c) to appoint and set the minimum duration of the financial audit contract, as well as to revoke the financial auditor;
- d) to fix the Directors' remuneration for each current financial year.
- e) to assess the Directors' management activities;
- (f) to review the Board of Directors' activity and decide to take proceedings against the Directors for prejudices caused to the company, and to appoint the person in charge of such proceedings;
- g) to establish the income and expenditure budget and, if the case may be, the activity schedule for the next financial year;
- h) to decide the pledging, the leasing or the closing down of one or several of the company's working facilities;
- i) to approve the maximum limits of the managers' remuneration, if the law provides for such approval;

11.3. The extraordinary General Meeting is entrusted with the following powers:

- a) the change of the company's legal form;
- b) the relocation of the company's headquarters;
- c) the change of the company's business activity;
- d) the opening or closing down of secondary offices: subsidiaries, agencies, outlets or other such facilities with no legal personality, unless the Articles of Association stipulates otherwise;
- e) the extension of the company's duration;
- (f) the increase of the share capital;
- g) the decrease of the share capital or its replenishment through the issue of new shares;
- h) the merger with other companies or the company's division;
- i) the company's early dissolution;
- j) the conversion of shares from one category to the other;
- k) the conversion of a category of bonds into another category or into shares;
- l) the issue of bonds;
- m) to approve the acceptance/signing on behalf of the company of the legal documents for matters exceeding USD 10,000,000.
- n) any other amendment to the Articles of Association or any other decision requiring the approval of the extraordinary General Meeting.

The extraordinary General Meeting delegates the exercise of the powers stipulated at b) and c) above to the Board of Directors.

11.4. The extraordinary General Meeting may delegate the Board of Directors to increase the share capital in accordance with the provisions of art. 236 of Law no. 297/2004 on the capital market.

I

Article 12. Convening

12.1. The General Shareholders' Meetings are convened by the Board of Directors any time the need arises, through a notice published in the Official Gazette of Romania, Part IV, as well as in one of the local or national newspapers widely distributed in the place where the company's headquarters are located.

12.2. The notice shall indicate: the venue, the date and the time of the General Meeting, the agenda which will clearly and concisely include all the issues to be debated during the meeting and any other mentions required by the legislation regulating the capital market.

12.3. If the meeting's agenda includes proposals for the amendment of the Articles of Association, the convening notice shall comprise the entire text of the proposals made.

12.4. If the agenda includes the election of directors, the notice shall comprise the mention that the list containing the name, address and professional qualification of candidates has been made available to the shareholders, who are able to read and amend it.

12.5. The notice for the first general meeting may indicate the day and time for the second meeting, in case the first meeting is not held. If the date for the second general meeting is not mentioned in the notice, such meeting may be convened after at least 8 days.

Article 13. Organization

13.1. For the ordinary general meeting's decisions to be valid, the shareholders present at such meeting must hold at least a quarter of the total number of voting rights. The decisions of the ordinary general meeting are taken with the majority of the votes cast.

If the ordinary general meeting is unable to fulfil its obligations due to its failing to comply with the provisions of paragraph (1), the meeting held after the second convening may decide on the issues on the first meeting's agenda, regardless of the quorum, and may adopt decisions with the majority of the votes cast.

For the extraordinary general meeting's decisions to be valid, it is required that the shareholders present after the first convening hold at least a quarter of the total number of voting rights, whereas for the following convening, it is required that the shareholders present hold at least a fifth of the total number of voting rights.

The decisions are adopted with the majority of the votes cast by the shareholders who are present or represented.

Any decision to modify the company's main business activity, to reduce or increase the registered capital, to change the company's legal form, to merge, to divide or dissolve the company shall require a majority of at least two thirds of the voting rights held by the shareholders who are present or represented at the meeting.

13.2. For the share capital increases by contribution in cash, the withdrawal of the shareholders' preferential right to the subscription of new shares should be decided by the general extraordinary meeting of the shareholders. The decision requires the presence of the shareholders representing 3/4 of the subscribed share capital and subject to the vote of the shareholders holding at least 2/3 of the voting rights.

The share capital increased by contribution in kind should be approved by the general extraordinary meeting of shareholders, attended by at least 3/4 of the subscribed share capital and subject to the vote of the shareholders holding at least 2/3 of the voting rights. The contributions in kind may consist solely of operational assets required to attain the scope of activity of the issuing company.

13.3. The general meeting is presided by the Chairman of the Board of Directors or by a person delegated by the Chairman, who will appoint at least one and no more than three secretaries, from among the members of the general meeting or the company's shareholders, plus a technical secretary, selected from among the employees. They shall check the attendance list and draw the minutes of the general meeting.

13.4. A power of attorney shall be valid exclusively for the GM for which it has been requested. The votes registered in the power of attorney shall be exercised in the manner required by the shareholder.

13.5. Any person who represents several shareholders based on powers of attorney shall cast the votes of the represented persons by summing up the number of the votes "for", "against", and "abstention" without compensating them (for example, for matter x on the meeting's agenda, I represent "a" votes "for", "b" votes "against" and "c" votes "abstention"). The votes thus expressed are validated on the basis of the third copy of the powers of attorney, by the secretary of the general meeting.

13.6. The decisions of the General Meetings are approved through open vote, except if the General Meeting decides that the vote be secret or the law imposes the secret vote.

13.7. The decisions of the general meeting are compulsory for all the company's shareholders, even for those who did not attend the meeting or voted against the decisions.

13.8. The general meeting can be held at the company's headquarters or in other places decided upon by the directors through the meeting's convening notice.

13.9. The shareholders may be represented in the general meeting by persons that are not shareholders of the company, in reliance of a limited or general power of attorney .

13.10. Throughout this article, the mentions referring to the shareholders present shall be considered as referring to the shareholders present as well as those represented.

CHAPTER V

The company's management

(The unitary system variant)

The Board of Directors

Article 14. Organization

14.1. The company's activity is managed by a Board of Directors comprising 5 members appointed by the ordinary general meeting, who may be company shareholders, natural persons or legal entities, of Romanian or foreign nationality. The Directors shall appoint a fellow director to be the Chairman of the Board. Should a legal entity be appointed as Director, such Director' rights and obligations shall be set in a management contract, which will stipulate that the legal entity has the obligation to appoint a natural person as a permanent representative.

14.2. The term of office is 4 years, unless the ordinary general meeting adopts a different duration for the term of office. When the term of office expires, any member may be re-elected by the general meeting.

14.3. The Board of Directors shall meet at least once every three months and every time it is required.

14.4. The Board of Directors' meeting notice shall comprise the place and the date of the meeting and the meeting's agenda.

14.5. The Board of Directors' meetings shall be held in the presence of at least half of the total number of members, whereas the resolutions shall be valid only if adopted by the vote of the majority of the attending members. In case of equality of votes, the Chairman's vote will be decisive. Attendance at the meeting means being either physically present, or intellectually present by teleconference, videoconference, as well as through mail sent by post, courier, or fax with the clearly legible name and signature; both the presence in person or the representation by another member of the Board.

An attending member can represent only one absent member.

At each Board meeting, the minutes shall be taken shall comprise the attendees' names, the order of the resolutions, the decisions taken, the number of votes cast and the divergent opinions, and such minutes shall be signed by the Chairman of the meeting and by at least one Director. The entirety of all the copies having the same content, individually signed in accordance with the previous paragraph, shall be accepted as validly signed minutes of the meeting.

14.6. In case of a vacancy (resignation, legal incapacity, physical incapacity for a period exceeding 45 days, death, etc.) the rest of the Directors, in the presence of two thirds of the Board's members and with absolute majority, shall appoint a new temporary director until the assembly of the ordinary general meeting, which will appoint the new director.

14.7. In the exercise of its duties towards the company, the Board of Directors shall observe the limits imposed by the law, by these Articles of Association, as well as the resolutions of the general meeting of shareholders. The Directors will act on behalf of the company with the due diligence and care of typical business people. To avoid any doubt, the Board of Directors may perform all the operations necessary to carry out the company's business activity, except the restrictions stipulated in these Articles of Associations and/or in the resolutions of the General Shareholders' Meeting.

14.8. The Directors are jointly liable towards the company for the strict completion of their duties provided for by the law and these Articles, including the damages caused to the company by the Directors' actions that overpass the limits of the powers granted to them by these Articles of Associations and/or the law, whether or not the third parties were aware of the limits of the powers granted to them.

Article 15. Duties

15.1. The Boards of Directors has the following main duties:

- a) to establish the company's main directions of activity and development;
 - b) to determine the accounting and financial control system and to approve the financial planning;
 - c) to appoint and dismiss the company's managers, respectively to sign and terminate their employment contracts;
 - d) to determine the company's organizational structure and policy regarding the remuneration of the company's employees;
 - e) to supervise the managers' activity;
 - f) to prepare the annual report, organize the General Meeting and implement the latter's resolutions;
 - g) to appoint and/or remove the persons appointed as representatives of the company before banks, having the right of the first signature, respectively of second signature; the rules of joint signatures shall be applied correspondingly for all the payments made for and on behalf of the company.
 - h) to approve the contract terms of any type of loans from banks and/or financial institutions, as well as from any type of legal entity;
 - i) to approve the company's interim financial statements, in accordance with the law;
 - j) to approve the company's marketing strategy and investments plan, as well as the annual budget (investment expenditure and operational expenditure), following the joint proposal made by the General Manager and the Financial Manager;
 - k) with the exception of the legal documents for the approval/signing of which it is necessary, in accordance with the mandatory requirements of the law, to have the approval of the general meeting of shareholders, to adopt and sign on the company's behalf the legal documents for amounts between USD 500,001 and 10,000,000; the approval is necessary in the case of one commercial transaction executed by one and/or several separate contracts if the cumulated value of such contacts exceeds the respective amount;
 - l) to file the request for the company's insolvency, in accordance with Law no. 85/2006 regulating the insolvency procedure;
- These duties may not be delegated to the company's managers.

15.2. The Board of Directors shall also fulfil the following duties delegated by the extraordinary general meeting under the terms stipulated by Art. 114 of Law no. 31/1990. as republished:

- a) to decide on the relocation the company's headquarters;
- b) to decide on the changing the company's business activity (with the exception of company's main field of activity and main activity);
- c) to decide on the increase of the registered capital by the issue of new shares, in accordance with the law.

15.3. The Board of Directors fulfil their duties by the adoption of decisions.

Article 16. The non-competition clause

16.1 Under these Articles of Association, throughout their term of office, the Directors shall not be appointed or hold a term of office as Directors of other companies with the same business activity, and shall not be involved in the same type of trade or any other type of competing trade, neither privately nor on behalf of any other person or legal entity, unless terms of office/appointments/positions are to be exercised/held within companies members of the KazMunayGas Group.

CHAPTER VI

The company's managers

Article 17. Management delegation

17.1. The only positions that the management of the company is delegated to, in accordance with Art. 143 of Law no. 31/1990 on companies, are those of General Manager and Economic Manager. Any other management position in the company (Human Resource

Manager, Commercial Manager, Administrative Manager, IT Manager etc), regardless of its title, shall not imply the management of the company.

Article 18. Organization and functioning

18.1- All the company's organizational structures shall be directly subordinated directly to the General Manager of the company, who shall be directly subordinated to the Board of Directors.

18.2. If the company executes documents involving its assets, the representation of the company shall be delegated, in accordance with the provisions of Art. 143 of Law no. 31/1990 on companies, to the General Manager and the Economic Manager, up to limit of USD 500,000.

18.3. For the documents that do not include the company's assets, the company shall be represented by the General Manager.

18.4. If the company executes documents including the company's assets, the Economic Manager and the General Manager may grant powers of attorney.

18.5. In its relations with the managers, the company shall be represented by the Board of Directors.

18.6. The General Manager is responsible for taking all the decisions pertaining to the company's management, within the limits of the company's business activity and in strict compliance with the powers exclusively held by the Board of Directors and the general meeting of shareholders, as stipulated by the law or by these Articles of Association.

18.7. In fulfilling his/her duties, the General Meeting shall give work orders, which are mandatory for all the company's employees.

18.8. The managers' term of office may not exceed the term of office of the Directors who appointed them.

18.9. The members of the Board of Directors shall show the prudence and diligence of a good director in exercising their duties. A director shall be considered to have observed this requirement if, when taking business decisions, he is reasonably entitled to consider that he/she is acting in the company's best interest and on the basis of proper information.

CHAPTER VII Company Control

Article 19. The internal auditor and the financial auditor

19.1. The company shall be subject to financial audit.

19.2. The internal audit shall be organized in accordance with the regulations issued by the Chamber of Financial Auditors of Romania.

19.3. The company's financial auditor is elected by the general meeting of shareholders. His / Her term shall be 4 years, except when the General Meeting of shareholders decides on a different duration of the term.

CHAPTER VIII

The operation of the company

Article 20. The company's activity

20.1. The company shall carry out its activities throughout the financial year, which commences on 1 January and ends on 31 December of each year.

20.2. The General Meeting shall decide, in accordance with the law, on the manner of depreciation of the fixed assets.

20.3. The company shall keep the accounting books and records in compliance with the Romanian laws in force.

Article 21. Calculation and distribution of profits

21.1. The company's profit shall be determined on the basis of the financial statements approved by the general shareholders' meeting. The taxable profit shall be determined in compliance with the law.

21.2. For the company's profit, funds may be created for revamping, research and development of new products, investments, repairs, as well as for other purposes, as decided by the general meeting of shareholders.

21.3. Out of the company's benefits, a minimum of 5 % will be directed to the reserve fund, until such fund reaches at least one fifth of the registered capital.

21.4. Any dividends shall be paid within the period decided by the general meeting, which shall not be longer than 6 months from the date of the general meeting in which such dividends were established.

21.5. In the case of losses, the general meeting of shareholders shall analyze the causes and adopt decisions accordingly.

21.6. The losses shall be borne by the shareholders in the proportion to their contribution to the capital, within the limits of the subscribed capital.

CHAPTER IX

Duration, dissolution and liquidation of the company

Article 22. Duration of the company

22.1. The duration of the company is unlimited.

22.2. The duration of the company may be modified with the approval of the general meeting of the shareholders.

Article 23. Dissolution

23.1. The following situations shall lead to the dissolution of the company:

a) the expiration of the company's duration, if the general meeting limits this duration:

h) the impossibility of fulfilling the company's business activity;

c) if the company is declared null;

d) the company's bankruptcy;

e) as provided for by, and in compliance with, Art. 153[^]24 of Law no. 31/1990 as amended;

f) as provided for by, and in compliance with, Art. 10 paragraph (3) of Law 31/1990 as amended;

g) based on the decision of the general meeting of shareholders, approved by the majority required for the amendment of the Articles of Association.

23.2. The dissolution of the company shall be registered with the Trade Register and published in the Official Gazette of Romania.

Article 24. Liquidation

24.1. The dissolution of the company shall entail the opening of the liquidation procedure, unless the company's division or merger takes place.

24.2. The liquidation of the company and the distribution of the corporate assets shall be carried out in accordance to and compliance with the law regulating the companies.

CHAPTER X

Litigations. Final provisions

Article 25. Litigations

25.1. Any dispute arising from the fulfilment of these Articles of Association, either among the shareholders, or between the shareholders and the company, shall be settled by the Court of International Commercial Arbitration within the Chamber of Commerce and Industry of Romania in accordance with the Court's rules of procedure.

Article 26. Final provisions

26.1. The stipulations of the current articles of association shall be completed with the legal provisions in force applicable to companies.

Member of the Board of Directors
General Manager

Mr. Adrian-Ion Stanescu