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ROMPETROL WELL SERVICES S.A.

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**INFORMATION MATERIAL**  
**regarding the issues submitted for debate to the**  
**Ordinary General Meeting of Shareholders of**  
**Rompetrol Well Services S.A.**  
**of April 27<sup>th</sup>/28<sup>th</sup>, 2017**

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 27.04.2017, 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 Ordinary Meeting shall be convened and scheduled for the date of 30.04.2018, 11:00 a.m. at the same venue and subject to the same agenda.

***I. GENERAL INFORMATION:***

***A. INFORMATION ON THE SHAREHOLDERS***

On 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.

On the convening date of the OGMS, according to the last Shareholders' Registry having as consolidation date Decemer 12th, 2017, KMG INTERNATIONAL N.V.- the majority shareholder holds a number of 203,110,150 shares amounting to lei 20,311,015 representing 73.0111% of the share capital and the Fund KJK FUND II SICAV-SIF(LUX) holds a number of 29,709,950 shares amounting to lei 2,970,995 representing 10.6797% of the share capital.



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At the same consolidation date, the remainder of the **shareholders** (legal entities and natural persons) each holding less than **10%** of the Company's share capital, hold jointly a number of 45,370,800 shares, amounting to lei 4,537,080 representing **16.3092%** of the share capital.

The Company's Directors and the persons **in its** executive management do not hold shares in the Company.

### ***B. INFORMATION REGARDING THE ORGANIZATION OF THE MEETING***

For the validation of the deliberations of the General Ordinary Meeting, upon the first call, it is mandatory that the shareholders holding at least one quarter of the total voting rights attend the meeting and the resolutions be adopted with the majority of votes held by the present or represented shareholders. If the General Ordinary Meeting is unable to carry out its proceeding due to the lack of quorum, the meeting held on a second call shall decide upon the items on the Agenda of the first meeting, irrespective of the quorum present at the meeting, by adopting resolutions with the majority of votes expressed.

On the date and time established in the convening notice, the meeting shall be opened and chaired by the Chairman of the Board of Directors or by a person appointed by the latter.

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

One of the secretaries shall draft the minutes of the Ordinary General Meeting, to which will be enclosed the documents relative to the convening 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 secret ballot vote or if the law requires the secret ballot vote and shall be binding, including for the shareholders who have not attended the meeting or have voted against it.

As per dispositions of art. 130 para.2 of Law no. 31/1990:

*"The secret vote is mandatory for the appointment or revocation of the members of the Board of Directors, respectively the members of the supervision committee, for the appointment, revoking or ousting of censors or financial auditors and for making decisions regarding the responsibility of the members of the management, administration and control bodies of the company."*



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These dispositions are also resumed by the special regulation on securities, as well as by the statutory dispositions.

Consequently

- for to election of a new members of de Board of Directors, the vote shall be passed by ballot;
- for the rest of the issues included on the agenda, the vote shall be passed by show of hands.

## ***II. INFORMATION CONCERNING THE ISSUES ON THE MEETING AGENDA***

Following acknowledgement of compliance will all legal requirements and provisions of the Articles of Incorporation for the organization of the general meeting, the meeting agenda will be discussed.

**The Ordinary General Meeting convened for April 27<sup>th</sup>, 2018, and respectively for April 30<sup>th</sup>, 2018 (the second convening), has the following issues on the agenda:**

1. Approval the annual individual financial accounts having as closing day the day of December 31,2017, prepared in accordance with the International Financial Reporting Standards ("IFRS"), as laid down by the Order of the Minister of Public Finance no. 2844/2016, as subsequently amended, based on the Annual Report prepared by the Board of Directors in compliance with the provisions of NSC Regulation no.1/2006, as further amended , and on the Financial Auditor's Report prepared by Ernst & Young Assurance Services S.R.L.
2. Approval of the proposal of the Board of Directors regarding the distribution of the net profit ancillary to the financial year 2017 for the following destinations: (i) dividends - amount of 723.296 lei respective 0.0026 lei gross value/share and (ii) other reserves– amount of 1.719.150 lei; approval the date of payment of dividends as of June 5<sup>th</sup> 2018;
3. To Approve the discharge the all Company's directors of any liability arising from the activity they conducted during the financial year 2017, further to the submitted reports;
4. To Approve the Income and Expenditure Budget and the Investment plan for 2018 ;
5. To establish the fee payable to the members of the Board of Directors for the financial year 2018;
6. Ellection of the membres to form the new Board of Directors for a mandate starting with 29.04.2018 as a result of the expiry of the mandates on 28.04.2018 of current members of the Board of Directors.
7. Setting the date of May 16<sup>th</sup> 2018 as *Registration Date* to identify the shareholders upon whom the effects of the resolution adopted in this OGMS reflect and the date of May 15<sup>th</sup> 2018 as Ex Date, calendar



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date from which the financial instruments are traded without the rights resulted from OGMS Rompetrol Well Services.

8. The authorize Mr. Timur Zhetpisbayev, General Manager of the Company, to conclude and/or sign for on behalf of the Company and/or of its shareholders the resolutions which are to be adopted within this OGMS and to carry out any and all requisite proceedings for such adopted resolutions to be registered, rendered enforceable, against third parties and published, the said proxy being entitled to subdelegate third parties to act for such purpose.

### **PRESENTATION:**

1. **To approve** the annual individual financial accounts having as closing day the day of December 31,2017, prepared in accordance with the International Financial Reporting Standards ("IFRS"), as laid down by the Order of the Minister of Public Finance no. 2844/2016, as subsequently amended, based on the Annual Report prepared by the Board of Directors in compliance with the provisions of NSC Regulation no.1/2006, as further amended , and on the Financial Auditor's Report prepared by Ernst & Young Assurance Services S.R.L .

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."*

Board of Directors proposes to the General Meeting to approve the annual financial statements of the Company ended December 31, 2017 based on the Annual Report prepared by the Board of Directors in compliance with the provisions of NSC Regulation no.1/2006, as further amended, and on the Financial Auditor's Report prepared by Ernst & Young Assurance Services SRL.

The main economic-financial indicators for the financial year 2017 are:

Turnover	39,997,068 lei
Total Revenues	43,086,066 lei



Total Expenses	40,614,326 lei
Gross Profit	2,471,740 lei
Net Profit	2,442,446 lei

**2. Approval of the proposal of the Board of Directors regarding the distribution of the net profit ancillary to the financial year 2017 for the following destinations: (i) dividends - amount of 723.296 lei respective 0.0026 lei gross value/share and (ii) other reserves– amount of 1.719.150 lei; approval the date of payment of dividends as of June 5<sup>th</sup> 2018;**

Based on the financial statements prepared in accordance with Order of the Minister of Public Finance no. 2844/2016 approving the accounting regulations compliant with International Financial Reporting Standards, The Board of Directors submitted to the General ordinary Meeting of Shareholders, the following proposal concerning the distribution of the net profit ancillary to the financial year 2017 in the amount of RON 2,442,446 for the following destinations:

- (i) dividends - amount of 723.296 lei respective 0.0026 lei gross value/share
- (ii) other reserves– amount of 1.719.150 lei;

Approval the date of payment of dividends as of June 5<sup>th</sup> 2018

**3. To approve the discharge the all Company's directors of any liability arising from the activity they conducted during the financial year 2017, further to the submitted 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 individual financial Statements for the year ended 31 December 2017, based on the Annual Report of the Directors and on the Financial Auditor's Report issued by the financial auditor of the Company "Ernst & Young Assurance Services S.R.L." for the 2017 financial year, **It is hereby proposed to approve the discharge of the liability of the all members of the Board of Directors which exercises the mandate in 2017 financial year.**



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#### **4. To Approve the Income and Expenditure Budget and the Investment plan for 2018 ;**

In accordance with article 111 paragraph 2 letter e) of the Company Law no. 31/1990, the Income and Expenditure Budget is to be approved by the Ordinary General Meeting of Shareholders.

Concerning the elaboration of the Income and Expenditure Budget and the Investment plan for 2018 been made estimates of commercial transactions expected for 2017.

The main financial indicators in the Revenue and Expenses Budget proposal for the 2017 financial year are:

Total revenues = 55,014,600 lei

Total expenses = 43,379,300 lei

Gross profit = 11,635,300 lei

Net profit = 9,773,700 lei

The investments included in the budget for 2018 are in the amount of USD 580.000.

Budget proposals for 2018 were approved by the Board of Directors at its meeting of 23 March 2017.

#### **5. To establish the fee payable to the members of the Board of Directors for the financial year 2018;**

Considering that on the agenda of the Ordinary General Assembly of Shareholders of Rompetrol Rafinare S.A. from April 27<sup>th</sup>/30<sup>th</sup> 2018, the next matter is included, for the discussion and the approval:

- Setting the compensation to be paid to the members of the Board of Directors for the year 2018,

the compensation shall be set during the meeting, upon the proposal of the Company's shareholders.



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**6. Ellection of the membres to form the new Board of Directors for a mandate starting with 29.04.2018 as a result of the expiry of the mandates on 28.04.2018 of current members of the Board of Directors.**

The current mandate of the Board of Directors expires on April 30<sup>th</sup> 2018.

In accordance with Companies Law no. 31/1990 republished with subsequent amendments, the candidates for the position as Board of Directors members may be nominated by the existing members of the Board of Directors or by the shareholders of Rompetrol Well Services S.A.

The Rompetrol well Services Board of Directors consists of 5 (five) members, appointed for a 4 (four) years mandate, according to the Articles of Association.

In consideration of the said provisions, the members of the Board of Directors should be appointed by the Ordinary General Meeting of Shareholders ("OGMS") for a 4 (four) years mandate, respectively until April 29<sup>th</sup> 2022.

The shareholders are entitled as per the law, to nominate the candidates for the position of member of the Board of Directors until **April 12<sup>th</sup>, 2017, at 4.00 p.m.** (Romanian time). The proposals shall be accompanied by information on the name, residence locality, and professional qualification of the persons proposed for the respective positions.

For the approval of the members of the Board of Directors , the vote will be secret.

**7. Setting the date of May 16<sup>th</sup> 2018 as *Registration Date* to identify the shareholders upon whom the effects of the resolution adopted in this OGMS reflect and the date of May 15<sup>th</sup> 2018 as *Ex Date*, calendar date from which the financial instruments are traded without the rights resulted from OGMS Rompetrol Well Services.**

According to art. 238 of the Law no. 297/2004, the Registration Date is defined as follows:

*"1) Notwithstanding the provisions laid down by the Companies Law no. 31/1990, as republished and subsequently amended, the date for the identification of the shareholders which shall benefit of dividends or other rights and which are subject to the effects of the decision taken by the general shareholders*



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*meeting, shall be established by the company. The established date shall be subsequent to the date of the general shareholders meeting by at least 10 working days."*

Whereas the legal provisions, the Board of Directors proposed the date of **May 16<sup>th</sup>, 2018**, as registration date, within the general meetings of art. 238 of the Law no. 297/2004 on capital market.

According to art. 2 letter f of the NSC Regulation no. 6/2009 on the exercise of certain rights of the shareholders within the general meaning of the trade companies, ex-date is defined as follows:

*f) "ex date – the date falling one settlement cycle minus one business day before the registration date, as of which the financial instruments forming the object of the corporate bodies' resolutions are traded without the rights resulting from such resolution;"*

Whereas the legal provisions, the Board of Directors proposed the date of **May 15<sup>th</sup>, 2018**, as *ex-date*.

**8. The authorize Mr. Timur Zhetpisbayev, General Manager of the Company, to conclude and/or sign for on behalf of the Company and/or of its shareholders the resolutions which are to be adopted within this OGMS and to carry out any and all requisite proceedings for such adopted resolutions to be registered, rendered enforceable, against third parties and published, the said proxy being entitled to subdelegate third parties to act for such purpose.**

It is proposed that Mr. Timur Zhetpisbayev, General Manager of the Company to conclude and/or sign for on behalf of the Company and/or of its shareholders the resolutions following to be adopted in this OGMS and to carry out any and all legal formalities concerning the execution and registration of the resolution of the reesolutions thus adopted, Timur Zhetpisbayev being granted the possibility to subappoint third parties to this effect , including attorneys at law. During the exercise of the entrusted mandate, Mr. Timur Zhetpisbayev shall be authorized to carry out any and all legal formalities for the registration, publication and enforcement of the resolutions thus adopted.

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

**The reference date is April 18<sup>th</sup>, 2018.**





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Solely the persons that are shareholders of the Company registered on this date with the Company's Registry of Shareholders, kept and issued by Depozitarul Central S.A., are entitled to attend and to exercise their voting right within the present Ordinary General Meeting of Shareholders, pursuant to the legal provisions, **in person** (by legal representatives) or **by proxy** (based on a special or general Power of Attorney) considering the legal constraints, or, prior to the Ordinary General Meeting of Shareholders, **by correspondence** (based on a Correspondence Voting Ballot). The shareholders can be represented by other persons (including by persons other than shareholders).

**Access in the meeting room and/or vote by correspondence** of the shareholders entitled to attend, on the date established, the present Ordinary General Meeting of Shareholders shall be by the simple proof of identity, in the case of natural persons, by presenting, in original, the identification document (identity card for Romanian citizens or, as the case may be, passport/residence permit for foreign citizens) and, in the case of legal entities, by presenting, in original, the identification document of the legal representative/proxy (identity card for Romanian citizens or, as the case may be, by means of passport/residence permit for foreign citizens).

**The capacity of legal representative** is ascertained based on the list of the Company's shareholders as at the Reference Date, received from Depozitarul Central. Nevertheless, if the shareholder/person responsible has failed to timely inform Depozitarul Central in relation to its legal representative or if this information is not specified/updated on the list of the Company's shareholders as at the Reference Date received from Depozitarul Central, than the capacity of legal representative shall be proved by means of a confirmation of Company's details issued by the Trade Registry or by any other document issued by a competent authority from the state in which the shareholder is legally registered, attesting the capacity of legal representative, presented in original or certified copy, issued no later than 3 months before the publication of this Convening Notice for the present OGMS.

The documents attesting the capacity of legal representative presented in a foreign language, other than English (except for the identity documents valid on the territory of Romania) shall be accompanied by a sworn translation in Romanian or English languages. It is not necessary for the documents drafted in foreign languages to be apostilled or notarized.

The shareholders lacking legal competence, as well as the legal entities can be represented by their legal representatives, who, in their turn, may delegate other persons to this effect.



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The information on the special/general Powers of Attorney and the vote by correspondence are mentioned hereunder.

**As of March 27<sup>th</sup>, 2017, the convening notice of the OGMS (in Romanian and English), the meeting materials (documents or information regarding the issues on the agenda), the special Power of Attorney forms for the representation of the shareholders within the Ordinary General Meeting of Shareholders, which shall be updated if new items or resolution proposals are to be added on the agenda (available in Romanian and English languages), the Correspondence Voting Ballot forms for the participation and vote of shareholders within the Ordinary General Meeting of Shareholders, which will be updated if new items or resolution proposals are to be added on the agenda (available in Romanian and English languages), the List comprising information as to the name, residence locality and professional qualification of the person proposed as member of the Board of Directors, this being available for consultation purposes and filled in within the terms mentioned in the convening notice, and the draft resolutions for the items on the agenda of the Ordinary General Meeting of Shareholders, shall be made available to the shareholders at the Company's headquarters, room 15, every business day, between 09:00 – 04:00 p.m. o'clock (Romanian time) and these will be available for download on the Company's website [www.petros.ro](http://www.petros.ro), Relations with Investors Section, General Meeting of Shareholders Subsection.**

If the case, the revised agenda shall be communicated, **as of April 17<sup>th</sup>, 2018**, as per the legal provisions. Shareholders may request, in writing, copies of these documents, by courier (at the Company's registration office in Ploiesti, 2bis Clopotei street, Prahova County,) or by e-mail (at the address: [adina.chitu@rompetrol.com](mailto:adina.chitu@rompetrol.com)). Irrespective of the means of delivery, such requests will be signed by shareholders or by their representatives and will be accompanied by documents bearing the specification certified copy and the signature of the shareholder/representative of the shareholder, certifying the identity of the shareholders and – as the case may be – the capacity of representative of the signatory parties. In addition, the requests will specify the postal address, email address or the facsimile number where the respective shareholder wishes to receive the copies of the aforementioned documents.

Please be informed that the Company's Registration Office is closed on non-business days and legal holidays, and open on business days between 8:00 a.m. and 4:00 p.m., Romanian time (Monday to Friday).



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Whereas the agenda specifies the appointment of a member of the Board of Directors, composed of 5 members, the shareholders are entitled as per the law, to nominate the candidates for the position of member of the Board of Directors until **April 12<sup>th</sup>, 2017, at 4.00 p.m.** (Romanian time). The proposals shall be accompanied by information on the name, residence locality, and professional qualification of the persons proposed for the respective positions. The list containing information regarding the name, residence locality and professional qualification of the persons proposed for the position of member of the Board of Directors shall be made available to the shareholders, and open for their consultation and supplementation. Based on the proposals received until the limit-date, the Company shall make available to the shareholders the candidates' proposals for the position of member of the Board of Directors and the afferent information in electronic format, both in Romanian and in English languages, on the Company's website ([www.petros.ro](http://www.petros.ro)), Relations with Investors Section, General Meeting of Shareholders Subsection, final list of proposals, following to be posted until the **April 17<sup>th</sup>, 2018**, date previous to the reference date.

One or more shareholders holding, severally or jointly, **at least 5% of the share capital** of the Company is/are entitled, subject to the law, to request to the Board of Directors of the Company to include **new items on the agenda of the OGMS**, as well as/or to be **presented draft resolutions** for the items included or proposed for inclusion on the agenda of the OGMS, with the observance of the following conditions:

- i) for shareholders – natural persons, the requests must be accompanied by copies of the identity documents of the shareholders, enabling their identification in the registry of the Company's shareholders kept by Depozitarul Central SA;
- ii) for shareholders – legal entities or unincorporated entities, the requests should be accompanied by:
  - an excerpt from the company's register of shareholders, attesting the capacity of shareholder and the number of shares held, issued by the Depozitarul Central or, as the case may be, by the participants specified in art. 168, para. (1), letter b) of Law no. 297/2004, providing trustee services – in the case where the shareholder/legal representative of the shareholder – legal entity/unincorporated entity is not found on the list of shareholders from Depozitarul Central;
  - documents attesting to the registration of the information on the legal representative with the Depozitarul Central SA/participants specified in art. 168, para. (1), letter b) of Law no. 297/2004;



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- the capacity of legal representative shall be established based on the company's register of shareholders kept by the Depozitarul Central SA; in the case where the company's register of shareholders contains no data as to the capacity of legal representative or this data is not up-to-date, such capacity shall be proven by means of a confirmation of company details released by the Trade Registry, presented in original or certified copy, or any other document, in original or certified copy, released with at least 3 months prior to the publication date of the convening notice of this OGMS by a competent authority of the state where the shareholder is legally incorporated, attesting to its capacity of legal representative;
- the documents attesting to the capacity of legal representative drafted in a foreign language other than English, shall be accompanied by a sworn translation in Romanian or English languages. It is not necessary for the documents drafted in a foreign language to be apostilled or notarized.
- To be accompanied by support documentation and/or draft resolution proposed for adoption by the general assembly;
- To be exercised only in writing, following to be sent: (i) either under the form of a document sent by mail or courier services – at the Company's headquarters (Ploiesti, 2Bis Clopotei street, Prahova County) in a sealed envelope, in original (signed and, as the case may be, stamped by the shareholders or by their legal representatives), so as to be registered as received at the Company's Registration Office until April 12<sup>th</sup>, 2018, at 4:00 p.m. (Romanian time), bearing on the envelope the clear mention written in capital letters ***“PROPOSAL FOR NEW ITEMS ON THE AGENDA/RESOLUTIONS - FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 27<sup>TH</sup>/30<sup>TH</sup>, 2018”***; (ii) or under the form of a document signed electronically with extended electronic signature, according to Law no. 455/2001 on the electronic signature – by email – at the address [adina.chitu@rompetrol.com](mailto:adina.chitu@rompetrol.com), mentioning in the subject: ***“PROPOSAL FOR NEW ITEMS ON THE AGENDA/RESOLUTIONS - FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 27<sup>TH</sup>/30<sup>TH</sup>, 2018”***.

Each shareholder, irrespective of its participation share in the share capital, is entitled to address inquiries, in writing, regarding the items on the agenda of the Ordinary General Meeting of Shareholders, so that such inquiries could be registered with the company's registration office by no later than April 12<sup>th</sup>, 2018, 4:00 p.m. (Romanian time), and the Company shall answer such inquiries raised by shareholders by posting the answer on the Company's website, [www.petros.ro](http://www.petros.ro), under Section



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Relations with Investors/Subsection General Meeting of Shareholders. The said inquiries must be pertinent, related to the items on the agenda, must not infringe the duty of confidentiality or prejudice the Company's commercial interests and must be submitted in writing, either in original copy, signed and, as the case may be, stamped by the shareholders or their legal representatives, or by mail or courier services (to the Company's Registration Office mentioned hereinbefore), with the clear mention written in capital letters: ***"INQUIRIES REGARDINGS THE AGENDA - FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 27<sup>TH</sup>/30<sup>TH</sup>, 2018"***.

**The shareholders may be represented during the Ordinary General Meeting of Shareholders by other persons, based on a special or general power of attorney.** The shareholders natural persons or legal entities registered on the Reference Date may also be represented in the OGMS by persons other than the shareholders, based on a special or general Power of Attorney.

For this type of vote must be used the special power of attorney forms (in Romanian or English languages) in accordance with the legal provisions which will be made available by the Board of Directors of the Company or a general power of attorney, drafted in accordance with the provisions of the NSC Regulation no. 6/2009, as further amended and supplemented. The shareholders natural persons or unincorporated entities attending the OGMS by a person other than their legal representative, shall mandatorily use a special or general power of attorney, subject to the conditions set forth hereinbefore. The special Power of Attorney Forms and Correspondence Voting Ballots (in Romanian and English languages) can be obtained from the Company's headquarters and can be downloaded from the Company's website, [www.petros.ro](http://www.petros.ro), under the Relations with Investors Section, Subsection General Meeting of Shareholders, as of March 27<sup>th</sup>, 2018.

The special Powers of Attorney and Correspondence Voting Ballots forms shall have the form issued by the Company and shall indicate the vote for each item on the agenda (namely vote "For", "Against" or "Abstention").

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



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The special Powers of Attorney/ Correspondence Voting Ballots dedicated to the item 6 on the agenda, filled in by the shareholders with their voting options (“For”, “Against” or “Abstention”), signed, in original, shall be introduced in its turn, in a separate envelope, closed, clearly mentioning on the envelope **“Confidential – Secret voting instructions for the Ordinary General Meeting of Shareholders as of April 27<sup>th</sup> /30<sup>th</sup>, 2018”**, which shall be placed, in its turn, in the envelope containing the special Power of Attorney/ Correspondence Voting Ballot dedicated to the other items on the agenda of the OGMS and the related documents; these shall be sent as to be registered with the Company registration office **no later than april 25<sup>th</sup>, 2018, at 11:00 a.m. (Romanian time)**, by clearly mentioning on the envelope **“SPECIAL POWER OF ATTORNEY/CORRESPONDENCE VOTING BALLOT - FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 27<sup>TH</sup>/30<sup>TH</sup>, 2018”**.

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

- the special Power of Attorney/ Correspondence Voting Ballot dedicated to the 1-5, 7 and 8, filled in by the shareholders with their voting options (“For”, “Against” or “Abstention”), signed, having attached extended electronic signature, and the related documents shall be sent by e-mail clearly mentioning on the subject **“FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS AS OF APRIL 27<sup>TH</sup> /30<sup>TH</sup>, 2018”**, so as to be registered as received to the Company’s registration office **until April 25<sup>th</sup>, 2018, 11:00 a.m. (Romanian time)**;
- the special Power of Attorney/ Correspondence Voting Ballot dedicated to the item 6 on the agenda, filled in by the shareholders with their voting options (“For”, “Against” or “Abstention”), signed, having attached extended electronic signature shall be sent within a separate e-mail, clearly mentioning on the subject **“Confidential – Secret voting instructions for the Ordinary General Meeting of Shareholders as of April 27<sup>th</sup> /30<sup>th</sup>, 2018”**, so that to be registered as received to the Company’s registration office **until April 25<sup>th</sup>, 2018, 11:00 a.m. (Romanian time)**.

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



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

Upon the filling in of the special Powers of Attorney and of the Correspondence Voting Ballots in accordance with those mentioned hereinabove, please also take into consideration the possibility to supplement the Agenda with new items or resolutions proposals, in which case **the revised agenda shall be made available by April 17<sup>th</sup>, 2018**. In this case, the updated special Powers of Attorney and the updated Correspondence Voting Ballots can be obtained from the Company's headquarters, room 15, every business day, between 09:00 a.m. – 04:00 p.m., and may be downloaded from the Company's website [www.petros.ro](http://www.petros.ro), as of the publication date of the revised agenda.

Centralization, verification and record-keeping of the Correspondence Voting Ballots, as well as the verification and validation of the special Powers of Attorney submitted with the Company shall be made by the technical secretary, the documents being thus safely kept shall maintain their confidentiality over the votes cast until the corresponding items on the agenda are submitted for voting.

The shareholders may give **General Power of Attorney** valid for a period which cannot exceed three years, thus enabling the designated representative to vote on all issues under debate in the general meeting of the shareholders of the Company, including with regards to the acts of disposition, provided that such General Power of Attorney be given by the shareholder, as client, to a representative defined as per art. 2, para. (1), item 20 of Law no. 24/2017 or to an attorney who is not in a conflict of interest situation, which may arise especially in the cases regulated by art. 92, para. (15) of Law no. 24/2017 and shall be valid without any other additional documents on the person of the respective shareholder, if signed by the respective shareholder and accompanied by an affidavit, in original copy, signed and, as the case may be, stamped by the legal representative of the representative or by the attorney who was given power of representation by general power of attorney showing that:

- (i) the Power of Attorney is given by the respective shareholder, as client, to its Representative, or, as the case may be, to its lawyer;
- (ii) The general Power of Attorney is signed by the shareholder, including by enclosing the extended electronic signature, if applicable.

Before their first use, General Powers of Attorney shall be submitted/sent, in copy, containing the mention of true copy under the signature of the representative, so as to be registered as received with the Company registration office **until April 25<sup>th</sup>, 2018, at 11:00 a.m. (Romanian time)**, by clearly



mentioning on the envelope ***“FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF APRIL 27<sup>TH</sup>/30<sup>TH</sup>, 2018”***. General Powers of Attorney, in certified copies, will be kept by the Company, mentioning of them in the minutes of the OGMS.

The General Powers of Attorney may also be sent by e-mail with extended electronic signature, in compliance with Law no. 455/2001, republished, as further amended and supplemented, as well as with the NSC/FSA Regulations, at the address: [adina.chitu@rompetrol.com](mailto:adina.chitu@rompetrol.com), so as to be registered as received to the Company’s registration office until April 25<sup>th</sup>, 2018, at 11:00 a.m.. (Romanian time), by clearly mentioning in the subject: ***“FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 27<sup>TH</sup>/30<sup>TH</sup>, 2018”***.

For the validity of the mandate, the proxy must either have the capacity of a representative (according to the provisions of art. 2 para. (1) item 20. of Law 24/2017), or a lawyer and the shareholder is its client. Also, the proxy must not be in a conflict of interest, as per the provisions of art. 92 para. (15) of Law 24/2017, namely:

- a) is a majority shareholder of Rompetrol Well Services or of another entity controlled by such shareholder;
- b) is a member of the administrative, management or supervisory body of the Rompetrol Well Services, of a majority shareholder or of an entity controlled by the respective shareholder;
- c) is an employee or an auditor of the Company or of a majority shareholder or of an entity controlled by the respective shareholder;
- d) is the spouse, relative or relative by affinitive up to the fourth degree, including of one of the natural persons referred to above.

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

The capacity of shareholder as well as, in the case of shareholders - natural persons or legal entities without legal personality, the capacity of legal representative shall be ascertained based on the following documents submitted by the shareholder to the Company and issued by Depozitarul Central S.A. or the participants, as defined by art. 168 para. 1 letter b) of Law no. 297/2004, providing trustee services:





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[www.rompetrol.com](http://www.rompetrol.com)

- a) the statement of account certifying the quality of shareholder and the number of owned shares;
- b) documents certifying that the details of the legal representative are recorded at the Depozitarul Central/participants concerned.

Together with the general Power of Attorney, the shareholders shall send to the Company the affidavit given by the legal representative of the representative or lawyer who received the power of representation, signed, in original and, as the case may be, stamped, confirming that:

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

The documents submitted in a foreign language, other than English (except for the identity documents valid on the territory of Romania) shall be accompanied by a sworn translation, in Romanian or English languages.

The verification and validation of the general Powers of Attorney shall be done by the technical secretary, the documents being thus safely kept.

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On the convening date, the Company's registered share capital is of Lei 27.819.090 and consists of 278.190.900 shares, dematerialized shares, with a par value of Lei 0.10, each share giving the right to one vote within the General Meeting of Shareholders.

Additional information can be obtained at the telephone number +40244/52.20.09 on business days, between 9:00 A.M. – 15:30 P.M. and from the Company's website [www.petros.com](http://www.petros.com), Section Relations with Investors/Subsection General Meeting of shareholders.

**General Manager**

**Timur Zhetpibayev**

**Financial Manager**

**Valerica Dumitru**