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ROMPETROL WELL SERVICES S.A.

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CONVENING NOTICE

The Board of Directors of the company **Rompetrol Well Services S.A.**, hereinafter referred to as the "Company", headquartered in Ploiești, 2Bis Clopotei street, Prahova County, registered with Prahova Trade Register under no. J29/110/1991, having the sole registration code 1346607, convened on 5 December 2017, in accordance with the article 117 of Law no. 31/1990 on trading companies, republished, as further amended and supplemented, of Law no.24/2017 regarding issuers of financial instruments an market operations, of the National Securities Commission Regulation no. 1/2006 regarding issuers and securities related operations and of the National Securities Commission Regulation no. 6/2009 on the exercise of certain rights of shareholders within the general meetings of companies, as subsequently amended and supplemented , of the Company's Articles of Associations ,

HEREBY CONVENES

The Ordinary General Meeting of Shareholders for the date of **April 27th, 2018, at 11:00 a.m. (Romanian time)**, at the Company's headquarters, as aforementioned.

In the event where, on the aforementioned date, the quorum laid down by law and by the Company's Articles of Association for holding the Ordinary General Meeting of Shareholders is not met, the Board of Directors shall convene, pursuant to art. 118 of Law no. 31/1990, the second General Ordinary Meeting of Shareholders of the Company for the date of **April 30th, 2018, at 11:00 a.m., Romanian time**, in the same place and with the same agenda.

The Ordinary General Meeting of Shareholders (hereinafter the "OGMS") has the following 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 5th 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;



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6. Election of the members 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 16th 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 15th 2018 as *Ex Date*, calendar 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.

The reference date is April 18th, 2018.

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 representatives of the shareholders – natural persons shall be identified by means of the identity document (identity card for Romanian citizens or, as the case may be, by passport/residence permit for foreign citizens), accompanied by a special or general Power of Attorney signed by respective the natural person-shareholder.

The representatives of the shareholders – legal entities shall prove their capacity by means of the identity document (identity card for Romanian citizens or, as the case may be, passport/residence permit for foreign citizens), accompanied by a special or general Power of Attorney signed by the legal representative of by the respective shareholder - legal entity.

The capacity of shareholder, as well as in the case of the shareholders – legal entities, or of the entities without legal personality, the **capacity of legal representative**, is ascertained based on the list of Rompetrol Well Services shareholders as at the Reference Date, received from the Depozitarul Central



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S.A., or, as the case may be, for dates different from the ones set for the reference/registration/ex date, based on the following documents submitted to the Company by the shareholder, issued by Depozitarul Central S.A. or the participants defined in art. 168, para. (1) letter b) of Law no. 297/2004, as further amended and supplemented, providing trustee services:

- 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;

In the case where: *i) the shareholders – natural persons* have not registered their valid and up-to-date identification data in the system of Depozitarului Central S.A., they will also present a copy of their up-to-date identification document (identity card/passport/residence permit); *ii) the legal representative of the shareholders – legal entities* is not mentioned on the Company's list of shareholders as at the Reference Date received from the Depozitarul Central S.A., they will also present an official document attesting to the capacity of the legal representative (proof issued by a competent authority, in original or true copy, not older than 3 months before the publication date of the OGMS convening notice).

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.

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

As of March 27th, 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, Relations with Investors Section, General Meeting of Shareholders Subsection.

If the case, the revised agenda shall be communicated, as of April 17th, 2018, as per the legal provisions.



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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). 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).

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 12th, 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), Relations with Investors Section, General Meeting of Shareholders Subsection, final list of proposals, following to be posted until the **April 17th, 2018**, date previous to the reference date.

The proposals shall be accompanied by the following documents:

- a) the said proposal (under authorized and stamped signature, where appropriate);
- b) the following documents issued by Depozitarul Central S.A. or by the participants defined in art. 168 para (1) letter b) of Law no. 297/2004 providing trustee services;
 - the statement of account certifying the quality of shareholder and the number of owned shares, in original or true copy;
 - documents certifying that the details of the legal representative are recorded at the Central Depository/ participants concerned, in original or true copy;
- c) Curriculum vitae of the candidate, up-to-date, dated and stamped;
- d) Certified copy of the candidate's identification document;
- e) Affidavit of the candidate whereby the latter agrees to be registered on the list of candidates for the position of director of the Company and respectively the mandate of member of the Board of



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Directors and meets the statutory requirements and conditions for this capacity, signed, in original copy.

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 rights provided hereinbefore may be exercised in writing, can only be exercised only in writing, following for the shareholders to forward the request no later than **April 12th, 2018, 4:00 p.m.** (Romanian time), by mail or courier services (to the following address: Clopotei, 2Bis street, Prahova County – with the mention: **“FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 27th/30th, 2018”**), or by electronic means (e-mail: adina.chitu@rompetrol.com, mentioning in the subject: **“FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 27th/30th, 2018”**, respectively by fax at the number: +40 244 52.29.13) to the attention of Mrs. Adina Chițu.

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;
 - 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.



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- 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 12th, 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 27TH/30TH, 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, mentioning in the subject: **“PROPOSAL FOR NEW ITEMS ON THE AGENDA/RESOLUTIONS - FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 27TH/30TH, 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 12th, 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, under Section 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 27TH/30TH, 2018”**.

For the valid exercise of the shareholders rights to introduce additional items on the agenda, to make new resolutions proposals for the existing or proposed items to be included on the agenda and to ask questions concerning the agenda, the shareholders shall submit to the Company the following documents issued by Depozitarul Central S.A. or by the participants defined in art. 168 par. (1) letter b) of the Law no. 297/2004 which provide custody services:

- a) the account statement, which shows the quality as shareholder and the number of shares owned;
- b) documents attesting the enrolment of the information regarding the legal representative with Depozitarul Central S.A./ respective participants.

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



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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, under the Relations with Investors Section, Subsection General Meeting of Shareholders, as of March 27th, 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.

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 27th /30th, 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 25th, 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 27TH/30TH, 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, 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 27TH /30TH, 2018"**, so as to be registered as received to the Company's registration office **until April 25th, 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 27th /30th, 2018"**, so that to be registered as



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received to the Company's registration office **until April 25th, 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 17th, 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, **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 25th, 2018, at 11:00 a.m.** (Romanian time), by clearly mentioning on the envelope **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF APRIL 27TH/30TH, 2018"**. General Powers of Attorney, in certified copies, will be kept by the Company, mentioning of them in the minutes of the OGMS.



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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, so as to be registered as received to the Company's registration office until April 25th, 2018, at 11:00 a.m.. (Romanian time), by clearly mentioning in the subject: ***"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 27TH/30TH, 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:

- 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.



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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.

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, Section Relations with Investors/Subsection General Meeting of shareholders.

Chairman of the Board of Directors
Yerzhan Orynbassarov