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KazMunayGas
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Member

ROMPETROL WELL SERVICES S.A.

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To: **BUCHAREST STOCK EXCHANGE
FINANCIAL SUPERVISORY AUTHORITY**

S.C. ROMPETROL WELL SERVICES S.A. SECRETARIAT	
INTRARE	Nr. 1237
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CURRENT REPORT

In compliance with the provisions of Law no. 24/2017 on issuers of financial instruments and market operations and Regulation no. 1/2006 on issuers and operations with securities

Report date: **April 27th, 2018**

S.C. ROMPETROL WELL SERVICES S.A. PLOIEȘTI S.A.

Registered Seat: Ploiești, 2 bis Clopotei Street (Administrative Facility), Prahova county

Telephone number: 0244 544 101;

Fax number: 0244 522 913

Number of registration with the Trade Registry: J29/110/1991

Sole Registration Code: 1346607

Subscribed and paid-up capital: 278.190.900 lei

Regulated market on which the securities are traded: Bucharest Stock Exchange (market symbol PTR)

Significant event to report: Resolution no. 12018, 2/2018, 3/2018, and 4/2018 adopted by the Ordinary General Meeting of Shareholders of Rompetrol Well Services S.A. as of April 27th, 2018.

The Ordinary General Meeting of Shareholders of Rompetrol Well Services S.A. (referred collectively as “Meetings”), convened in session by virtue of art. 117 para.1 of the Companies Law no. 31/1990, as republished and subsequently amended, of the provisions of the Law no. 24/2017 on the issuers of financial instruments and market operations, of the National Securities Commission’s Regulations no. 1/2006 on issuers and operations with securities and no. 6/2009 on the exercise of certain rights of shareholders in company general meetings, as further amended and supplemented, carried out its proceedings in compliance with the publicity and quorum conditions provided for by Law no. 31/1990, as republished and subsequently amended and the provisions of the Articles of Incorporation of Rompetrol Rafinare S.A. (hereinafter referred to as the “Company”).

The convening notice of the General Meetings of Shareholders was published in the Official Gazette of Romania, 4th Part, no. 1244 as of March 27th, 2018 and in “Bursa” newspaper no. 57 (historic no. 6118) as of March 27th, 2018, respectively the completion of the agenda of the Ordinary General Meeting of Shareholders was published in the Official Gazette of Romania, 4th Part, no. 1456 as of April 16th, 2018 and in “Bursa” newspaper no. 69 (historic no. 6130) as of April 17th, 2018.

The Ordinary General Meeting of Shareholders ("OGMS") was convened in session as of April 27th, 2018 – first convening – at 11.00 A.M., at the Company's headquarters, in compliance with the legal validity requirements, being attended either directly, through the vote by correspondence and by the representatives of the shareholders legal entities, representing 83,6908 % of the Company's share capital and 83,6908 % of the total voting right registered with Depozitarul Central S.A. București on the reference date April 18th, 2018, as follows:

- the representative of the shareholder KMG Internațional N.V, holder of 203,110,150 shares/voting rights, representing 73.0111 % of the share capital,
- the representative of the shareholder the KJK Fund II - SICAV-SIF Luxembourg, holding 29,709,950 shares/voting rights, representing 10.6797 % of the share capital,

Subject to the provisions of the Company's Articles of Incorporation and of Law no. 31/1990, as republished and subsequently amended, the Ordinary General Meeting of Shareholders adopted the *Resolution no. 1/2018, 2/2018, 3/2018 and 4/2018 in respect of the issues on the meeting agenda*, as follows:

Resolution no. 1/2018 regarding the items on the agenda no.1-5, 7 and 8:

Article 1

With a number of 203.110.150 validly casted votes, accounting for the majority of the votes exercised by the shareholders present or represented at the meeting, it is hereby approved the annual 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.

The main financial indicators are:

- Turnover	39,997,068 lei
- Total income	43,086,066 lei
- Total expenses	40,643,620 lei
- Gross profit	2,471,740 lei
- Net profit	2,442,446 lei

Article 2

With a number of 232.820.100 validly casted votes, accounting for unanimity of the votes exercised by the shareholders present or represented at the meeting, it is hereby approved the distribution of the net profit ancillary to the financial year 2017, according to the proposal put at the disposal of the shareholders, 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

Article 3

With a number of 203.110.150 validly casted votes, accounting for majority of the votes exercised by the shareholders present or represented at the meeting it is hereby approved 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.

Article 4

With a number of 203.110.150 validly casted votes, accounting for majority of the votes exercised by the shareholders present or represented at the meeting it is hereby approved the Income and Expenditure Budget and the Investments Plan for 2018.

- Total income	55,014,600 lei
- Total expenses	43,379,300 lei
- Gross profit	11,635,300 lei
- Net profit	9,773,700 lei

The total amount of Rompetrol Well Services S.A. investment for 2018 will be 580,000 USD

Article 5

With a number of 203.110.150 validly casted votes, accounting for majority of the votes exercised by the shareholders present or represented at the meeting, according with the shareholders present in the meeting, approves the amount of the monthly allowance due to the members of the Company's Board of Directors for the financial year 2018 to the level of the one established for 2017.

Article 6

(i) With a number of 232.820.100 validly casted votes, accounting for unanimity of the votes exercised by the shareholders present or represented at the meeting it is hereby approved the date of May 16th, 2018 as Registration Date to identify the shareholders upon whom the effects of the Resolution no. 1/2018 adopted in this OGMS reflect.

(ii) With a number of 232.820.100 validly casted votes, accounting for unanimity of the votes exercised by the shareholders present or represented at the meeting it is hereby approved the date of May 15th, 2018 as Ex Date, calendar date as of which the shares of Rompetrol Well Services, subject to this OGMS Resolution, are traded without the rights deriving from this Resolution, according to art. 2, letter f) from the Regulation 6/2009.



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Article 7

With a number of 232.820.100 validly casted votes, accounting for unanimity of the votes exercised by the shareholders present or represented at the meeting it is hereby approved the empowerment of Mr. Timur Zhetpisbayev, General Manager, to conclude and/or sign for and on behalf of the Company and/or of its shareholders the resolution adopted by the present OGMS and to carry out any and all requisite proceedings for adopted resolution to be registered, rendered enforceable against third parties and published, the said proxy being entitled to sub-delegate third parties to act for such purpose."

Resolution no. 2/2018 regarding the items 6, 7 and 8 on the agenda:

Article 1

With a number of 203.110.150 validly casted votes, accounting for the majority of the votes exercised by the shareholders present or represented at the meeting, it is hereby approved the election of the members who will form the new Board of Directors of the Company for a four-year term starting with April 29th, 2018 following the expiry on April 28th, 2018 the mandates of the current members of the Board of Directors.

The composition of the Board of Directors is as follows:

- *Mr. Saduokhas MERALIYEV, Kazakh citizen, residing in Romania, Bucharest;*
- *Mr. Yerzhan ORYNBASSAROV, Kazakh citizen, residing in Romania, Bucharest;*
- *Mr. Timur ZHETPISBAYEV, Kazakh citizen, residing in Romania, Bucharest;*
- *Mrs. Olga Turcanu, Romanian citizen, domiciled in Romania, Bucharest;*
- *Mr. Eugeniu Moby Henke, Romanian citizen, domiciled in Romania, Bucharest*

Article 2

(i) With a number of 232.820.100 validly casted votes, accounting for unanimity of the votes exercised by the shareholders present or represented at the meeting it is hereby approved the date of May 16th, 2018 as Registration Date to identify the shareholders upon whom the effects of the Resolution no. 2/2018 adopted in this OGMS reflect.

(ii) With a number of 232.820.100 validly casted votes, accounting for unanimity of the votes exercised by the shareholders present or represented at the meeting it is hereby approved the date of May 15th, 2018 as Ex Date, calendar date as of which the shares of Rompetrol Well Services, subject to this OGMS Resolution, are traded without the rights deriving from this Resolution, according to art. 2, letter f) from the Regulation 6/2009.

Article 3

With a number of 232.820.100 validly casted votes, accounting for unanimity of the votes exercised by the shareholders present or represented at the meeting it is hereby approved the empowerment of Mr. Timur Zhetpisbayev, General Manager, to conclude and/or sign for and on behalf of the Company and/or of its shareholders the resolution adopted by the present OGMS and to carry out any and all requisite proceedings for adopted resolution to be registered, rendered enforceable against third



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parties and published, the said proxy being entitled to sub-delegate third parties to act for such purpose.

Resolution no.3/2018 regarding the items 6¹, 7 and 8 on the agenda:

Articolul 1

*With a number of 203.110.150 validly casted votes, accounting for the unanimity of the votes exercised by the shareholders present or represented at the meeting, **it is hereby approved the appointment of ERNST & YOUNG ASSURANCE SERVICES SRL** (headquartered in Bucharest Tower Center Building, 15-17 Ion Mihalache Blvd., 21st Floor, Sector 1, Bucharest, registered with the Trade Registry under J40/5964/1999, having sole registration code 11909783, member of the Chamber of Financial Auditors of Romania as per authorization no. 77 dated August 15th, 2001, legally represented by Mr. Lupea Alexandru, as director, romanian citizen, domiciled in Mun. Bucharest, as **financial auditor of the Company, for the financial year 2018, the financial audit service agreement being concluded for a duration of one year.***

Article 2

*(i) With a number of 232.820.100 validly casted votes, accounting for unanimity of the votes exercised by the shareholders present or represented at the meeting **it is hereby approved the date of May 16th, 2018 as Registration Date** to identify the shareholders upon whom the effects of the Resolution no. 3/2018 adopted in this OGMS reflect.*

*(ii) With a number of 232.820.100 validly casted votes, accounting for unanimity of the votes exercised by the shareholders present or represented at the meeting **it is hereby approved the date of May 15th, 2018 as Ex Date, calendar date as of which the shares of Rompetrol Well Services, subject to this OGMS Resolution, are traded without the rights deriving from this Resolution,** according to art. 2, letter f) from the Regulation 6/2009.*

Article 3

*With a number of 232.820.100 validly casted votes, accounting for unanimity of the votes exercised by the shareholders present or represented at the meeting **it is hereby approved the empowerment of Mr. Timur Zhetpisbayev, General Manager, to conclude and/or sign for and on behalf of the Company and/or of its shareholders the resolution adopted by the present OGMS and to carry out any and all requisite proceedings for adopted resolution to be registered, rendered enforceable against third parties and published, the said proxy being entitled to sub-delegate third parties to act for such purpose.***

Resolution no.4/2018 regarding the items 6², 7 and 8 on the agenda:**Articolul 1**

With a number of 203.110.150 validly casted votes, accounting for the unanimity of the votes exercised by the shareholders present or represented at the meeting, it is hereby approved the appointment of Mr. Dan Alexandru Iancu, financial auditor, registered with Romanian Chamber of Financial Auditors as independent member in the Audit Committee, for a mandate equal to the mandate of the Board of Directors elected according to item 7 on the agenda of tis OGMS, i.e. from May 1st 2018, until April 30 th, 2022, according to art.2 item 12, letter a) of title I chapter I of Law 162/2017, and art. 65 of Title I, chapter IX of Law no. 162/2017.

Article 2

(i) With a number of 232.820.100 validly casted votes, accounting for unanimity of the votes exercised by the shareholders present or represented at the meeting it is hereby approved the date of May 16th, 2018 as Registration Date to identify the shareholders upon whom the effects of the Resolution no. 4/2018 adopted in this OGMS reflect.

(ii) With a number of 232.820.100 validly casted votes, accounting for unanimity of the votes exercised by the shareholders present or represented at the meeting it is hereby approved the date of May 15th, 2018 as Ex Date, calendar date as of which the shares of Rompetrol Well Services, subject to this OGMS Resolution, are traded without the rights deriving from this Resolution, according to art. 2, letter f) from the Regulation 6/2009.

Article 3

With a number of 232.820.100 validly casted votes, accounting for unanimity of the votes exercised by the shareholders present or represented at the meeting it is hereby approved the empowerment of Mr. Timur Zhetpisbayev, General Manager, to conclude and/or sign for and on behalf of the Company and/or of its shareholders the resolution adopted by the present OGMS and to carry out any and all requisite proceedings for adopted resolution to be registered, rendered enforceable against third parties and published, the said proxy being entitled to sub-delegate third parties to act for such purpose.

ROMPETROL WELL SERVICES SA**Chairman of the Board of Director****By Proxy****General Manager - Mr. Timur Zhetpisbayev**