



CONVENING NOTICE

The Board of Directors of **S.C. ROMPETROL WELL SERVICES S.A.**, hereinafter referred to as the "Company", headquartered in Ploiești, 2 bis Clopoței Street (Administrative Facility), Prahova county, registered with the Trade Registry Office under no. J29/110/1991, having the sole registration code 1346607, in accordance with article 117 of Law no. 31/1990 on trading companies, republished, as further amended and supplemented, of Law no. 297/2004 on the capital market, as further amended and supplemented, of the NSC 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 Incorporation, **convene the Extraordinary General Meeting of Shareholders on June 13, 2013, at 11:00 o'clock**, at the Company headquarters.

If that date there is no quorum of presence provided by law and by the Company's Articles of Incorporation, it is convened and fixed according to art. 118 of Law no. 31/1990, as amended, the second Extraordinary General Meeting for June 14, 2013 at 11:00 o'clock, in the same place and with the same agenda.

Agenda of the Extraordinary General Meeting of Shareholders (EGMS) is the following:

1. Approval of the establishment of a Branch Rompetrol Well Services in IRAQ - Kurdistan region.
2. Empowering Mr Adrian-Ion Stanescu, CEO of the Company, to sign the decisions to be taken and to perform all necessary formalities to bring them to completion, with the possibility of substitution by third parties.
3. Approval the date of 01.07.2013, as registration date, within the meaning of art. 238 paragraph (1) of Law no. 297/2004, for the identification of the shareholders subject to the effects of the resolutions adopted by the EGMS.

The reference date is 24 May 2013.

Solely the persons that are shareholders of the Company registered on this date with the Company's Registry of Shareholders, kept and issued by S.C. Depozitarul Central S.A., are entitled to attend and to vote within this general meeting, pursuant to the legal provisions, in person (by legal representatives) or by proxy, based on a Special Power of Attorney, or to vote by correspondence, based on a Postal Ballot Paper.

As of May 14, 2013, the convening notice of the Meeting, the documents and the information materials concerning the items on the agenda of the Meeting, the resolution drafts and the Special Powers of Attorney forms (available in Romanian and English language), the Postal Ballot Paper forms (available in Romanian and English language), shall be placed at the disposal of the Company's shareholders at the Company's headquarters, room 15, on each business day, between 10:00 – 14:00 o'clock, or they can be downloaded from the Company's website [www.rompetrol.ro/Rompetrol Well Services/Investor Relations/ General Presentations](http://www.rompetrol.ro/Rompetrol%20Well%20Services/Investor%20Relations/General%20Presentations).

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

a) to add new items on the agenda of the general meeting, provided that each such item is accompanied by an explanatory note or by a resolution draft submitted to the general meeting for approval. These rights may only be exercised in writing (delivered by courier or by electronic mail) by no later than May 17, 2013, 14.00 o'clock. If, further to the

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exercise of these rights, the agenda of the general meeting which we hereby bring to the notice of shareholders is modified, the Company shall make available within the statutory time period a revised agenda, using the same procedure as the one used for the current agenda.

and

b) to submit resolution drafts for the items included on or proposed to be included on the agenda of the general meetings by no later than May 17, 2013, 14.00 o'clock.

Proposals regarding the insertion of new items on the agenda of the Meeting, respectively those regarding the resolution drafts for the items included on or proposed to be included on the agenda of the Meeting, accompanied by certified copies of identity documents sole responsibility of the initiator (for individuals: ID / ID card for Romanian citizens or passport / residence card for foreigners, respectively for legal persons ID / ID card of the legal representative) as case may be, along with the documents attesting the capacity of the legal representative of the shareholder, more specifically an excerpt issued by the Trade Registry, in original or certified copy or any other document issued by a competent authority from the country where the shareholder is registered, original or certified copy, attesting the capacity of legal representative, issued the latest with 3 months before the date when EGMS convening notice is published, may be submitted as follows:

a) delivered at the Company's headquarters in closed envelope, by any form of courier services, with the mention: **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF JUNE 13/14, 2013"**;

b) sent by e-mail incorporating an extended electronic signature as per Law no. 455/2001 on the electronic signature, at the address: maria.nicolae@rompetrol.com, mentioning in the Subject line: **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF JUNE 13/14, 2013"**.

Each shareholder, irrespective of its interest held in the share capital, is entitled to make inquiries regarding the items on the agenda of the Meetings so that they might be registered with the company by no later than May 17 2013, 14:00 o'clock, and the Company might answer such inquiries raised by shareholders by posting the answer on the Company's website, [www.rompetrol.ro/Rompetrol Well Services/Investor Relations section/General Presentations](http://www.rompetrol.ro/Rompetrol%20Well%20Services/Investor%20Relations%20section/General%20Presentations).

The said inquiries must be pertinent, must be 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 by mail or courier (at the Company's above-mentioned headquarters, with the following mention, clearly written and capitalized: **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF JUNE 13/14, 2013"**), or by electronic means (at the e-mail address maria.nicolae@rompetrol.com).

For the identification of the persons referring such inquiries to the Company, they will enclose to their inquiry certified copies of identity documents on sole responsibility of the shareholder (for individuals: ID / ID card for Romanian citizens or passport / residence card for foreigners, respectively for legal persons ID / ID card of the legal representative) as case may be, along with the documents attesting the capacity of the legal representative of the shareholder, more specifically an excerpt issued by the Trade Registry, in original or certified copy or any other document issued by a competent authority from the country where the shareholder is registered, original or certified copy, attesting the capacity of legal representative, issued the latest with 3 months before the date when EGMS convening notice is published.

The shareholders may attend in person or may be represented in EGMS either by their legal representative or by an appointed representative ("Proxy Holder") having been granted a Special Power of Attorney issued for each Meeting.

An original of the Special Power of Attorney, filled in and signed, in Romanian/ English language, together with a certified copies of identity documents on sole responsibility of the initiator (for individuals: ID / ID card for Romanian citizens or passport / residence card for foreigners, respectively for legal persons ID / ID card of the legal representative) as case may be, along with the documents attesting the capacity of the legal representative of the shareholder, more specifically an excerpt issued by the Trade Registry, in original or certified copy or any other document issued by a competent authority from the country where the shareholder is registered, original or certified copy, attesting the capacity of legal representative, issued the latest with 3 months before the date when EGMS convening notice is published, shall be submitted / sent to the Company registration until **June 11, 2013, 11:00 o'clock**, in a closed envelope, with the following mention, clearly written and capitalized: **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF JUNE 13/14, 2013"**).

Another original of the Special Power of Attorney will be handed over to the respective proxy in order for him/her to be able to prove such capacity, upon the request of the technical secretary of the Meeting.

In the event that the shareholder designates its proxy by electronic means, the Special Power of Attorney may be transmitted until **June 11, 2013, 11:00 o'clock**, by e-mail with incorporated extended electronic signature, at the address: maria.nicolae@rompetrol.com, mentioning in the Subject line: **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF JUNE 13/14, 2013"**.

The special powers of attorney shall have to contain the information laid down by the special power of attorney form made available by the Company, with the specification of the vote cast for each item on the agenda.

In case the special power of attorney is granted to a financial institution providing custody services, it will be signed by that shareholder and will be accompanied by a statement on own responsibility given by the credit institution who received the power of representation by special proxy, showing arrangement provisions as of NSC measures no.26/20.12.2012.

Documents attesting the capacity of the legal representative of the shareholder if they are drafted in a foreign language, other than English language, should be accompanied by a translation made by an authorized translator in Romanian language or English language, with no notarization or apostille required.

On the day of the general meeting, upon entering the meeting room, the shareholders – individuals (in case they attend the EGMS in person) and the Proxy Holders must present for checking by the Company's representative the original of the identity card for Romanian citizens or, as the case may be, the passport / residence card for foreign citizens.

In case a shareholder – legal person will attend the EGMS through its legal representative, the latter must present for checking by Company's representative the original of the identity card for Romanian citizens or, as the case, the passport / residence card for foreign citizens the original of the identity card, accompanied by a proof of its capacity as legal representative of the shareholders, respective a certificate issued by the Trade Registry, in original or certified copy or any other document issued by a competent authority from the country where the shareholder is registered, original or certified copy, attesting the capacity of legal representative, issued the latest 3 months before the date when EGMS convening notice is published.

The Proxy Holders will hand over to the Company's representative the original of the power of attorney, if the power of attorney was sent by e-mail having attached an extended electronic signature.

The Company's shareholders have the possibility to vote by correspondence, by using the postal ballot paper for these Meetings available in Romanian/ English language.

In the case of the vote by correspondence, the Postal Ballot Paper Forms, filled in and signed for the EGMS, as the case may be, accompanied by a copy certified on oath of valid ID of the shareholder (for individuals bulletin / identity card for Romanian citizens or passport / residence card for foreign citizens, respectively for legal persons bulletin / ID card of the legal representative) as applicable, together with documents proving the legal representative, a certificate issued by the Trade Registry, presented in original or certified copy or any other document, the original or a copy of the original issued more than 3 months before the date of publication of the convening notice EGMS by a competent authority of the country in which the shareholder is legally registered and certifying the legal representative, may be submitted as follows:

a) sent to the Company's registered office in a sealed envelope by any form of delivery, so that it is recorded as received at the registry of the Company no later than **June 11, 2013, 11:00 o'clock**, with the mention: "**FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF JUNE 13/14, 2013**".

b) by e-mail with an extended electronic signature incorporated under Law no. 455/2001 on electronic signature until **June 11, 2013, 11:00 o'clock**, at: maria.nicolae@rompetrol.com, mentioning the topic: "**FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF JUNE 13/14, 2013**".

The special Powers of attorney/the Correspondence Voting Bulletins which were not registered as received to the Company's registration until the aforementioned deadlines shall not be counted towards the quorum and majority in Extraordinary General Meeting of Shareholders.

When filling in the Powers of Attorney and the Postal Ballot Paper Forms according to the foregoing, please consider as well the possibility to supplement the Agenda by new items, in which case the reviewed Agenda shall be published with ten days before EGMS.

If the agenda is supplemented and the shareholders do not send their updated special powers of attorney and/or voting bulletins by correspondence, the special powers of attorney and the voting bulletins by correspondence sent prior to publication of the supplemented agenda shall be taken into account only in respect of the points on the supplemented agenda.

On the convening date, the Company's registered share capital is of RON 27,819,090, consisting of 278,190,900 book-entered shares, of a face value of RON 0.1, each share giving the right to one vote within the General Meeting of Shareholders.

Further information may be obtained at the telephone number 0244/522009 during business days between 9:00 - 14:00 o'clock and from the Company's website www.rompetrol.ro/ Rompetrol Well Services/Investor Relations section.

**Chairman of the Board,
CEO,**

Mr. Adrian Ion Stanescu

