

S.C. ROMPETROL WELL SERVICES S.A.
Statement "Comply or Explain"

Principle/ Recommendation		Question	YES	NO	If NOT, please EXPLAIN
P19		Is the issuer managed under a dualist system?		x	Rompetro Well Services adopted a unitary administrative system which meets the current needs of Society regarding proper administration and business management.
P1	R1	Has the issuer drawn up the By-laws/Corporate Governance Regulations to describe the main aspects of the corporate governance?		x	Regulation of Corporate Governance (RCG) is in the process of development.
		The By-laws/Corporate Governance Regulations are posted on the company website, indicating the date of the last update?		x	Relevant information related to corporate governance has been posted on the Company's website through the Annual Report.
	R2	In The By-laws/Corporate Governance Regulations are there defined the corporate governance structures, positions, components and responsibilities of the Board of Directors (BD) and of the executive management?		x	Are defined in published support documents.
	R3	Does the issuer's Annual report provide for a chapter on corporate governance where they describe all the relevant events related to the corporate governance, recorded during the previous financial exercise?	x		
		Does the issuer circulate on the company website the information related to the following aspects of their corporate governance policy: a) a description of their corporate governance structures?		x	RCG is in the process of development.
		b) the updated articles of incorporation?		x	The amendments to the articles of incorporation have been published with GMS materials where they were approved.
		c) the operation bylaws/essential aspects for each specialty?		x	These information will be disseminated after the completion of RCG.
		d) the "Comply or explain" Statement?	x		
e) the list of the BD members mentioning which members are independent and/or nonexecutive, of the members of the executive management and those of the specialty commissions/committees?		x	They can be found in the chapter of corporate governance from the managers' annual report		

		f) a brief description of the CV for each BD member of the executive management?		x	BD members' CVs have been published with the GMS materials in which they were elected	
P2		Does the issuer abide by the rights of the financial instrument holders, providing them with the equal treatment and submitting to the approval any modification of the rights in the special meetings of these holders?	x			
P3	R4	Does the issuer publish in a spate part of the website the details of the General Meetings of Shareholders (GMS): a) GMS summons?		x		
		b) materials/documents corresponding to the agenda as well as any information on the agenda?		x		
		c) special power of attorney forms?		x		
	R6	Has the drawn and proposed to GMS the procedures for the efficient and proper development of the GMS agenda without any damage to the right of any shareholder to express their free opinion on the debated topics?	x		The company directly applies the incident legal provisions (Law no. 31/1990, National Commission of Transferable Securities (NCTS) Regulations no. 1/2006 and no. 6/2009) and Society's Articles of Corporation, ensuring strict compliance.	
	R8		Does the issuer publish in a spate part of the website the details of the shareholders' rights as well as the regulations for the attendance at GMS?	x		The informative material of each GMS is presented in the notice to attend, in order to facilitate the compliance.
			Does the issuer provide the information in due time (immediately after the GMS) of all the shareholders through the separate section on their website: a) on the decisions made within GMS?		x	
			b) on the detailed result of the vote?		x	
			Do the issuers circulate through the special section of the website, that is easily identifiable and accessible: a) a) current/communicated reports? b) the financial schedule, the annual reports, the quarter and semester reports?		x	
				x		
P4, P5	R10	Does the BD meet at least once a trimester for the monitoring and the activity of the issuer?	x			
	R12	Does the issuer have a set of rules referring to	x			

		the reporting conduct and obligations of the transactions of the shares or other financial instruments issued by the company ("company assets") made on their name by the directors and other persons?			
		If a BD member or a member of the executive management or any other person made on their interest a transaction with the company deeds, then, the transaction is circulated through the company website, according to the corresponding Regulations?	x		The information is disseminated also by SSIF where the transaction is done. These notifications are also published on BVB' site.
P6		Does the structure of the Board of Directors of the Issuer provide a balance between the executive and nonexecutive members (and especially independent nonexecutive directors) so that no person or group of persons may dominate the BD decision-making process of BD?	x		
P7		Does the structure of the Board of Directors provide a sufficient number of independent members?		x	The current structure of the Administration Board does not ensure a sufficient number of independent members, because this recommendation of the exchange is also optional in Law 31/1990.
P8	R15	During their activity, does BD have the support of consultative commissions/committees for the examination of specific topics, chosen by BD for their counseling on these themes?		x	BD members have the professional training and the managerial requested in order to manage the company's activity. To examine specific topics, BD' members benefit from the support of professionals within the company or, when necessary, of external consultants selected based on professional excellence.
		Do the consultative commissions/committees forward activity reports to the BD on their specific themes?		x	See previous comment.
	R16	For the assessment of the independence of their nonexecutive members, does the Board of Directors use the assessment criteria listed in the Recommendation 16?	x		
	R17	Do the BD members permanently improve their knowledge through training/formation in corporate governance?	x		
P9		Does the selection of the BD members have a procedure based on transparency (objective criteria regarding the personal/professional qualification etc.)?	x		The procedure is transparent, the choice is made in GMS, and the CVs of members proposed to be part of BD are published with GMS materials.
P10		Is there an Appointment Committee within the company?		x	The nomination is done in accordance with the Law and the Articles of Incorporation by BD's members or by shareholders. BD nomination is made based on several

					objective criteria regarding professional qualification and personal traits of candidates.
P11	R21	Does the Board of Directors analyze t least once a year the need to register a remuneration /remuneration policy committee for the directors and members of the executive management?		x	RCG is in the process of being drawn.
		Has the remuneration policy been approved by the GMS?	x		
	R22	Is there a Remuneration Committee made exclusively of nonexecutive directors?		x	There is no Payment Committee. General Shareholders' Meeting approves: (i) the payments due to members of the Administration Board for each financial exercise; (ii) the maximum limits of payments for the managers.
	R24	Is the company remuneration policy of the company provided in the Bylaws/ Corporate Governance Regulations?		x	The Administration Board approves the company's policy concerning the payment for the company's employees.
P12, P13	R25	Does the issuer circulate, in the English language, the information representing the subject of the reporting requirements: a) periodic information (providing information periodically)?		x	These information are made available on request and in a foreign language.
		b) continuous information (providing information periodically)?		x	These information are made available on request and in a foreign language.
		Does the Issuer prepare and make public the financial report according to the IFRS standards?	x		
	R26	Does the issuer promote, at least once a year, meetings with the financial analysts, brokers, rating agents and other market specialists with the view to presenting the financial elements relevant to the investment decision?		x	The continuous and periodic reports drawn by the company to present financial elements were considered relevant in terms of information requested to make investment decisions.
	R27	Is there an Audit Committee within the company?		x	BD is the one that regularly examines the efficiency of financial reporting, internal control and administrative system of the risk adopted by the company.
	R28	Does the BD of the Audit Committee, as the case may be, examine on regular basis, the efficiency of the financial report, the internal control and the control of the risk management system passed by the company?	x		
	R29	Is the Audit Committee made of nonexecutive directors and is there a sufficient number of independent directors?		x	There is no Audit Committee at BD.
	R30	Does the Audit committee meet at least twice a year; are tehse meetings dedicated to drawing		x	There is no Audit Committee at BD.

		up and circulating the quarter and annual results to the shareholders?			
	R32	Does the Audit Committee recommend to BD the selection, appointment, re-appointment and replacement of the financial auditor, as well as the terms and conditions of their remuneration?		x	There is no Audit Committee at BD.
P14		Has the BD passed a procedure with the view to identifying and settling adequately the conflicts of interests?		x	- No such situations have been identified. Incident legal provisions are directly applied.
P15	R33	Do the directors inform BD on the conflicts of interests as they occur and do they refrain from the debates and the vote on those matters, according to the legal provisions?	x		
P16	R34/ R35	Has the BD passed the specific procedures in order to provide their procedure accuracy (identification criteria of the significant transactions, relevant for transparency, objectivity, non-concurrence, etc.) for defining the transactions?	x		Rompetrol Well Services has internal regulations in place for such matters.
P17	R36	Has BD passed a procedure of the internal circuit and the disclosure to third parties of the documents and information referring to the issued, with emphasis on the information that can influence the price of the assets issued by them?	x		Rompetrol Well Services has internal regulations in place for such matters.
P18	R37/ R38	Does the issuer have activities regarding Social Responsibility and Company Environment?	x		

**CHAIRMAN OF THE ADMINISTRATION BOARD,
GENERAL MANAGER,**

Mr. Adrian - Ion Stănescu

