



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

**Current report according to the provisions of CNVM Regulation No.1/2006**

Report date: **March 25<sup>th</sup>, 2014**

**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 of the Board of Directors as of March 24<sup>th</sup>, 2014 concerning the convening of the General Ordinary Meeting of the Shareholders of S.C. Rompetrol Well Services S.A. on April 28<sup>th</sup>, 2013 (second convening – on April 29<sup>th</sup>, 2013)**

**The Board of Directors of S.C. Rompetrol Well Services S.A.**, hereinafter referred to as the "Company", having its registered address 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 28.04.2014, 11:00 o'clock**, 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 Extraordinary Meeting shall be convened and scheduled for the date of 29.04.2014, 11:00 o'clock at the same venue and subject to the same agenda.

**The Agenda of the Ordinary General Meeting of the Shareholders will be the following:**

1. Approval of individual Financial Statements of the Company as of December 31, 2013 based on the Annual Report of the administrators for the financial year 2013 and the Financial Auditor Report issued by the financial auditor of of the Company "Ernst & Young Assurance Services S.R.L." .
2. Approval of the distribution of net profit in the financial year 2013, approval of the Board's proposal for setting gross dividend per share at 0.03 lei for 2013, settlement of the deadline and procedure for payment to shareholders.
3. Approval to discharge the Company administrators for the activity carried out within the financial year 2013, based on the presented reports.

ROMPETROL WELL SERVICES S.A.  
Strada Clopotei nr. 2 bis  
100189, Ploiești, ROMANIA  
Reg. Com. Nr: J29/110/1991  
C.I.F.: RO 1346607



ISO 9001

ISO 14001

OHSAS 18001

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4. Election of members who will form the new Board of Directors of the Company for a term of four years following the expiry of the mandates of the current members of the Board of Directors;
5. Fixing the remuneration due for the financial year 2014 the Company's Board members.
6. Approval of the financial auditor and determination of the minimum audit contract duration;
7. Approval of Income and Revenues Budget and of the Investment Program for 2014;
8. Empowering Mr. Adrian-Ion Stanescu, Deputy General Manager of the Company to sign decisions to be made and to perform all necessary formalities to bring them out, with the possibility of substitution by third parties;
9. Approval of date 20.05.2014 as the record date to identify shareholders who are affected by the decisions to be taken.

**The reference date is 18.04.2014.**

Only the persons that are shareholders of the Company, registered on the said date with the Shareholders' Registry kept and issued by the Central Depository (Depozitarul Central S.A.) shall be entitled to attend and vote within this general meeting, according to the legal provisions in force, either in person (by legal representatives) or by proxy (subject to a Special Power of Attorney), or by correspondence vote, subject to a Postal Ballot Paper Form.

Starting with **29.04.2014**, the OGMS convening notice, the informative documents and materials concerning the issues on the agenda, the resolution projects and the forms of the Special Power of Attorney (in Romanian and English Languages), the Postal Ballot Paper Forms (in Romanian and English Languages), shall be made available to the Company's shareholders at the Company's headquarters, room 15, each business day, from 10:00 a.m. to 14:00 p.m. or may be downloaded from the Company's website [www.rompetrol.ro/Rompetrol Well Services/Investors Relations /Presentations](http://www.rompetrol.ro/Rompetrol_Well_Services/Investors_Relations/Presentations).

**Proposals of shareholders for the position of administrator** shall be deposited / sent at the Company headquarters until the date of **April 9, 2014 14:00 o'clock**, in order to enter the list of candidates that will be submitted for approval by the Ordinary General Meeting of Shareholders. Proposals shall be accompanied by information regarding the name, place of domicile and professional qualification of the persons proposed for the respective position, accompanied by 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 OGMS 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 ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 28/29, 2014"**;

**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](mailto:maria.nicolae@rompetrol.com), mentioning in the Subject line: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 28/29, 2014"**.

Starting with **April 11, 2014 14:00 o'clock**, the final list containing information about the name, domicile and professional qualifications of the candidates for the position of administrator will be available to shareholders at the Company's registered office and on its website.

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

**a)** to introduce new items on the agenda of the OGMS, provided that each such item is accompanied by supporting arguments or by a resolution draft proposed for approval by the OGMS. These rights may only be exercised in writing (delivered by courier services or by electronic means) by no later than **April 9, 2014, 14:00 o'clock**. If, as a result of the exercise of such rights, it is decided on the amendment of the agenda of the OGMS which we hereby bring to the



knowledge of shareholders, the Company shall provide within the statutory set term a revised agenda, by using the same procedure as the one used for this agenda hereunder.

and

**b)** to submit resolution drafts for the items included or proposed to be included on the agenda of the OGMS, by no later than **April 9, 2014, 14:00 o'clock**.

The proposals with regard to the introduction of new items on the agenda of the OGMS, respectively those with regard to the resolution drafts for the items included or proposed to be included on the agenda of the OGMS must be accompanied by copies of the Initiators' identification documents, certified on their own liability (for private individuals - identity cards for Romanian citizens or passport/residence permit for foreign citizens, respectively for legal entities - identity document of the legal representative), as the case may be, jointly with the documents attesting the capacity thereof of legal representative, a certificate of good standing issued by the Trade Registry, presented either in original or in true copy, or any other document, in original or true copy issued by no more than 3 months in prior to the publishing date of the OGMS Convening Notice by a competent authority from the state where the shareholder is legally registered and which attests the capacity thereof of legal representative, may be submitted to the Company as follows:

**a)** delivered at the Company's headquarters in closed envelope, by any form of courier services, with the mention: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 28/29, 2014"**;

**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](mailto:maria.nicolae@rompetrol.com), mentioning in the Subject line: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 28/29, 2014"**.

Each shareholder, irrespective of its share in the share capital, shall be entitled to address questions with respect to the items contained by the agenda of the general meeting until **09.04.2014, 14:00 o'clock** so that the Company would be able to register such questions by the date specified before, and the Company may answer the questions raised by shareholders by posting such answer on the Company's website, [www.rompetrol.ro/Rompetrol Well Services/Investors Relations /Presentations](http://www.rompetrol.ro/Rompetrol_Well_Services/Investors_Relations/Presentations).

These questions shall be appropriate, related to the items on the agenda, shall not harm the confidentiality and the Company's business interests, and shall be submitted to the Company by any form of courier services, bearing the following clear and capitalized specification: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 28/29, 2014"**, or by electronic means (at the e-mail address [maria.nicolae@rompetrol.com](mailto:maria.nicolae@rompetrol.com)). In order for the persons addressing questions to the Company to be identified, they shall enclose to their inquiry copies of their identity documents certified on their own liability (for private individuals - identity cards for Romanian citizens or passport/residence permit for foreign citizens, respectively for legal entities - identity document of the legal representative), as the case may be, jointly with the documents attesting the capacity thereof of legal representative, a certificate of good standing issued by the Trade Registry, presented either in original or in true copy, or any other document, in original or true copy issued by no more than 3 months in prior to the publishing date of the OGMS Convening Notice by a competent authority from the state where the shareholder is legally registered and which attests the capacity thereof of legal representative.

The shareholders may attend the OGMS either in person or be represented by their legal or designated representative ("Proxy") subject to a special power of attorney issued for the purpose of this OGMS.

An original copy of the special power of attorney, in Romanian/English, filled in and signed, together with a copy of the shareholder's identity document, certified on his/her own liability (for private individuals - identity cards for Romanian citizens or passport/residence permit for foreign citizens, respectively for legal entities - identity document of the legal representative), as the case may be, jointly with the documents attesting the capacity thereof of legal representative, a certificate of good standing issued by the Trade Registry, presented either in original or in true copy, or any other document, in original or true copy issued by no more than 3 months in prior to the publishing date of the OGMS Convening Notice by a competent authority from the state where the shareholder is legally registered and which attests the capacity thereof of legal representative,



shall be submitted/dispached to the Company's Correspondence Registration Office by **April 25, 2014, 16:00 o'clock**, in a sealed envelope, with the following mention, clearly written and capitalized: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 28/29, 2014"**. 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 by e-mail with incorporated extended electronic signature until **April 25, 2014, 16:00 o'clock**, at the latest, at the address: maria.nicolae@rompetrol.com, mentioning in the Subject line: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 28/29, 2014"**.

The special powers of attorney will contain any and all information provided in the special power of attorney form rendered available by the Company, specifying the vote for each item on the agenda.

The special power of attorney granted by a shareholder to a credit institution rendering custody services, shall be signed by the respective shareholder and shall be accompanied by an affidavit issued by the credit institution designated as representative subject to the special power of attorney, addressing the requirements set forth by the Measures Enforcement Order no. 26/20.12.2012 issued by the National Securities Commission.

The documents attesting the capacity of legal representative, as such are specified by this convening notice, drafted in a foreign language – other than English, shall be accompanied by the Romanian or English translation thereof made by a certified translator, no legalization or apostille being needed for this purpose.

On the date of the General Meeting, upon the entry into the OGMS meeting room, the private individual-shareholders (in case they attend the meeting in person) and the Proxies will present for verification purposes to the Company's representative the original identity document for the Romanian citizens or, as the case may be, the passport/residence permit for the foreign citizens. If a legal entity shareholder shall attend the OGMS by its legal representative, the latter shall present for verification purposes to the Company's representative the original identity document (identity card for Romanian citizens or, as the case may be, the passport/residence permit for foreign citizens), together with the documents attesting the capacity thereof of legal representative, a certificate of good standing issued by the Trade Registry, presented either in original or in true copy, or any other document, in original or true copy issued by no more than 3 months in prior to the publishing date of the OGMS Convening Notice by a competent authority from the state where the shareholder is legally registered and which attests the capacity thereof of legal representative). If the special power of attorney was e-mailed to the Company, the Proxies shall hand over to the technical secretary of the meeting the original power of attorney as well.

The Company's shareholders may vote by correspondence, via the Postal Ballot Paper Form drafted in Romanian/English. These forms filled in and signed, together with the copy of the valid identity document of the shareholder certified by the latter on his/her own liability liability (for private individuals - identity cards for Romanian citizens or passport/residence permit for foreign citizens, respectively for legal entities - identity document of the legal representative), as the case may be, jointly with the documents attesting the capacity thereof of legal representative, a certificate of good standing issued by the Trade Registry, presented either in original or in true copy, or any other document, in original or true copy issued by no more than 3 months in prior to the publishing date of the OGMS Convening Notice by a competent authority from the state where the shareholder is legally registered and which attests the capacity thereof of legal representative, may be submitted as follows:

- a) dispached to the Company's headquarters, in a sealed envelope, via any type of courier, in a manner consistent with the receipt of the envelope by the Company's Correspondence Registration Office by no latter than **25.04.2014, 16:00 o'clock**, bearing the specification: **"FOR THE GENERAL ORDINARY MEETING OF SHAREHOLDERS OF 28/29.04.2014"**

b) delivered by e-mail with extended electronic signature incorporated pursuant to Law no. 455/2001 on electronic signature, by **25.04.2014, 16:00 o'clock**, at the address: maria.nicolae@rompetrol.com, specifying in the subject line: **"FOR THE GENERAL ORDINARY MEETING OF SHAREHOLDERS OF 28/29.04.2014"**

The special powers of attorney and the Postal Ballot Paper Forms that are not registered with the Company's Correspondence Registration office until the dates specified above, shall not be taken into account upon the determination of the presence and vote quorum within the OGMS.

When filling in the Powers of Attorney and Postal Ballot Paper Forms as specified above, please bear in mind the possibility to supplement the Agenda with new issues, case in which the revised Agenda will be published by 17.04.2014.

In case the agenda is supplemented and the shareholders fail to deliver the special powers of attorney and/or the postal ballot paper forms in their updated form, the special powers of attorney and the postal ballot paper forms delivered in prior to the update of the agenda shall be taken into account only for the items set forth by the revised agenda that they refer to.

Upon the convening date, the Company's share capital amounts to 27,819,090 lei, and consists of 278.190.900 registered, dematerialized shares with a par value of 0.1 lei, each share entitling its holder to one vote during the General Meeting of the Shareholders.

Additional information may be obtained by phone, at the phone number 0244/522009, every business day, between 9:00 a.m. and 14:00 p.m. or from the Company's website: [www.rompetrol.ro/Rompetrol Well Services/Investors Relations](http://www.rompetrol.ro/Rompetrol%20Well%20Services/Investors%20Relations).

**Member of the Administration Board,  
Deputy General Manager,**

**Mr. Adrian Ion Stanescu**

