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KazMunayGas
Group
Member

ROMPETROL WELL SERVICES

Strada Clopotei, nr. 2 bis,
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RESOLUTION OF THE GENERAL ORDINARY MEETING OF THE SHAREHOLDERS OF S.C. ROMPETROL WELL SERVICES S.A. no. 1/28.04.2015

The General Ordinary Meeting of the Shareholders of S.C. Rompetrol Well Services S.A. (hereinafter referred to as the "**Company**"), headquartered in Ploiesti, 2bis Clopotei Street, Prahova County, registered with the Trade Registry Office appended to Prahova Tribunal under no. J29/110/1991, having sole registration code 1346607, with subscribed and paid-up share capital of 27,819,090 lei, divided into 278,190,900 registered shares with a value of 0.1 lei each,

Convened by the Board of Directors through the convening notice published in the *Official Gazette of Romania, 4th Part, no. 1614/26.03.2015* and in *Bursa newspaper no. 59 (5394)/26.03.2015*,

Gathered in the legally convened session as of 28.04.2014, 11:00 a.m. in the first convening session, at the Company's headquarters, in the presence of the shareholders representing 83.6958 % of the Company's share capital, for all the shareholders registered in the Company's Shareholders Registry at the end of 20.04.2015, which is the reference date for this meeting,

By virtue of the Law no. 31/1990 on trade companies, as republished and subsequently amended and supplemented, Law no. 297/2004 on capital market, as republished and subsequently amended and supplemented and the provisions of the Articles of Incorporation of the Company,

HEREBY RESOLVES:

Article 1.

With the unanimity of the expressed votes, approves the annual individual financial statements of the Company as of December 31, 2014, based on the Report of administrators and the Report of financial auditor of the Company, drafted for the financial year of 2014.

Thus, the main economic-financial indicators are:

Turnover	88,034,179 lei
Aggregate income	91,452,760 lei
Aggregate expenses	82,596,015 lei
Gross result - profit	10,401,128 lei
Net result - profit	8,856,745 lei

Article 2.

With the unanimity of the expressed votes, approves:

- the distribution of Company profit achieved in 2014, amounting RON 8,856,745 as follows:
 - 5,563,818 lei – dividends;
 - 3,397,864 lei - other reserves.
- the distribution of a gross dividend per share of 0.0200 lei for the year 2014 for the shareholders registered in the Shareholders Registry as of 01.09.2015 (registration date);
- 10.09.2015 as the *payment date*, in accordance with art. 129[^]3 of RNSC Regulation No.1/2006.

Article 3.

With the majority of the expressed votes, approves to discharge of liability the Company's administrators for their activity carried out during the financial year 2014, based on the presented reports.



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Article 4.

With the majority of the expressed votes, approves the election of the financial auditor "Ernst & Young Assurance Services SRL", headquartered in Bucharest, sector 1, 15-17 Ion Mihalache Blvd., Bucharest Tower Center Building, 21st floor, registered with the Trade Registry under no. J40/5964/1999, having sole registration code 11909783, member of the Chamber of Financial Auditors of Romania, the agreement concluded with the foregoing company having a 1(one)-year term, starting with 30.04.2015.

S.C. Ernst & Young Assurance Services S.R.L. is duly represented by Mrs. Cora Anamaria, as administrator, Romanian citizen, born on 16.03.1975 in Mun. Bucharest, residing in Mun. Bucharest, sector 3, Street Drm. Malu Spart, no. 88C, PIN 2750316433024, holder of the ID card series RR no. 778 776 issued by S.P.C.E.P. Sector 3 on 27 July 2011, valid until 16 March 2021.

Article 5.

With the unanimity of the expressed votes, approves:

- the Revenues and Expenses Budget and Business Plan for 2015.

The main indicators of the income and expenses budget are:

Aggregate income	95,215,700 lei
Aggregate expenses	76,134,000 lei
Gross profit	19,081,700 lei
Net profit	16,029,200 lei

- the budget to the investment activity for the year 2015 amounting to 950,000 USD.

Article 6.

With the unanimity of the expressed votes, approves the amount of the monthly allowance due to the members of the Company's Board of Directors for the financial year 2015 to the level of the one established for 2014.

Article 7.

With the unanimity of the expressed votes, approves to empower the Deputy General Manager of the Company, Mr. Adrian-Ion Stănescu, to execute the resolutions following to be adopted and to carry-out all due formalities for the fulfillment thereof, the said proxy being entitled to sub-appoint third parties to this effect.

Article 8.

With the unanimity of the expressed votes, approves September 1, 2015 as *Registration Date*, according to art. 238 (1) of the Law no. 297/2004 regarding the capital market, as amended and supplemented.

Article 9.

With the unanimity of the expressed votes, approves August 31, 2015 as the "ex-date", in compliance with the provisions of art. 2, letter f) from the Regulation RNSC no. 6/2009 regarding the exercising of certain rights of the shareholders within the general meetings of companies.

**Chairman of the session,
Mr. Adrian-Ion Stănescu**

**Secretary of the session,
Mrs. Maria Nicolae**

**RESULT OF THE VOTES FOR THE RESOLUTIONS ADOPTED BY THE
ORDINARY GENERAL MEETING - 4/28/2015**

Of the total share capital - 278,190,900 shares x 0.10 lei, was attended personally or through a representative, shareholders holding 232,834,200 shares representing 83.6958% of the share capital. A share gives the right to one vote.

The decision from:	For		Against		Abstention		Annulled		Number of votes
	Number of votes	%	Number of votes	%	Number of votes	%	Number of votes	%	
Article 1	232.834.200	100	0	0	0	0	0	0	232.834.200
Article 2	232.834.200	100	0	0	0	0	0	0	232.834.200
Article 3	203.123.950	87,239	29.710.250	12,76	0	0	0	0	232.834.200
Article 4	203.123.950	87,239	29.710.250	12,76	0	0	0	0	232.834.200
Article 5	232.834.200	100	0	0	0	0	0	0	232.834.200
Article 6	232.834.200	100	0	0	0	0	0	0	232.834.200
Article 7	232.834.200	100	0	0	0	0	0	0	232.834.200
Article 8	232.834.200	100	0	0	0	0	0	0	232.834.200
Article 9	232.834.200	100	0	0	0	0	0	0	232.834.200

**Secretary of the session
Mrs. Maria Nicolae**