

*According to article 6, paragraph (1), letter d) of the National Securities Commission regulation no. 6/2009, published in the Official Gazette, Part I, no. 588/25.08.2009, throughout the entire period of time starting at least 30 days before the date of the general meeting and until the actual date thereof, the trade company is liable for rendering available to the shareholders on its website a resolution draft*

**RESOLUTION DRAFT**  
**of the General Ordinary Meeting of the Shareholders of**  
**S.C. ROMPETROL WELL SERVICES S.A.**  
**as of April 28<sup>th</sup> /29<sup>th</sup>, 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 RON 27,819,090, divided into 278,190,900 registered shares with a value of RON 0.1 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 28/29.04.2015, 11:00 a.m. in the [first/second] convening session, at the Company's headquarters, in the presence of the shareholders representing ..... % 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/the majority] 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;

**Article 2.** With [the unanimity/the majority] of the expressed votes, approves:

- the distribution of net profit in the financial year 2014 on the following destinations:
  - 5.563.818 RON - dividends;
  - 3.292.927 RON – other reserves.
- the gross dividend per share at RON 0.0200 for 2014 for the shareholders registered in the Shareholders Registry on *record date*, in accordance with the legal provisions.
- *the date of dividends payment* as being the maximum date permitted by legal provisions, reported to *the record date*.

**Article 3.** With [the unanimity/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;

**Article 4.** With [the unanimity/the majority] of the expressed votes, approves the election of the financial auditor \_\_\_\_\_ for a period of \_\_\_\_\_ ;

**Article 5.** With [the unanimity/the majority] of the expressed votes, approves the Revenues and Expenses Budget and Investment Program for 2015;  
The main financial indicators in the Revenues and Expenses Budget proposal for the 2015 financial year are:

Total revenues	= 95,215,700 RON
Total expenses	= 76,134,000 RON
Gross profit	= 19,081,700 RON
Net profit	= 16,029,200 RON

The investments included in the proposed budget for 2015 are in the amount of USD 950,000.

**Article 6.** With [the unanimity/the majority] 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;

**Article 7.** With [the unanimity/the majority] of the expressed votes, approves empowering Mr. Adrian-Ion Stănescu, member of the Board of Directors and 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;

**Article 8.** With [the unanimity/the majority] of the expressed votes, approves the date of 01.09.2015 as *record date* for the identification of the shareholders which are directly affected by the resolutions adopted by the General Ordinary Meeting of the Shareholders.

**Articolul 9.** With [the unanimity/the majority] of the expressed votes, approves 31.08.2015 as the "*ex-date*", namely the date prior to the registration date on which the financial instruments which make up the object of the company's resolutions are traded without the rights derived from the resolution, in compliance with the provisions of art. 2, letter f) from the Regulation no. 6/2009 regarding the exercising of certain rights of the shareholders within the general meetings of companies modified and amended by the Regulation no.13/2014 for the modification and amendment of certain regulations issued by the Romanian National Securities Commission.

**Mr. Adrian-Ion Stănescu**

**Meeting secretaries:**

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**Member of the Board of Directors  
Deputy General Manager and  
Empowered through the Resolution of the  
General Ordinary Meeting (article no. 7)  
of April 28/29, 2015.**