

## SPECIAL POWER OF ATTORNEY<sup>1</sup>

### FOR THE REPRESENTATION OF THE SHAREHOLDERS

\_\_\_\_\_

**in THE ORDINARY GENERAL MEETING OF SHAREHOLDERS of  
S.C. ROMPETROL WELL SERVICES S.A.  
as of April 28<sup>th</sup> / 29<sup>th</sup>, 2015**

The undersigned/The subscribed \_\_\_\_\_  
(Name, first name/name of the represented shareholder, in capital letters)  
domiciled / headquartered in \_\_\_\_\_, no. \_\_\_\_\_ street, building \_\_\_\_,  
\_\_\_\_<sup>th</sup> floor, ap. \_\_\_\_, district/county \_\_\_\_\_, country \_\_\_\_\_, identified by ID  
card/Passport/Residence Permit series\_\_\_\_, no. \_\_\_\_\_, issued by \_\_\_\_\_, on  
\_\_\_\_\_, valid until \_\_\_\_\_, personal identification number \_\_\_\_\_ / registered  
with the \_\_\_\_\_ Trade Registry under no. \_\_\_\_\_, sole registration code  
\_\_\_\_\_, by legal representative/conventional (*will bar what not corresponds*) Mr./Mrs.  
\_\_\_\_\_, holder of a number of \_\_\_\_\_ book-entered  
shares, of a face value of Lei 0.10, issued by **S.C. Rompetrol Well Services S.A. (PTR)**, a company registered with  
the Prahova Trade Registry under no. J 29/110/1991, sole registration code 1346607, conferring the right to a number  
of \_\_\_\_\_ votes in the General Meeting of Shareholders, out of the aggregate number  
of 278,190,900 shares/ voting rights, representing \_\_\_\_\_% of the share capital, acting as **PRINCIPAL**,

do hereby authorize \_\_\_\_\_  
(Name and first name of the representative – the person conferred the special power of attorney)  
domiciled in \_\_\_\_\_, no. \_\_\_\_\_ street, building \_\_\_\_, \_\_\_\_<sup>th</sup> floor, ap.  
\_\_\_\_, district/county \_\_\_\_\_, country \_\_\_\_\_, identified by ID card/Passport/Residence Permit  
series\_\_\_\_, no.\_\_\_\_\_, issued by \_\_\_\_\_, on \_\_\_\_\_, valid until \_\_\_\_\_,  
personal identification number \_\_\_\_\_ / registered with the \_\_\_\_\_ Trade Registry  
under no. \_\_\_\_\_, sole registration code \_\_\_\_\_, by the legal representative/  
conventional (*will bar what not corresponds*) Mr./Mrs. \_\_\_\_\_, acting  
as **ATTORNEY-IN-FACT**,

to represent me/us in the Ordinary General Meeting of Shareholders of S.C. Rompetrol Well Services S.A. (hereinafter referred to as the “Company”), which is to be held on April 28<sup>th</sup>, 2015, starting with 11:00 o’clock, at the Company’s headquarters located in Ploiești, 2 bis Clopotei St., Administrative Facility, Prahova County, or on the date of the second convened session of the Ordinary General Meeting (April 29<sup>th</sup>, 2015), in the same place and having the same agenda, in the event that the first session cannot be actually held.

<sup>1</sup> After completing and signing the Special Power of attorney, an original sample shall be submitted/sent to the Company’s headquarter, in sealed envelope, so that to be registered as received to the Company’s registration until April 26<sup>nd</sup>, 2015, 11:00 (Romanian time). Please check the requirements of the General Meeting Convening Notice and, starting with April 17<sup>th</sup>, 2015, the possibility of an updated Special Power of attorney

**In the Ordinary General Meeting of Shareholders (“OGMS”) on April 28<sup>th</sup>, 2015 (respectively April 29<sup>th</sup>, 2015 – the second convened meeting), Mr. (Mrs.) \_\_\_\_\_**

*(Representative's name and first name)*

shall exercise the voting right ancillary to my/the company's interests consisting of \_\_\_\_\_<sup>2</sup> shares, registered with the Company's Registry of Shareholders from the Depozitarul Central S.A. Bucharest at the end of the day of **April 20<sup>th</sup>, 2015 (reference date)**, as follows *(solely those items of the agenda in relation to which the representative is authorized to participate and to vote shall be checked off in the corresponding column, as well as the express instruction of vote)*:

1. **Approval of individual Financial Statements of the Company as of December 31, 2014 based on the Annual Report of the administrators for the financial year 2014 and the Financial Auditor Report issued by the financial auditor of of the Company “Ernst & Young Assurance Services S.R.L.”**

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

2. **Approval of the distribution of net profit in the financial year 2014, approval of the Board's proposal for setting gross dividend per share at 0.02 lei for 2014, approval of the date of dividends payment as being the maximum date permitted by legal provisions, reported to the record date, determined by the general meeting of shareholders. The distribution of dividends to shareholders will be made in accordance with legal provisions.**

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

3. **Approval to discharge the Company administrators for the activity carried out within the financial year 2014, based on the presented reports;**

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

4. **Approval of the financial auditor Ernst & Young Assurance Services S.R.L. and determination of the minimum audit contract duration;**

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

5. **Approval of Income and Revenues Budget and of the Investment Program for 2015;**

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

6. **Fixing the remuneration due for the financial year 2015 the Company's Board members;**

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

7. **Empowering Mr. Adrian-Ion Stanescu, 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;**

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

8. **Approval of date 01.09.2015 as registration date, according to art. 238, par. (1) of the Law no. 297/2004, for identification of the shareholders that fall under the scope of the resolutions adopted in this OGMS.**

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

9. **Approval of date 31.08.2015 as ex-date, as such is defined by the NSC Regulation no. 6/2009.**

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

<sup>2</sup> Name of the shareholder – legal person that grants a special power of attorney for representation purposes



**Do hereby authorize the aforementioned attorney-in-fact to vote in accordance with the powers he/she has been conferred with hereunder, and I hereby grant him/her discretionary voting powers over the issues that have not been identified and have not been included on the agenda by the date of issuance of this Special Power of Attorney.**

Yes

No

**I attached hereto:**

1. Certified copy of the identity document of the shareholder – natural person (BI/CI/Passport/Residence Permit).
2. Official document issued by a competent authority regarding the identity of the legal representative of the shareholder – legal person, presented in original or certified copy, not older than 3 months before the date of publication of the convening notice of the Ordinary General Meeting of Shareholders. The quality of legal representative is acknowledged based on the list of Rompetrol Well Services shareholders at the reference date, received from Depozitarul Central SA. However, if the shareholder has not informed Depozitarul Central in relation to his legal representative or if this information is not included/updated in the Company's list of shareholders at the reference date, the certificate issued by the trade registry/similar documents (submitted in original or in copy in compliance with the original, or any other document, in original or in copy, issued by a competent authority of the state where the shareholder is legally registered and which certifies the quality of legal representative, issued within maximum 3 months before the publishing date of the general meeting convening notice) must prove the quality of the legal representative.
3. Statement issued by the credit institution which received the power of representation by proxy, showing that:
  - (i) the credit institution renders custody services for the respective shareholder;
  - (ii) the instructions contained in the Special Power of Attorney are identical with the instructions contained by the SWIFT message received by the credit institution for the purpose of voting for and on behalf of that respective shareholder;
  - (iii) the Special Power of Attorney was signed by the shareholder.

**Contact phone number** \_\_\_\_\_

This Power of Attorney is issued this day of \_\_\_\_\_, in 3 (three) originals, of which one original of the special power of attorney shall be filed/delivered **until April 26<sup>nd</sup>, 2015, 11:00 o'clock**, at the Company's headquarters (Ploiești, 2 bis Clopotei St., Administrative Facility, Prahova County, Romania), under the pain of losing the right to exercise the voting right in the general meeting by representative, pursuant to the provisions of law. 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.

**PRINCIPAL,**

\_\_\_\_\_  
*(First name, surname/Name of the represented shareholder, in capitals)*

\_\_\_\_\_  
*(First name, surname of the legal representative of principal shareholder, in capitals)*

\_\_\_\_\_  
*(Signature of the principal shareholder/legal representative of principal shareholder and stamp)*

**Vote annulment criteria:**

- The failure to check off any of the voting options "**For**", "**Against**" or "**Abstention**" for the proposal submitted to vote shall result into the annulment of the vote;
- The check-off of two or of three of the voting options "**For**", "**Against**" or "**Abstention**" for the proposal submitted to vote shall result into the annulment of the vote.