



rompetrol

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Group
Member

ROMPETROL WELL SERVICES S.A.

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CONVENING NOTICE

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 28.04.2015, 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 29.04.2015, 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, 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 the Company "Ernst & Young Assurance Services S.R.L."
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.
3. Approval to discharge the Company administrators for the activity carried out within the financial year 2014, based on the presented reports;
4. Approval of the financial auditor "Ernst & Young Assurance Services S.R.L." and determination of the minimum audit contract duration;
5. Approval of Income and Revenues Budget and of the Investment Program for 2015;
6. Fixing the remuneration due for the financial year 2015 the Company's Board members;
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;
8. Approval of date 01.09.2015 as the record date to identify shareholders who are affected by the decisions to be taken.
9. Approval of date 31.08.2015 as ex-date, as defined by the provisions of NSC Regulation no. 6/2009.

The reference date is 20.04.2015.

Only the persons that are shareholders of the Company, registered on this date with the Company's Registry of Shareholders, kept and issued by the Central Depository (Depozitarul Central S.A.) are entitled to attend and to vote within this general meeting, pursuant to the legal provisions, **in person** (by legal representatives), or **by proxy** (based on a Special/General Power of Attorney), or, in prior to the OGMS, **by correspondence** (based on a Postal Ballot Paper).

Trade Registry No: J 29/110/1991
Fiscal Identification No: RO1346607

IBAN: RO34BACX000000030551310
UniCreditTiriac Bank – Ploiesti
Share Capital: 27819090 lei

The access and/or the vote by correspondence of the shareholders entitled to attend the Ordinary General Meeting of Shareholders shall be permitted following the proof of the identity thereof made *for natural person-shareholders* by means of identity document (BI/CI for the Romanian citizens or, as the case may be, Passport/Residence Permit for the foreign citizens) and for *legal person-shareholders* by means of identity document of the legal representative (BI/CI for the Romanian citizens or, as the case may be, Passport/Residence Permit for the foreign citizens).

The capacity of legal representative shall be ascertained based on the list of the Company's shareholders valid for the Reference Date, received from Depozitarul Central. In the event the shareholder failed to timely inform Depozitarul Central in relation to its legal representative or if this information is not specified/updated on the list of the Company's shareholders valid for the Reference Date received from Depozitarul Central, than the capacity of legal representative shall be proved by means of a confirmation of Company's details issued by the Trade Registry or any other document issued by a competent authority from the state in which the shareholder is legally registred, attesting the capacity thereof of legal representative, presented in original or certified copy, dated no later than 3 months before the publication of this Convening Notice for the OGMS.

The representatives of the natural person-shareholders shall be identified by means of the identity document (BI/CI for the Romanian citizens or, as the case may be, Passport/Residence Permit for the foreign citizens) accompanied by a Special/General Power of Attorney signed by the natural person-shareholder.

The representatives of the legal person-shareholders shall prove their legal representation capacity by means of the identity document (BI/CI for the Romanian citizens or, as the case may be, Passport/Residence Permit for the foreign citizens) accompanied by a Special/General Power of Attorney signed by the legal representative of the respective legal person-shareholder.

The capacity of legal representative of the legal person-shareholders shall be ascertained based on the list of the Company's shareholders valid for the Reference Date, received from Depozitarul Central. Nevertheless, in the event the shareholder failed to timely inform Depozitarul Central in relation to its legal representative or if this information is not specified/updated on the list of the Company's shareholders valid for the Reference Date received from Depozitarul Central, than the representative shall provide as well a document attesting the capacity of legal representative of the person signing the Special/General Power of Attorney (proof released by a competent authority, presented in original or certified copy, dated no later than 3 months before the publication of this Convening Notice for the OGMS).

The documents attesting the capacity of legal representative presented in a foreign language, other than English (save for identity documents valid on the Romanian territory) shall be accompanied by a sworn translation in Romanian or English.

The shareholders who lack legal competence, as well as the legal persons may be represented by their legal representatives, who at their turn, may delegate other persons to this effect.

Further information concerning the Limited/General Power of Attorney and vote by correspondence is specified herein below.

Starting with **28.03.2015**, the convening notice of the OGMS, the informative documents and materials concerning the issues on the agenda, the resolution drafts and the the Special Power of Attorney forms (in Romanian and English Languages), the Postal Ballot Paper Forms (in Romanian and English Languages), which are to be updated if new items or resolutions are to be added on the agenda shall be made available to the Company's shareholders at the Company's headquarters, room 15, each business day, from 10:00 o'clock to 14:00 o'clock or may be downloaded from the Company's website

One or more shareholders representing, individually or jointly, at least 5% of the share capital is/are entitled, subject to the law, to require the introduction of new items on the agenda of OGMS, as well as/or to be presented draft resolutions for the items inserted or proposed to be inserted on the agenda of OGMS, subject to the following conditions:

- ✓ for natural person-shareholders – the requests should be accompanied by copies of the identity documents of the shareholders, enabling the identification thereof in the registry of the Company's shareholders kept by Depozitarul Central;
- ✓ for legal person-shareholders – the requests should be accompanied by:
 - a Confirmation of Company's Details released by the Trade Registry or other similar document released by a competent authority from the state in which the shareholder is legally incorporated, in original or true copy, dated no later than 3 months before the publication of this Convening Notice for the OGMS, enabling the identification of the shareholders in the Company's registry of shareholders kept by Depozitarul Central;
 - the capacity of legal representative shall be established based on the records kept by Depozitarul Central; in case the shareholders registry kept by Depozitarul Central contains no data as to the capacity of legal representative, such capacity shall be proved by means of a Confirmation of Company's Details released by the Trade Registry, in original or true copy, or any other document, in original or true copy, released by a competent authority from the state where the shareholder is legally incorporated, attesting the capacity of legal representative;
 - the documents attesting the capacity of legal representative prepared in another foreign language than English, shall be accompanied by a sworn translation in Romanian or English.
- ✓ the requests should be accompanied by support documentation and/or draft resolution proposed for adoption;
- ✓ the requests should be delivered solely in writing, by means of a registered letter with receipt confirmation/by courier, in closed envelope, in original (signed and, as the case may be, stamped by the shareholders or legal representatives thereof), so that such requests could be registered as received in the Company's Registration Office by **09.04.2015, 11:00 o'clock**, with the mention: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 28/29, 2015"**

The same identification requirements shall be applicable for the legal representative of the shareholders raising inquiries in relation to the items on the agenda of OGMS.

Each shareholder, irrespective of its interest held in the share capital, is entitled to make inquiries regarding the items on the agenda of the OGMS so that they might be registered with the company's registration office by no later than **09.04.2015, 11:00 o'clock**, and the Company might answer on the Company's website *www.rompetrol.com/Rompetrol Well Services/Investor Relations/General Meeting of Shareholders*.

The said inquiries must be pertinent, must be related to the items on the agenda, must not infringe the duty of confidentiality or prejudice the Company's commercial interests and must be submitted in writing, either in original counterpart, signed and – as the case may be, stamped by the shareholders or by the legal representatives thereof, or by post/courier (to the Company's Registration Office mentioned hereinabove), with the clear mention written with capital letters: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 28/29, 2015"**

For the purpose of identifying and establishing the capacity of shareholder of the person making proposals for the supplementation of the agenda as per art. 7, par.(1) letter a) of NSC Regulation no.6/2009 or raising inquiries as per art.13 of the same regulation, the Company may require such person to provide an excerpt proving the capacity of shareholder and the number of shares held, released by Depozitarul Central or, as the case may be, the

participant defined under art.168, par.(1), letter b) of the Law nr.297/2004 providing trusteeship services.

The shareholders may be represented during the OGMS by other persons, based on a special/ general power of attorney. The natural person or legal person-shareholders which are registered in the shareholder's registry valid for the Reference Date may be represented in the general meeting by other persons than shareholders, based on a special power of attorney.

For this type of vote, the representative should use the special power of attorney forms(in Romanian/English) regulated by the law or a general power of attorney, prepared in accordance with the provisions of the GEO nr. 90/2014 on the amendment and supplementation of the Law no.297/2004 on the capital market. The legal person-shareholders or entities without legal personality attending the OGMS through another person than their legal representative, shall mandatorily use a special/general power of attorney, subject to the requirements set forth herein above.

The shareholder shall fill in and sign the special power of attorney in three original counterparts: one for the shareholder, one for the representative and one for the Company. The Romanian and English counterpart assignable to the Company, filled in and signed by the shareholder, shall be submitted/dispatched in a sealed envelope, so that it could be recorded as received in the Company's registration by **26.04.2015, 11:00 o'clock**, with a clear mention written in capital letters: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 28/29, 2015"**

The special power of attorney may be transmitted until **26.04.2015, 11:00 o'clock** and by e-mail with an extended electronic signature as per Law no.455/2001 on the electronic signature, at the address: maria.nicolae@rompetrol.com, mentioning the topic: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 28/29, 2015"**

The Company shall accept a special power of attorney, submitted in original counterpart, for participation and voting during the OGMS, issued by a shareholder to a credit institution rendering trusteeship services, without requiring other additional documents in relation to that respective shareholder, if the special power of attorney form rendered available by the Company is signed by that respective shareholder and stamped, as the case may be and is accompanied by an affidavit issued by the credit institution which was authorised though the special power of attorney to represent the shareholder, indicating that:

- i. the credit institution renders trusteeship services for the respective shareholder;
- ii. the instruction 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.

The special power of attorney and the affidavit given by the trustee should be delivered at the Company's headquarters, in original counterpart, signed and - as the case may be - stamped, or sent by e-mail, as per the requirements above, by **26.04.2015, 11:00 o'clock**, on pain of losing the voting right.

If the special power of attorney was delivered to the Company by e-mail, the proxies shall provide the technical secretariate the original counterpart of the special power of attorney.

The shareholders may give a general power of attorney, the validity period of which cannot exceed three years allowing the designated representative to vote for all issues upon which the general meeting of the Company's shareholders deliberates, on condition such power of attorney is given by the shareholder, acting as client, to a proxy defined as per art.2, par.(1), item 14 of the Law no. 297/2004 or to an attorney.

The shareholders cannot be represented during the general meeting of the shareholders by a person acting in reliance of a general power of attorney, if such person is in conflict of interest with the Company, according to art.243 par.(6⁴) of the Law no. 297/2004, enacted by GEO no.90/2014 on the amendment and supplementation of the Law no.297/2004.

The general power of attorney shall be submitted to the Company 48 hours in prior to the general meeting, in copy, comprising the specification "true copy of the original" under the representative's signature.

In prior to the submission of special/general power of attorney, the shareholders may notify the Company in connection with the designation of a proxy through the delivery of an e-mail at the address maria.nicolae@rompetrol.com mentioning in the subject line: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 28/29, 2015"**

The shareholders have the possibility to vote by correspondence, by using the postal ballot paper in Romanian/English.

Under the sanction of losing the right to vote, the postal ballot papers filled in and signed by the shareholders, together with all accompanying documents, may be submitted as follows:

- a) delivered to the Company's headquarters, in original, in a closed envelope, by any form of courier, so that they might be registered as received at the Company's Correspondence Registration Office by no later than **26.04.2015, 11:00 o'clock**, with the mention **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 28/29, 2015"**
- b) delivered by e-mail with extended electronic signature incorporated pursuant to Law no. 455/2001 on electronic signature, by **26.04.2015, 11:00 o'clock**, at the address: maria.nicolae@rompetrol.com, specifying in the subject line: **"FOR THE GENERAL ORDINARY MEETING OF SHAREHOLDERS OF APRIL 28/29, 2015"**

The special/general 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.

The Company shall accept a postal ballot paper in written form transmitted by a shareholder for which a credit institution provides trusteeship services, without requesting other additional documents regarding the respective shareholder, if the postal ballot paper is signed by the respective shareholder and it is accompanied by an affidavit issued by the legal representative of the credit institution, showing that:

- i. the credit institution provides trusteeship services for the respective shareholder;
- ii. the postal ballot paper is signed by the respective shareholder and contains vote options identical to the ones mentioned by the shareholder through a SWIFT message received by the credit institution from the respective shareholder.

The postal ballot paper forms in written form and the affidavit of the trustee must be transmitted to the Company's headquarters, in original, signed and - as the case may be - stamped, by no later than **26.04.2015, 11:00 o'clock**, under the sanction of losing the right to vot.

The special powers of attorney and/or ballot papers by correspondence, shall have to contain the information laid down by the forms made available by the Company, with the specification of the vote per each item on the agenda.

In the event that the shareholder that cast the vote by correspondence attends the general meeting in person or by proxy, the vote cast by correspondence shall be cancelled. In this case, only the vote cast in person or by proxy shall be taken into account.

If the person representing the shareholder by personally attending the general meeting is different from the person that cast the vote by correspondence, then, for the validity of the vote, such person shall submit in the meeting a written revocation of the vote by correspondence signed by the shareholder or by the proxy that cast the vote by correspondence. This action is not necessary if the shareholder or its legal representative is present at the general meeting.

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 **17.04.2015**.

Should the agenda of the meeting be supplemented and the shareholders not transmit the updated special/general powers of attorney or the updated ballot paper forms, the special/general powers of attorney and the ballot paper forms sent in prior to the supplementation of the agenda shall be considered only for the items that are to be found on the revised agenda.

Special/general powers of attorney and postal ballot paper forms that are not transmitted to the Company within the period laid down in this convening notice shall be deemed as null and void.

The documents submitted in a foreign language, other than English shall be accompanied by the translation performed by a sworn translator, in Romanian or English.

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 the hours of **9:00 - 14:00** or from the Company's website: www.rompetrol.com /Rompetrol Well Services/Investors Relations/ General Meeting of Shareholders.

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

Mr. Adrian Ion Stanescu

