



rompetrol

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Group
Member

ROMPETROL WELL SERVICES S.A.

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RESOLUTION
of the General Extraordinary Meeting of the Shareholders of
S.C. ROMPETROL WELL SERVICES S.A.
as of July 22th, 2015

The General Extraordinary 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. 2894/16.06.2015 and in Bursa newspaper no. 110 (5445)/15.06.2015,

Gathered in the legally convened session as of 22.07.2015, 11:00 a.m. in the first convening session, at the Company's headquarters, in the presence of the shareholders representing 73,016 % of the Company's share capital, for all the shareholders registered in the Company's Shareholders Registry at the end of 10.07.2015, 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 a number of 203,123,950 validly cast votes, accounting for unanimity of the votes expressed by the shareholders present or represented at the meeting, it is hereby approved the disestablishment of the branch "SC Rompetrol Well Services SA in the Republic of Kazakhstan", which is headquartered in Atyrau, 060003, St. Moldagaliyeva 31/19.

Article 2. With a number of 203,123,950 validly cast votes, accounting for unanimity of the votes expressed by the shareholders present or represented at the meeting, it is hereby approved the amendment and the supplementation of the Company's Articles of Incorporation, according to the amendments brought by GEO 90/2015, as follows:

- a) Chapter IV "*General Meeting*", article 13 "*Organization*", item 2 shall be amended and shall have the following content:

"13.2. *For the share capital increases by contribution in cash, the withdrawal of the shareholders' preferential right to the subscription of new shares should be decided by the general extraordinary meeting of the shareholders. The decision requires the presence of the shareholders representing 3/4 of the subscribed share capital and subject to the vote of the shareholders holding at least 2/3 of the voting rights.*
The share capital increased by contribution in kind should be approved by the general extraordinary meeting of shareholders, attended by at least 3/4 of the subscribed share capital and subject to the vote of the shareholders holding at least 2/3 of the voting rights.

The contributions in kind may consist solely of operational assets required to attain the scope of activity of the issuing company”.

b) Chapter IV “General Meeting”, article 13 “Organization”, item 9 shall be amended and shall have the following content:

“13.9. The shareholders may be represented in the general meeting by persons that are not shareholders of the company, in reliance of a limited or general power of attorney”.

c) The remaining articles of the Company's Articles of Incorporation remain unchanged.

Article 3. With a number of 203,123,950 validly cast votes, accounting for unanimity of the votes expressed by the shareholders present or represented at the meeting, it is hereby approved the date of August 11th, 2015, as registration date, within the meaning of article 238 par.(1) of the Law no. 297/2004, for the identification of the shareholders that fall under the scope of the decisions adopted by this GEMS.

Article 4. With a number of 203,123,950 validly cast votes, accounting for unanimity of the votes expressed by the shareholders present or represented at the meeting, it is hereby approved the date of August 10th, 2015, as ex-date, as such is defined by the NSC Regulation no. 6/2009.

Article 5. With a number of 203,123,950 validly cast votes, accounting for unanimity of the votes expressed by the shareholders present or represented at the meeting, Mr. Adrian-Ion Stănescu - member of the Company's Board of Directors, is hereby empowered to conclude and/or sign for and on behalf of the Company and/or of its shareholders the decisions which are to be adopted within this GEMS, including the sign the Company's updated Articles of Incorporation and to carry out any and all requisite proceedings for such adopted resolutions to be registered, rendered enforceable against third parties and published, the said proxy being entitled to sub-delegate third parties to act for such purpose.

Chairman of the meeting,

Mr. Adrian-Ion Stănescu



Meeting secretaries,

Mrs. Maria Nicolae

A blue ink handwritten signature of Mrs. Maria Nicolae.

**RESULT OF THE VOTES FOR THE RESOLUTIONS ADOPTED BY THE
EXTRAORDINARY GENERAL MEETING - 7/22/2015**

Of the total share capital - 278,190,900 shares x 0.10 lei, was attended personally or through a representative, shareholders holding 203.123.950 shares representing 73.0160% 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	203.123.950	100	0	0	0	0	0	0	203.123.950
Article 2	203.123.950	100	0	0	0	0	0	0	203.123.950
Article 3	203.123.950	100	0	0	0	0	0	0	203.123.950
Article 4	203.123.950	100	0	0	0	0	0	0	203.123.950
Article 5	203.123.950	100	0	0	0	0	0	0	203.123.950

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

