

RESOLUTION DRAFT
of the General Extraordinary Meeting of the Shareholders of
S.C. ROMPETROL WELL SERVICES S.A.
as of July 22th /23th, 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 22/23.07.2015, 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 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 [the unanimity/the majority] of the expressed votes, approves 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 [the unanimity/the majority] of the expressed votes, approves 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".

Article 3. With [the unanimity/the majority] of the expressed votes, approves the date of August 11th, 2015 as registration date, for the purpose of article 238 paragraph (1) of Law no. 297/2004, for the identification of the shareholders subject to the effects of the resolutions adopted by this EGMS.

Article 4. With [the unanimity/the majority] of the expressed votes, approves the date of August 10th, 2015 as *ex-date*, as such is defined by the NSC Regulation no. 6/2009.

Article 5. With [the unanimity/the majority] of the expressed votes, approves empowering Mr. Adrian-Ion Stanescu, member of the Company's Board of Directors, 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 EGMS 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,

Meeting secretaries: