

**rompetrol**KazMunayGas  
Group  
Member

ROMPETROL WELL SERVICES S.A.

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## INFORMATION MATERIAL

### regarding the issues submitted for debate to the Extraordinary General Meeting of Shareholders of S.C. Rompetrol Well Services S.A. of July 22<sup>th</sup>/23<sup>th</sup>, 2015

**The Board of Directors** of the company **Rompetrol Well Services S.A.**, having its registered office 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 Extraordinary General Meeting of the Shareholders (GEMS) for the date of 22.07.2015, 11:00 a.m.**, 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 GEMS shall be convened and scheduled for the date of 23.07.2015, 11:00 a.m. at the same venue and subject to the same agenda.

The convening notice was communicated to the Bucharest Stock Exchange and the Financial Supraevehre Authority on 11.06.2015 and was published in the *Official Gazette of Romania*, 4th Part, no. 2894/16.06.2015 and in *Bursa newspaper* no. 110 (5445)/15.06.2015.

#### **I. GENERAL INFORMATION:**

##### **A. INFORMATION REGARDING THE SHAREHOLDERS**

At the date of this notice of meeting the Company's share capital, subscribed and paid up in full, is of lei 27,819,090 represented by 278,190,900 registered shares, issued as dematerialized shares, fully covered, each share having a nominal value of lei 0.1. Each share entitles its holder to one vote within the general meeting.

At the date of convening the GEMS, according to the last Shareholders' Registry having the consolidation date 31.12.2014, **KMG INTERNATIONAL N.V.**- the majority shareholder holds a number of 203,110,150 shares amounting to lei 20,311,015 representing **73.0111%** of the share capital and the **Fund KJK FUND II SICAV-SIF(LUX)** holds a number of 29,709,950 shares amounting to lei 2,970,995 representing **10.6797%** of the share capital.

At the same consolidation date, the remainder of **the shareholders** (legal entities and natural persons) **holding each less than 10%** of the Company share capital, hold jointly a number of 45,370,800 shares, amounting to lei 4,537,080 representing **16.3092%** of the share capital.

The Company Directors and the persons from the executive management do not hold shares in the Company.

Trade Registry No: J 29/110/1991  
Fiscal Identification No: RO1346607IBAN: RO348ACX0000000030551310  
UniCreditTiriac Bank - Ploiesti  
Share Capital: 27819090 lei

## **B. INFORMATION REGARDING THE ORGANIZATION OF THE MEETING**

According to Art. 13.1. of the Constitutive Act of the Company, to validate the deliberations of the General Extraordinary Meeting, upon the first call, it is mandatory that the shareholders holding at least one quarter of the total voting rights attend the meeting and the resolution be adopted by majority of votes held by the present or represented shareholders. Should the meeting be unable to carry out its proceedings pursuant to any failure to comply with the quorum related conditions, the following convenings will require a shareholders' attendance of at least 1/5 of the aggregate number of voting rights and the resolutions will be made with majority of votes exercised by the shareholders attending the meeting in person or by representative.

For the date and time presented in the notice of meeting, the meeting shall be opened and chaired by the Chairman of the Board of Directors or by a person appointed by the Chairman.

The General meeting shall elect, among the present shareholders, one to three secretaries and a technical secretary among the employees, who will check the shareholders attendance list, mentioning the share capital represented by each of them and fulfillment of all formalities required by the law and the Articles of Incorporation for the organization for the General Meeting.

One of the secretaries shall draft the minutes of the General Extraordinary Meeting, attaching the documents related to the notice of meeting as well as the shareholders attendance lists.

The Resolutions of the General Extraordinary Meeting shall be passed by show of hands, except for the cases where the general meeting decides for ballot vote or if the law requires the ballot vote and shall be binding, including for the shareholders who did not attend the meeting or voted against.

The general extraordinary meeting of the shareholders may be attended only by the shareholders recorded in the Company's shareholders registry upon the reference date or the representatives thereof.

The access of the shareholders or of the representatives thereof, entitled to attend the general meeting of the shareholders, is permitted following the proof of their identity. Before entering the meeting room, the Company's designated employees shall verify the identity of the shareholders and/or the representative capacity thereof.

## **II. INFORMATION REGARDING THE ISSUES ON THE MEETING AGENDA**

Following acknowledgement of compliance with all legal requirements and provisions of the Articles of Incorporation for the organisation of the general meeting, the meeting agenda will be discussed.

**The Extraordinary General Meeting convened for July 22<sup>th</sup>, 2015, respectively July 23<sup>th</sup>, 2015(the second notice of meeting), has the following subject matters on the agenda:**

**1. To approve 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.**

**2. To approve 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".

**3.** To approve of the date of August 11<sup>th</sup>, 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 GEMS.

**4.** To approve of the date of August 10<sup>th</sup>, 2015 as ex-date, as such is defined by the NSC Regulation no. 6/2009.

**5.** To authorize 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 GEMS 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.

## **PRESENTATION:**

### **1. The disestablishment of the branch "SC Rompetrol Well Services SA in the Republic of Kazakhstan"**

The evolution of the commercial context and the last years economic results obtained by the branch of Rompetrol Well Services SA in the Republic of Kazakhstan have led to the need to initiate the process of its disestablishment.

There were objective factors which have led to this decision, such as:

- The small number of wells at which are rendered cementing services, therefore the low utilization rate of equipment and personnel;
- High costs related to transporting equipment and personnel to and from the location of the performed operations, with long distances between the contractors' fields;
- Delayed payments owed by the contractors;
- The absence of long-term contracts signed with the operators of oil and gas fields;
- The branch dependence of spare parts for equipment, additives, preparation of technical documentation and the professionalism of the staff from the central office of the Branch from Romania
- Strong competition from domestic and international companies with the same services.

The reorganization in terms of efficiency would require additional investments in the context of the uncertainties on the local market, characterized by a decrease in the works programs of the contractors and the lower price of crude oil. Therefore, estimated risks are significant

**Consequently, the Board of Directors proposed for approval by this General Meeting of Shareholders the disestablishment of the branch "SC Rompetrol Well Services SA in the Republic of Kazakhstan.**

## **2. The amendment and the supplementation of the Company's Articles of Incorporation**

Pursuant to acknowledging the provisions of the Government Emergency Ordinance no. 90/2014 intended to amend and supplement the Law no. 297/2004 on the capital market ("GEO no. 90/2014"), published in the Official Gazette of Romania, 1<sup>st</sup> Part, no. 964 as of December 30<sup>th</sup>, 2014 and enacted on January 9<sup>th</sup>, 2015,

The Board of Directors ascertained that the main amendments contemplated by the said ordinance in relation to Rompetrol Well Services, in consideration of the latter's capacity of securities issuer, are the following:

- I.** *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, attended by shareholders holding at least  $\frac{3}{4}$  of the subscribed share capital and subject to the vote of the shareholders representing at least  $\frac{2}{3}$  of the voting rights.*
- II.** *The share capital increased by contribution in kind should be approved by the general extraordinary meeting of shareholders, attended by at least  $\frac{3}{4}$  of the subscribed share capital and subject to the vote of the shareholders holding at least  $\frac{2}{3}$  of the voting rights.*

Whereas the amendment of art. 240, par.1 and 2 of the Law no.297/2004, according to items **I** and **II** above, the Board of Directors proposed for approval by this GEMS the amendment and supplementation of the Company's Articles of Incorporation, as follows:

- **Amendment of art.13.2** in the sense of amending the regime applicable to the share capital increases pursuant to contribution in cash or in kind: by withdrawal of the shareholders' preferential right for the share capital increases by contribution in cash, subject to the resolution of the GEMS attended by the shareholders **holding at least  $\frac{3}{4}$  of the subscribed share capital** (in prior to the amendment - attendance off all shareholders), respectively the approval of the share capital increases by contribution in kind subject to the resolution of the GEMS **attended by shareholders holding  $\frac{3}{4}$  of the share capital** (in prior to the amendment - attendance off all shareholders), for both types of increases **the resolution being made subject to the vote of the shareholders holding at least  $\frac{2}{3}$  of the voting rights** (in prior to the amendment -  $\frac{3}{4}$  of the voting rights)

**Consequently, the amendments and supplementations proposed for approval by GEMS are the following:**

**"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  $\frac{3}{4}$  of the subscribed share capital and subject to the vote of the shareholders holding at least  $\frac{2}{3}$  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”.*

- **Also, in accordance with the provisions of the Government Emergency Ordinance no. 90/2014, the shareholders may be represented in the General Meeting of the Shareholders of the companies the shares of which are admitted for trading on a regulated market, by other persons than shareholders, based on a limited or general power of attorney(in prior to amendment-solely based on a limited power of attorney)**

**Consequently, the Board of Directors proposed for approval by this General Meeting of Shareholders the following amendments:**

*“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”.*

***Whereas the aforementioned the Board of Directors proposed for approval the subject matter no.2 on the agenda.***

**3. Approval of the date of August 11<sup>th</sup>, 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 GEMS.

In accordance with art. 238 of the Law no. 297/2004, the Registration Date is defined as follows: “1) By way of derogation from the provisions of the Law no. 31/1990\*), the identification of the shareholders who will benefit from dividends or other entitlements and who are affected by the provisions of the resolutions of the general meeting of the shareholders shall be established by such meeting. Such date shall be set at least 10 business days after the date of the general meeting of shareholders.”

Considering the legal provisions, the Board of Directors proposed the date of **August 11<sup>th</sup>, 2015**, as registration date, pursuant to art. 238 of the Law no. 297/2004 on the capital market.

**4. Approval of the date of August 10<sup>th</sup>, 2015 as ex-date,** as such is defined by the provisions of the Regulation NSC no. 6/2009 amended by Regulations NSC no 13/2014

In accordance with art. 2 letter f of the Regulation NSC no. 6/2009 amended by Regulations NSC no 13/2014:

*“ex date – the date falling one settlement cycle minus one business day before the registration date, as of which the financial instruments forming the object of the corporate bodies’ resolutions are traded without the rights resulting from such resolution;”*

Considering the legal provisions, the Board of Directors proposed the date of **August 10<sup>th</sup>, 2015**, as **ex-date**.

**5. 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 GEMS 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.

In accordance with article 131 paragraph 4 of Company Law:

*" In order to be opposable to third parties, the decisions of the general assembly shall be filed within 15 days at the trade register office in order to be mentioned in the register and published in the Official Gazette of Romania, Part IV."*

In accordance with article 239 of the Law no. 297/2004:

*"The resolution of the general meeting establishing the dividends shall be submitted within fifteen (15) days to the office of the registry of commerce for registration and published in the Official Journal of Romania, Part IV. The resolution is an enforceable title, based on which the shareholders may initiate forced execution against the company according to law."*

In order to comply with these formalities, The Board of Directors proposes to the general meeting to empower Mr. Adrian-Ion Stănescu, as Member of the Board of Directors and Deputy General Manager, 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 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.

### **III. MISCELLANEOUS PROCEDURAL MATTERS REGARDING THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**

**The reference date is 10.07.2015.**

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 GEMS, *by correspondence* (based on a Postal Ballot Paper).

**The access and/or the vote by correspondence of the shareholders** entitled to attend the EGMS 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, then 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 registered, 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 GEMS.

**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 EGMS).

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 **22.06.2015**, the convening notice of the EGMS, 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, each business day, from 10:00 o'clock to 14:00 o'clock or may be downloaded from the Company's website [www.rompetrol.com/Rompetrol Well Services/Investors Relations / General Meeting of Shareholders](http://www.rompetrol.com/Rompetrol%20Well%20Services/Investors%20Relations%20General%20Meeting%20of%20Shareholders).

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 EGMS, as well as/or to be presented draft resolutions for the items inserted or proposed to be inserted on the agenda of EGMS, 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 EGMS, 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 **26.06.2015, 11:00 o'clock**, with the mention: **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF JULY 22/23, 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 GEMS.

Each shareholder, irrespective of its interest held in the share capital, is entitled to make inquiries regarding the items on the agenda of the GEMS so that they might be registered with the company's registration office by no later than **26.06.2015, 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](http://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 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF JULY 22/23, 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 GEMS 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 GEMS 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 shareholders 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/dispached in a sealed envelope, so that it could be recorded as received in the Company's registration by **20.07.2015, 11:00 o'clock**, with a clear mention written in capital letters: **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF JULY 22/23, 2015"**

The special power of attorney may be transmitted until **20.07.2015, 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](mailto:maria.nicolae@rompetrol.com), mentioning the topic: **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF JULY 22/23, 2015"**

The Company shall accept a special power of attorney, submitted in original counterpart, for participation and voting during the GEMS, 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 through 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 **20.07.2015, 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.(I), 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.(6<sup>4</sup>) 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](mailto:maria.nicolae@rompetrol.com) mentioning in the subject line: **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF JULY 22/23, 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 **20.07.2015, 11:00 o'clock**, with the mention **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF JULY 22/23, 2015"**
- b) delivered by e-mail with extended electronic signature incorporated pursuant to Law no. 455/2001 on electronic signature, by **20.07.2015, 11:00 o'clock**, at the address: [maria.nicolae@rompetrol.com](mailto:maria.nicolae@rompetrol.com), specifying in the subject line: **"FOR THE GENERAL EXTRAORDINARY MEETING OF SHAREHOLDERS OF JULY 22/23, 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 GEMS.**

**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 **20.07.2015, 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 **08.07.2015**.

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 supplimentation 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 on the Company's website: [www.rompetrol.com](http://www.rompetrol.com) /Rompetrol Well Services/Investors Relations/ General Meeting of Shareholders, and from Shareholder's Office - phone 0244/522009 or Legal Office - phone 0744/686837, on business days between 9:00 - 14:00.

**MEMBER OF THE ADMINISTRATION BOARD,  
DEPUTY GENERAL MANAGER,**

**MR. ADRIAN ION STĂNESCU**

