

## **INFORMATION MATERIAL**

### **regarding the issues submitted for debate to the Ordinary General Meeting of Shareholders of S.C. Rompetrol Well Services S.A. of April 28<sup>th</sup>/29<sup>th</sup>, 2016**

**The Board of Directors** of the company **Rompetrol Well Services S.A.**, having its registered office located in Ploiesti, 2 bis Ciopotei 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 28.04.2016, 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 General Extraordinary Meeting shall be convened and scheduled for the date of 29.04.2016, 11:00 a.m. at the same venue and subject to the same agenda.

#### **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 OGMS, according to the last Shareholders' Registry having the consolidation date 31.12.2015, **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.

## **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 Ordinary General Meeting, upon the first call, it is mandatory the presence of shareholders holding at least one quarter of the total voting rights and a majority of votes held by the present or represented shareholders to pass the resolutions.

If the meeting cannot be held due to lack of quorum, the meeting held on a second call can deliberate on the items on the Agenda of the first meeting, regardless of the quorum present, passing the resolutions with the majority of the votes expressed.

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 Ordinary General Meeting, attaching the documents related to the notice of meeting as well as the shareholders attendance lists.

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

In accordance with the provisions of art. 130 par.2 of the Law no. 31/1990:

*"The ballot vote is mandatory for the appointment or dismissal of the members of the board of directors, namely of the supervisory board, for the appointment, dismissal or removal of the internal auditors and the financial auditors and for passing resolutions regarding the liability of the members of the administrative, management and control bodies of the company."*

Such provisions are included also in the special regulations regarding securities and in the statutory provisions.

Therefore:

- for to revoke / to elect a member of the Board of Directors, the vote shall be by ballots;
- for to appoint / to approve the Company's financial auditor, the vote shall be by ballots;
- for all the other issues on the agenda, the vote shall be by show of hands.

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

Finding that the legal requirements and the provisions of the Articles of Incorporation are complied with in order to organise the general meeting, the agenda of the meeting shall be discussed.

**The Ordinary General Meeting called for April 28<sup>th</sup>, 2016, namely April 29<sup>th</sup>, 2016(the second notice of meeting), includes on its agenda the following items:**

1. The approval of individual Financial Statements of the Company as of December 31, 2015 based on the Annual Report of the administrators for the financial year 2015 and the Financial Auditor Report issued by the financial auditor of of the Company "Ernst & Young Assurance Services S.R.L."

2. The approval of the covering of the accounting loss of the year 2015, from reserves constituted from undistributed profit of previous years;
3. The approval to discharge the Company administrators for the activity carried out within the financial year 2015, based on the presented reports;
4. Election of two members of the Board of Directors for a mandate starting on the date of this General Ordinary Meeting of the Shareholders and ending on 28.04.2018 (the expiry date of the mandate granted to the current members of the Board of Directors). The Board of Directors has nominated as candidates for vacancies of directors of the Company, on Mr. Yerzhan Orynassarov and Mr. Vadim Poletaev, which were appointed provisionally after the resignations of two directors;
5. Appointment of the financial auditor and establishing of the minimum duration of the audit contract;
6. The approval of the financial auditor and establishing of the minimum duration of the audit contract;
7. The approval of Income and Revenues Budget and of the Investment Program for 2016;
8. Fixing the remuneration due for the financial year 2016 the Company's Board members;
9. Empowering Mr. Adrian-Ion Stanescu, member of the Board of Directors and 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;
10. Approval of date 20.05.2016 as the record date to identify shareholders who are affected by the decisions to be taken.
11. Approval of date 19.05.2016 as ex-date, as defined by the provisions of the Regulation no. 6/2009.

#### **PRESENTATION:**

**1. The presentation, discussions and approval of individual Financial Statements of the Company as of December 31, 2015 based on the Annual Report of the administrators for the financial year 2015 and the Financial Auditor Report issued by the financial auditor of of the Company "Ernst & Young Assurance Services S.R.L." .**

According to the provisions of article 111 paragraph 2 letter a) of Law no. 31/1990 on companies, the general meeting is obliged *"to discuss, approve or amend the annual financial statements, based on the reports submitted by the Board of directors or by the director and the board of supervisors, auditors and, where appropriate, the financial auditor and to fix the dividend."*

Board of Directors proposes to the General Meeting to approve the annual financial statements of the Company ended December 31, 2015 based on the Annual Report of the Directors for the financial year 2015 and of Auditor's Report prepared by "Ernst & Young Assurance Services SRL"

Annual financial statements for the financial year 2015 were audited by "Ernst & Young Assurance Services SRL" according to their opinion.

Thus, the main economic-financial indicators for the financial year 2015 are:

Turnover	49,975,025 lei
Total income	53,381,381 lei
Total expenses	82,202,861 lei
Gross loss	28,821,480 lei
Net loss	29,622,639 lei

**Therefore, it is hereby proposed the approval of individual Financial Statements of the Company as of December 31, 2015 based on the presented reports (the Annual Report of the administrators for the financial year 2015 and the Financial Auditor Report) .**

**2. Approval of the coverage of accounting loss for the financial year 2015 from reserves constituted from undistributed profit of previous years;**

According to the provisions the Accountancy Law 82/1991, republished, with subsequent amendments and completions and the OMPF 1286/2012, the definitive result of the exercise is set annually and is the final balance of the profit and loss account.

Thus, accounting loss is covered from the profit for the year ended, from the carried over accounting profit, from the reserves constituted from net profit, from the share capital and from other own financial resources.

For the loss achieved in 2015 amounting to 29,622,639 lei, the source of coverage consists in reserves from the undistributed profit from previous years.

**Therefore, it is hereby proposed to approve the coverage of the accounting loss of the year 2015, amounting to 29,622,639 lei, from reserves constituted from undistributed profit of previous years.**

**3. Approval to discharge the Company administrators for the activity carried out within the financial year 2015, based on the presented reports.**

In accordance with Art. 111(2) letter (d) of Law. 31/1990 on commercial companies: "*Besides the debate of other issues on the agenda the general assembly shall be obliged:*

*d) to give their opinion on the administration of the board of directors or of the management";*

Following the approval of the financial Statements for the year ended 31 December 2015, based on the Annual Report of the Directors and on the Financial Auditor's Report issued by the financial auditor of the Company "Ernst & Young Assurance Services S.R.L." for the 2015 financial year,

**it is hereby proposed to approve the discharge of the liability of the members of the Board of Directors for the 2015 financial year.**

**4. Election of two members of the Board of Directors for a mandate starting on the date of this General Ordinary Meeting of the Shareholders and ending on 28.04.2018 (the expiry date of the mandate granted to the current members of the Board of Directors), as a consequence of abandoning the mandate by administrator of Mr. Kuanysh Kudaibergenov as from the date May 1, 2015 and Mr. Talgat Issayev as from the date July 1/2015.**

The Board of Directors has nominated as candidates for vacancies of directors of the Company, on Mr. Yerzhan Orynassarov and Mr. Vadim Poletaev, who were appointed provisionally after the resignations of two directors;

Proposals of shareholders for the position of administrator shall be deposited / sent at the Company headquarters until the date of **April 8, 2016 11:00 o'clock**, in order to enter the list of candidates that will be submitted for approval by the Ordinary General Meeting of Shareholders.

Starting with **April 11, 2016 11:00 o'clock**, the final list containing information about the name, domicile and professional qualifications of the candidates for the position of administrator will be available to shareholders at the Company's registered office and on its website.

**Therefore, it is proposed the election of two members of the Board of Directors, namely: Mr. Yerzhan Orynassarov and Mr. Vadim Poletaev, for a mandate starting on the date of this General Ordinary Meeting of the Shareholders and ending on 28.04.2018.**

**For the election of new members of the Board, the vote will be secret;**

**5. Appointment of the financial auditor and establishing of the minimum duration of the audit contract;**

Considering:

- ✓ the expiration of the contract for auditing services concluded with the firm "Ernst & Young Assurance Services S.R.L.", the contract to audit the financial statements of the last year, 2015,
- ✓ provisions of Article 19 paragraph 2 of the articles of Incorporation of Rompetrol Well Services SA regarding the approval of the financial auditor of the company,

In accordance with art. 111 paragraph 2 letter b ^ 1 of Law no. 31/1990 on companies "*Besides the debate of other issues on the agenda the general assembly shall obliged:*

*b ^ 1) in the case of companies whose financial statements are audited, to appoint or dismiss the auditor and fix the minimum duration of the audit contract;"*

**Therefore, it is proposed approval by the General Meeting of Shareholders of the auditor proposed by the Board of Directors.**

**For the approval of the financial auditor, the vote will be secret.**

**6. Approval of the Revenue and Expenses Budget and of the Investment Program for 2016;**

In accordance with article 111 letter e) of the Company Law no. 31/1990, the revenue and expenses budget is to be approved by the Ordinary General Meeting of Shareholders.

Concerning the elaboration of the revenue and expenses budget and investment program in 2016 have been made estimates of commercial transactions expected for 2016.

The main financial indicators in the Revenue and Expenses Budget proposal for the 2016 financial year are:

Total revenues	= 62,317,400 lei
Total expenses	= 53,545,100 lei
Gross profit	= 8,772,300 lei
Net profit	= 7,368,700 lei

The investments included in the budget for 2016 are in the amount of USD 520,000.

**Therefore, it is hereby proposed to the Ordinary General Meeting of Shareholders to approve the Revenue and Expenses Budget and the Investment Program - for 2016.**

**7. Fixing the remuneration due for the financial year 2016 the Company's Board members**

In accordance to the provisions of article 111 paragraph 2 letter c) of Company Law no. 31/1990, with its subsequent amendments: "*Besides the debate of other issues on the agenda the general assembly shall obliged:*

*c) to establish the proper remuneration for the members of the board of directors or of the supervisory board, and the censors for the current exercise, unless it was settled by the constitutive act;"*

The remuneration will be established during the meeting at the proposal of the Company's shareholders.

**8. Empowering Mr. Adrian - Ion Stănescu, as Member of the Board of Directors and General Manager of the Company, to sign in the name of the shareholders the resolutions of the OGMS and to perform any act or formality required by law for the registration and the enforcement of the resolutions of the OGMS, with the possibility of substitution by third parties;**

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 - General Manager, to sign in the name of the shareholders the resolutions of the OGMS and to perform any act or formality required by law for the registration and the enforcement of the resolutions of the OGMS.

**9. Approval of date 20.05.2016 as the record date to identify shareholders who are affected by the decisions to be taken.**

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 **May 20<sup>th</sup>**, 2016, as registration date, pursuant to art. 238 of the Law no. 297/2004 on the capital market.

**10. Approval of date 19.05.2016 as ex-date, as 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 **May 19<sup>th</sup>**, 2016, as **ex-date**.

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

**The reference date is 18.04.2016.**

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).

**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 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 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 **March 28, 2016 16:00 o'clock**, 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 [www.rompetrol.com/Rompetrol Well Services/Investors Relations / General Meeting of Shareholders](http://www.rompetrol.com/Rompetrol_Well_Services/Investors_Relations_/General_Meeting_of_Shareholders).

In accordance with the provisions of article 137<sup>1</sup> of the Law no.31/1990, the current members of the Board of Directors or the shareholders are entitled to nominate the candidates for the director positions.

Any interested shareholder are entitled to make proposals for the directors' position, such proposals following to be submitted/transmitted to the Company's Registration Office until **April**

**8, 2016, 11:00 o'clock**, in order to be registered on the candidates' list which will be submitted to the OGMS for approval.

Such proposals( duly authorized and stamped, as the case may be) shall be accompanied by the following documents:

- candidate's acceptance of the registration thereof on the list of candidates for the position of member of the Company's Board of Directors;
- candidate's updated, dated and signed resume, in Romanian or, in case such resume is drafted in another language, in copy and legalized translation, with special emphasis on the professional expertise of the candidate;
- certified copy of the candidate's identity document; in case the document is written in other language than Romanian, it shall be submitted in copy and legalized translation;
- copies of the valid identity document of the natural person-shareholders certified on their own liability (identity card for Romanian citizens or, as the case may be, passport/residence permit for foreign citizens), respectively – for legal persons – a Confirmation of Company's Details released by the Trade Registry or other similar document released by a competent authority from the state where the shareholder is legally incorporated, attesting the capacity of the legal representative of the legal person-shareholder, in original or true copy, issued by no more than 3 months in prior to the publication date of the OGMS convening notice.

The capacity of legal representative of the legal person-shareholders shall be ascertained based on the Company's Shareholders List valid for the reference date, provided by Depozitarul Central S.A. Nevertheless, if the shareholder failed to timely inform Depozitarul Central in relation to its legal representative or if such information is not specified/updated in the Company's Shareholders List valid for the reference date provided by Depozitarul Central, than the shareholder shall provide as well as document attesting the capacity of legal representative of the signatory (proof released by a competent authority, either in original or true copy, dated no later than 3 months before the publication of this Convening Notice for the Ordinary General Meeting of the Shareholders).

The foregoing documents may be submitted to the Company as follows:

- a) delivered to the Company's headquarters, in a closed envelope, by any form of courier, with the mention **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 28/29, 2016"**
- b) sent by e-mail with extended electronic signature incorporated pursuant to Law no. 455/2001 on electronic signature, to the address: maria.nicolae@rompetrol.com, specifying in the subject line: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 28/29, 2016"**

Starting with **April 11, 2016 11:00 o'clock**, the final list containing information about the name, domicile and professional qualifications of the candidates for the position of administrator will be available to shareholders at the Company's registered office and on its 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 **08.04.2016 11:00 o'clock**, with the mention: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 28/29, 2016"**

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 **08.04.2016, 14:00 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 ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 28/29, 2016"**

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 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/dispatched in a sealed envelope, so that it could be recorded as received in the Company's registration by **26.04.2016, 11:00 o'clock**, with a clear mention written in capital letters: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 28/29, 2016"**

The special power of attorney may be transmitted until **26.04.2016, 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 ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 28/29, 2016"**

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 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 **26.04.2016, 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.(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 ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 28/29, 2016"**

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 **26.04.2016, 11:00 o'clock**, with the mention "**FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 28/29, 2016**"
- b) delivered by e-mail with extended electronic signature incorporated pursuant to Law no. 455/2001 on electronic signature, by **26.04.2016, 11:00 o'clock**, at the address: maria.nicolae@rompetrol.com, specifying in the subject line: "**FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 28/29, 2016**"

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 **26.04.2016, 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 **15.04.2016**.

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](http://www.rompetrol.com) /Rompetroil Well Services/Investors Relations/ General Meeting of Shareholders.

**CHAIRMAN OF THE ADMINISTRATION BOARD,  
Mr. Yerzhan ORYNBASSAROV**

**GENERAL MANAGER,  
Mr. Adrian Ion STANESCU**



**FINANCE MANAGER,  
Mr. Vasile Gabriel MANOLE**

