



rompetrol

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ROMPETROL WELL SERVICES S.A.

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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 27th/28th, 2017

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 27.04.2017, 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 Ordinary Meeting shall be convened and scheduled for the date of 28.04.2017, 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 31.12.2016, **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: RO1346607

IBAN: RO34BACX0000000030551310
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 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 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 27th, 2017, namely April 28th, 2017(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, 2016 based on the Annual Report of the administrators for the financial year 2016 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 2016, 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 2016, based on the presented reports;
4. Appointment of the financial auditor and stablishing of the minimum duration of the audit contract;
5. The approval of Income and Revenues Budget and of the Investment Program for 2017;

6. Fixing the remuneration due for the financial year 2017 the Company's Board members;
7. 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;
8. Approval of date 23.05.2017 as the record date to identify shareholders who are affected by the decisions to be taken.
9. Approval of date 22.05.2017 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, 2016 based on the Annual Report of the administrators for the financial year 2016 and the Financial Auditor Report issued by the financial auditor 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, 2016 based on the Annual Report of the Directors for the financial year 2016 and of Auditor's Report prepared by "Ernst & Young Assurance Services SRL"

Annual financial statements for the financial year 2016 were audited by "Ernst & Young Assurance Services SRL" according to their opinion.

Thus, the main economic-financial indicators for the financial year 2016 are:

Turnover	31,106,110 lei
Total income	33,464,751 lei
Total expenses	39,285,312 lei
Gross loss	5,718,271 lei
Net loss	5,820,561 lei

Therefore, it is hereby proposed the approval of individual Financial Statements of the Company as of December 31, 2016 based on the presented reports (the Annual Report of the administrators for the financial year 2016 and the Financial Auditor Report) .

2. Approval of the coverage of accounting loss for the financial year 2016 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 2016 amounting to 5,820,561 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 2016, amounting to 5,820,561 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 2016, 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 2016, 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 2016 financial year,

it is hereby proposed to approve the discharge of the liability of the members of the Board of Directors for the 2016 financial year.

4. 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, 2016,
- ✓ 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.

5. Approval of the Revenue and Expenses Budget and of the Investment Program for 2017;

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 2017 have been made estimates of commercial transactions expected for 2017.

The main financial indicators in the Revenue and Expenses Budget proposal for the 2017 financial year are:

Total revenues	= 48,551,600 lei
Total expenses	= 36,062,900 lei
Gross profit	= 12,488,700 lei
Net profit	= 10,591,100 lei

The investments included in the budget for 2017 are in the amount of USD 880,000.

Budget proposals for 2017 were approved by the Board of Directors at its meeting of 23 March 2017.

Therefore, it is hereby proposed to the Ordinary General Meeting of Shareholders to approve the Revenue and Expenses Budget and the Investment Program - for 2017.

6. Fixing the remuneration due for the financial year 2017 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.

7. 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.

8. Approval of date 23.05.2017 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 23th**, 2017, as registration date, pursuant to art. 238 of the Law no. 297/2004 on the capital market.

9. Approval of date 22.05.2017 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 22th**, 2017, as **ex-date**.

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

The reference date is 18.04.2017.

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).

Access and/or vote by correspondence of the shareholders entitled to attend, on the date established, the present Ordinary General Meeting of Shareholders shall be permitted: (i) *in the case of the shareholders - natural persons or of the legal representative of the shareholder - legal entities*, by the simple proof of identity, consisting in the presentation, in original, of the identification document (identity card for Romanian citizens or, as the case may be, passport/residence permit for foreign citizens), and (ii) *in the case of the shareholders - legal entities and of the shareholders - natural persons participating by representative*, though the power of attorney given to the person that represents them and presenting in original the identification document of the legal representative/proxy (identity card for Romanian citizens or, as the case may be, by means of passport/residence permit for 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 entities-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 by the respective shareholder - legal entity.

The capacity of legal representative of the shareholders - legal entities or of the unincorporated entities 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 date of this Convening Notice for the OGMS).

The documents attesting the capacity of legal representative presented in a foreign language, other than English (except for the identity documents valid on the territory of Romania) shall be accompanied by a sworn translation in Romanian or English. It is not necessary for the documents drafted in foreign languages to be apostilled or notarized.

The shareholders lacking legal competence, as well as the legal entities can be represented by their legal representatives, who, in their turn, may delegate other persons to this effect.

The information concerning the Special /General Powers of Attorney and vote by correspondence is specified hereunder.

Starting with **March 28, 2017**, 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%20Well%20Services/Investors%20Relations%20-%20General%20Meeting%20of%20Shareholders).

Please be informed that the Company's Registration Office is closed on non-business days and legal holidays, and open on business days between 8:00 a.m. and 4:00 p.m., Romanian time (Monday to Friday).

One or more shareholders representing, individually or jointly, at least 5% of the share capital is/are entitled, subject to the law, to request the Board of Directors of the Company to insert 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 shareholders - natural persons, 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 shareholders – legal entities or unincorporated entities, the requests should be accompanied by:
 - an excerpt from the company's register of shareholders, attesting the capacity of shareholder and the number of shares held, issued by the Depozitarul Central or, as the case may be, by the participants specified in art. 168, para. (1), letter b) of Law no. 297/2004, providing trusteeship services – in the case where the shareholder/legal representative of the shareholder – legal entity/unincorporated entity is not found on the list of shareholders from Depozitarul Central;
 - documents attesting the registration of the information on the legal representative with the Depozitarul Central SA/participants specified in art. 168, para.(1), letter b) of Law no. 297/2004;
 - the capacity of legal representative shall be established based on the company's register of shareholders kept by the Depozitarul Central SA; in the case where the company's register of shareholders contains no data as to the capacity of legal representative or this data is not updated, such capacity shall be proven by means of a confirmation of company details released by the Trade Registry, presented in original or certified copy, or any other document, in original or certified copy, released with a least 3 months prior to the publication date of the convening notice of this OGMS, by a competent authority of the state where the shareholder is legally incorporated, attesting the capacity of legal representative;
 - the documents attesting the capacity of legal representative drafted in a foreign oher than English, shall be accompanied by a sworn translation in Romanian or English. It is not necessary for the documents drafted in a foreign language to be apostilled or notarized.
- 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 **10.04.2017 14:00 o'clock**, with the mention: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 27/28, 2017"**

The same identification requirements shall also 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 **10.04.2017, 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 27/28, 2017"**

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, drafted in accordance with the provisions of the NSC Regulation no. 6/2009, as further amended and supplemented. 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 may delegate by special power of attorney one or more alternate representatives, by concurrently establishing the order in which they will exercise their mandate.

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 **25.04.2017, 11:00 o'clock**, with a clear mention written in capital letters: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 27/28, 2017"**

The special power of attorney may be transmitted until **25.04.2017, 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 27/28, 2017"**

If the special power of attorney has been delivered to the Company by e-mail, the proxies shall also provide the technical secretariat an original counterpart of the limited power of attorney.

The shareholders may give a **general power of attorney** valid for a period which cannot exceed three years, allowing the designated representative to vote for all issues under discussion in the general meeting of the shareholders of the Company, including with regards to the disposal documents, provided that such general power of attorney be given by the shareholder, acting as client, to a proxy defined as per art. 2, par. (1), item 14 of Law no. 297/2004 or to an attorney who is not in a conflict of interest situation, which may arise especially in the cases regulated by art. 243, para. (6⁴) of Law no. 297/2004 and can be valid without any other additional documents on the respective shareholder, if signed by the respective shareholder and accompanied by an

affidavit, in original, signed, as the case may be, stamped by the legal representative of the proxy or by the attorney who was given power of representation by general power of attorney showing:

- the power of attorney is given by the respective shareholder, as client, to its Representative, or, as the case may be, to its attorney;
- the general power of attorney is signed by the shareholder, including by applying the extended electronic signature, if necessary.

The contents of the general power of attorney must specify the capacity of representative or attorney of the proxy. The proxy cannot be substituted by another person. Notwithstanding, in the case where the proxy is a legal person, the latter may exercise its mandate given by any person within the administrative or management body or among its employees. The proof of the capacity of representative or attorney of the proxy of the respective shareholder shall be done by the affidavit of the proxy given on the form published together with the supporting documentation of the OGMS on the website of the Company and signed by the proxy upon entering the meeting room, before the organizers of the OGMS.

The shareholders cannot be represented in the OGMS based on a general power of attorney, by a person who is in a conflict of interest situation, as per the provisions of art. 243 para. (6⁴) of Law 297/2004, text added by GEO no. 90/2014 for the amendment and supplementation of Law no. 297/2004.

The general power of attorney must at least contain the following information: (i) name/name of the shareholder; (ii) name/name of the representative (who is given power of attorney); (iii) date of the power of attorney, as well as its validity period, with the observance of the legal provisions; the powers of attorney bearing a later date shall lead to the revocation of the powers of attorney previously given; (iv) clear specification of the fact that the shareholder gives power of attorney to its representative to participate and to vote on its behalf by the general power of attorney in the general meeting of the shareholders for the entire holding of the shareholder on the Reference Date, with the express specification of the Company/Companies for which the respective power of attorney is being used. The general power of attorney shall expire as per the provisions of art. 15¹, para. (2), of the National Securities Commission' Regulation no. 6/2009.

The general powers of attorney shall be submitted with the Company's registration office or sent, in any form, by mail or courier, with confirmation of receipt, no later than **April 25th, 2017, at 11:00**, in copy, comprising the mention of certified copy, with the signature of the representative, in a sealed envelope, with the clear mention written in capital letters: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 27/28, 2017"**

The general power of attorney may be transmitted until **25.04.2017, 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 27/28, 2017"**

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 27/28, 2017"**.

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 **25.04.2017, 11:00 o'clock**, with the mention **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 27/28, 2017"**

b) delivered by e-mail with extended electronic signature incorporated pursuant to Law no. 455/2001 on electronic signature, by **25.04.2017, 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 27/28, 2017"**

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 vote by mail may be expressed by a representative only in the case where the latter has been given a special /general power of attorney by the shareholder whom it represents, which shall be submitted with the Company as per art. 243, para. (6³) of Law no. 297/2004.

The special powers of attorney and/ the postal ballot paper forms will contain the information provided in the limited power of attorney/postal ballot paper forms made available by the Company, by specifying the vote for each item on the agenda of the OGMS. 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 **14.04.2017**.

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](http://www.rompetrol.com/Rompetrol_Well_Services/Investors_Relations/General_Meeting_of_Shareholders).

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

Mr. Adrian Ion Stănescu

