



**rompetrol**

KazMunayGas  
Group  
Member

ROMPETROL WELL SERVICES S.A.  
Strada Clopotei, nr. 2 bis,  
Ploiesti, Judetul Prahova,  
ROMANIA

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To: **BUCHAREST STOCK EXCHANGE  
FINANCIAL SUPERVISORY AUTHORITY**

**Current report according to the F.S.A. Regulation no. 5/2018**

Report date: **24.04.2019**

**ROMPETROL WELL SERVICES S.A. PLOIEȘTI**

Registered headquarters: Ploiești, 2bis Clopotei Street,  
Prahova County

Phone/fax no.: 0244.544.101/ 0244.522.913

Sole Registration Code: RO 1346607

Registration number with the Trade Registry: J29/110/1991

Subscribed and paid up share capital: 27,819,090 lei

Regulated market on which the securities issued by the company are traded: Bucharest Stock Exchange  
(symbol PTR)

**Significant event to report: Resolutions no. 1/2019, 2/2019, 3/2019 adopted by the Ordinary General Meeting of Shareholders and Resolution no. 1/2019 adopted by the Extraordinary General Meeting of Shareholders of Rompetrol Well Services S.A. as of April 24<sup>th</sup>, 2019.**

**The Ordinary General Meeting of Shareholders of Rompetrol Well Services S.A.** (referred collectively as “Meetings”), convened in session by virtue of art. 117 para.1 of the Companies Law no. 31/1990, as republished and subsequently amended, of the provisions of the Law no. 24/2017 on the issuers of financial instruments and market operations, of the Financial Supervisory Authority’s Regulation no. 5/2018 on issuers of financial instruments and market operations, carried out its proceedings in compliance with the publicity and quorum conditions provided for by Law no. 31/1990, as republished and subsequently amended and the provisions of the Articles of Incorporation of Rompetrol Rafinare S.A. (hereinafter referred to as the “Company”).

The convening notice of the General Meetings of Shareholders was published in the Official Gazette of Romania, 4<sup>th</sup> Part, no. 1283 as of March 21<sup>th</sup>, 2019 and in “Bursa” newspaper no. 53 (historic no. 6348) as of March 21<sup>th</sup>, 2019.

**The Ordinary General Meeting of Shareholders (“OGMS”) was convened in session as of April 24<sup>th</sup>, 2019 – first convening – at 10.00 A.M., at the Company’s headquarters, in compliance with the legal validity requirements, being attended either directly, through the vote by correspondence and by the representatives of the shareholders legal entities, representing 83,6908 % of the Company’s share capital and 83,6908 % of the total voting right registered with Depozitarul Central S.A. București on the reference date April 12<sup>th</sup>, 2019, as follows:**

- **KMG Internațional N.V, holder of 203,110,150 shares/voting rights, representing 73.0111 % of the share capital,**
- **KJK BALKAN HOLDING S.a.r.l, holding 29,709,950 shares/voting rights, representing 10.6797 % of the share capital,**
- **LEFTER RAZVAN STEFAN, holding 6,599 shares/voting rights, representing 0.0023 % of the share capital,**



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Subject to the provisions of the Company's Articles of Incorporation and of Law no. 31/1990, as republished and subsequently amended, **the Ordinary General Meeting of Shareholders adopted the Resolutions no. 1/2019, 2/2019 and 3/2019 in respect of the issues on the meeting agenda, as follows:**

**Resolution no. 1/2019 regarding the items on the agenda no.1,2,4,5,9 and 10:**

**Article 1**

*With a number of 203,110,150 validly casted votes, accounting for the majority of the votes exercised by the shareholders present or represented at the meeting, it is hereby approved the annual individual financial accounts having as closing day the day of December 31,2018, prepared according to the International Financial Reporting Standards, based on the Report of administrators and the Report of financial auditor of the Company.*

**The main financial indicators are:**

- Turnover	62,760,538 lei
- Total income	68,492,568 lei
- Total expenses	51,605,928 lei
- Gross profit	19,454,293 lei
- Net profit	16,886,640 lei

**Article 2**

*With a number of 232,826,699 validly casted votes, accounting for unanimity of the votes exercised by the shareholders present or represented at the meeting, the distribution of Company net profit achieved in 2018 amounting RON 16.886.640 as follows:*

*(i) dividends – RON 5.007.436 respective 0.018 lei gross value/share*

*(ii) other reserves– RON 11.879.204; approval the date of payment of dividends as of July 2<sup>th</sup> 2019*

**Article 3**

*With a number of 203,110,150 validly casted votes, accounting for majority of the votes exercised by the shareholders present or represented at the meeting it is hereby approved the Income and Expenditure Budget and the Investment plan for 2019.*

***Budget and the Investments Plan for 2019.***

- Total income	61,553,300 lei
- Total expenses	49,876,800 lei
- Gross profit	11,676,500 lei
- Net profit	9,808,400 lei

**Article 4**

*With a number of 203,110,150 validly casted votes, accounting for majority of the votes exercised by the shareholders present or represented at the meeting it is hereby approved the monthly gross remuneration of the members of the Board of Directors for the financial year 2019 respectively: Chairman of the Board of Directors – 2,564 USD/gross/month, payable at the NBR exchange rate RON/USD from the last day of the month, for Members of the Board of Directors – 1,709 USD/gross/month, payable at the NBR exchange rate RON/USD from the last day of the month. The tax and social contributions afferent to this remuneration, due to the members of the Board of Directors, being retained and paid by to the state budget as per the provisions of the fiscal law.*



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### **Article 5**

*With a number of 203,116,749 validly casted votes, accounting for majority of the votes exercised by the shareholders present or represented at the meeting, according with the shareholders present in the meeting, **approves**, setting the dates: (i) **12.06.2019** as Registration Date, according to art. 86 (1) of the Law no. 24/2017; (ii) **11.06.2019** as the “ex-date”, according to art. 2, para. 2, letter l) of Regulation no. 5/2018.*

### **Article 6**

*With a number of 203,110,150 validly casted votes, accounting for majority of the votes exercised by the shareholders present or represented at the meeting **it is hereby approved the authorize Mr. Timur Zhetpisbayev, General Manager and member of the Board of Directors, to conclude and/or sign for on behalf of the Company and/or of its shareholders the resolutions which are to be adopted within this OGMS 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 subdelegate third parties to act for such purpose.***

### **Resolution no. 2/2019 regarding the items 3,6,7,9 and 10 on the agenda:**

#### **Article 1**

*With a number of 203,110,150 validly casted votes, accounting for the majority of the votes exercised by the shareholders present or represented at the meeting, **it is hereby approved the discharge of liability of the Company directors for their activity carried out during the financial year 2018, based on the presented reports.***

#### **Article 2**

*With a number of 232,826,699 validly casted votes, accounting for unanimity of the votes exercised by the shareholders present or represented at the meeting **it is hereby approved the termination of Mr. Yerzhan Orynbassarov’s mandate as a member of the Board of Directors following his request starting with the 1st of November 2018.***

#### **Article 3**

*With a number of 203,110,150 validly casted votes, accounting for the majority of the votes exercised by the shareholders present or represented at the meeting **it is hereby approved the electing Mr. Arin Meirembayev, Kazakhstan citizen, born on 11.12.1985, in Kazakhstan, holder of the passport type P, code KAZ no. NO8929722 released on 15.01.2014 by Ministry of Internal Affairs authority, having identification number 78612114000040, as a member of the Board of Directors, for a mandate starting with the date of this Ordinary General Meeting of Shareholders, which will expire on 29.04.2022 ( the date of the termination of current members’ mandates).***

#### **Article 4**

*With a number of 203,116,749 validly casted votes, accounting for majority of the votes exercised by the shareholders present or represented at the meeting, according with the shareholders present in the meeting, **approves**, setting the dates: (i) **12.06.2019** as Registration Date, according to art. 86 (1) of the Law no. 24/2017; (ii) **11.06.2019** as the “ex-date”, according to art. 2, para. 2, letter l) of Regulation no. 5/2018.*

#### **Article 5**

*With a number of 203,110,150 validly casted votes, accounting for the majority of the votes exercised by the shareholders present or represented at the meeting **it is hereby approved the authorize Mr. Timur***



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*Zhetpisbayev, General Manager and member of the Board of Directors, to conclude and/or sign for on behalf of the Company and/or of its shareholders the resolutions which are to be adopted within this OGMS 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 subdelegate third parties to act for such purpose.*

**Resolution no.3/2019 regarding the items 8, 9 and 10 on the agenda:**

**Articolul 1**

*With a number of 203,110,150 validly casted votes, accounting for the majority of the votes exercised by the shareholders present or represented at the meeting, it is hereby approved the appointment of **ERNST & YOUNG ASSURANCE SERVICES SRL** (headquartered in Bucharest Tower Center Building, 15-17 Ion Mihalache Blvd., 21<sup>st</sup> Floor, Sector 1, Bucharest, registered with the Trade Registry under J40/5964/1999, having sole registration code 11909783, member of the Chamber of Financial Auditors of Romania as per authorization no. 77 dated August 15<sup>th</sup>, 2001, legally represented by Mr. Sabran Nicolas Marie Michel,, as director, French citizen, domiciled in Mun. Bucharest, as financial auditor of the Company, for the financial year 2019, the financial audit service agreement being concluded for a duration of one year.*

**Article 2**

*With a number of 203,116,749 validly casted votes, accounting for the majority of the votes exercised by the shareholders present or represented at the meeting, according with the shareholders present in the meeting, approves , setting the dates: (i) **12.06.2019** as Registration Date, according to art. 86 (1) of the Law no. 24/2017; (ii) **11.06.2019** as the “ex-date”, according to art. 2, para. 2, letter l) of Regulation no. 5/2018.*

**Article 3**

*With a number of 203,110,150 validly casted votes, accounting for the majority of the votes exercised by the shareholders present or represented at the meeting it is hereby approved the authorize Mr. Timur Zhetpisbayev, General Manager and member of the Board of Directors, to conclude and/or sign for on behalf of the Company and/or of its shareholders the resolutions which are to be adopted within this OGMS 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 subdelegate third parties to act for such purpose*

**The Extraordinary General Meeting of Shareholders (“OGMS”) was convened in session as of April 24<sup>th</sup>, 2019 – first convening – at 11.00 A.M., at the Company’s headquarters, in compliance with the legal validity requirements, being attended either directly, through the vote by correspondence and by the representatives of the shareholders legal entities, representing 83,6908 % of the Company’s share capital and 83,6908 % of the total voting right registered with Depozitarul Central S.A. București on the reference date April 12<sup>th</sup>, 2019, as follows:**

- **KMG Internațional N.V, holder of 203,110,150 shares/voting rights, representing 73.0111 % of the share capital,**
- **KJK BALKAN HOLDING S.a.r.l, holding 29,709,950 shares/voting rights, representing 10.6797 % of the share capital,**
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**Subject to the provisions of the Company's Articles of Incorporation and of Law no. 31/1990, as republished and subsequently amended, the Extraordinary General Meeting of Shareholders adopted the Resolution no. 1/2019 in respect of the issues on the meeting agenda, as follows:**

**Article 1**

*With a number of 232,826,699 validly casted votes, accounting for unanimity of the votes exercised by the shareholders present or represented at the meeting it is hereby approved the erasing the following work points as a result of the operational reorganization:*

- Potcoava, Str. Stadionului, Nr. 2, Judet Olt;
- Craiova, Str. Prelungirea Teilor, nr.106, Judet Dolj;
- Comuna Slobozia Conachi, Punct Lascar, Judet Galați ;
- Comuna Leordeni, Str. Gospodariei, Nr. 2, Judet Argeș ;
- Comuna Răzvad, Str. Parc, Nr. 261, Judet Dâmbovița;
- Comuna Mihaiesti, Sat Stuparei, Judet Vâlcea;
- Timisoara, str. Campina, nr.28, Judet Timis.

**Article 2**

*With a number of 203,116,749 validly casted votes, accounting for majority of the votes exercised by the shareholders present or represented at the meeting, according with the shareholders present in the meeting, **approves**, setting the dates: (i) **12.06.2019** as Registration Date, according to art. 86 (1) of the Law no. 24/2017; (ii) **11.06.2019** as the "ex-date", according to art. 2, para. 2, letter l) of Regulation no. 5/2018.*

**Article 3**

*With a number of 203,110,150 validly casted votes, accounting for the majority of the votes exercised by the shareholders present or represented at the meeting it is hereby approved the authorize **Mr. Timur Zhetpisbayev, General Manager and member of the Board of Directors, to conclude and/or sign for on behalf of the Company and/or of its shareholders the resolutions which are to be adopted within this EGMS and to carry out any and all requisite proceedings for such adopted resolutions to be registered, rendered enforceable, against third parties and published, the said proxy being entitled to subdelegate third parties to act for such purpose***

**ROMPETROL WELL SERVICES SA**

**Chairman of the Board of Director**

**By Proxy**

**General Manager - Mr. Timur Zhetpisbayev**