

**S.C. OMV Petrom S.A.**

**AD HOC REPORT**

**In compliance with Law no. 297/2004 and Regulation no. 1/2006 of CNVM**

Date of report: **April 27, 2012**

Name of issuer: **S.C. OMV Petrom S.A.**

Headquarters: **Bucharest, Coralilor, nr. 22 sector 1**

Telephone/fax number: **+40 372 868930/ +40 372 868518**

Sole registration number at the Trade Register Office: **1590082**

Fiscal attribute: **R**

Trade Register Number: **J 40/8302/1997**

Share capital: **5,664,410,833.5 RON**

Regulated market on which the issued shares are traded: **Bucharest Stock Exchange**

**Significant event to be reported:**

**RESOLUTIONS of the Ordinary General Meeting of Shareholders  
dated April 27, 2012**

**Sorana Baci**

**Strategy Corporate Development & Investor Relations**

**OMV PETROM SA**  
**Resolution no. 1**  
of the Ordinary General Shareholders Meeting of  
OMV Petrom SA of 27 April 2012

**Resolution no. 1**  
**of the Ordinary General Meeting of Shareholders**  
**of OMV Petrom SA of 27 April 2012**

The Ordinary General Meeting of Shareholders (hereinafter referred to as the "OGMS") of **OMV Petrom S.A.**, a company managed in a two-tier system, incorporated and functioning under the laws of Romania, registered with the Trade Registry Office of Bucharest Court under number J40/8302/1997, fiscal code 1590082, having its headquarters at 22 Coralilor Street, Sector 1, Bucharest ("Petrom City"), with a subscribed and paid share capital of 5,664,410,833.50 RON divided in 56,644,108,335 common, nominative shares having a face value of RON 0.1 each (hereinafter referred to as the „**Company**”),

convened via the convening notice published in the Official Gazette of Romania, Part IV, no 1175 of March 26, 2012 and in the following widely-spread newspapers: "Bursa" and "Ziarul Financiar" of March 26, 2012,

held on 27 April 2012, 10.00 AM, at "Crown Ballroom" conference room of the CROWNE PLAZA Hotel, located in Bucharest, 1 Poligrafiei Boulevard, sector 1, at the first convening,

in accordance Company Law no. 31/1990, republished, Capital Markets Law no. 297/2004, National Securities Commission ("NSC") Regulation no. 1/2006 on issuers and trading of securities, NSC Regulation no. 6/2009 on the exercise of certain rights of shareholders in general shareholders meetings of the companies and with Articles of Association of the Company,

**Hereby decides upon items no. 1, 2, 3, 7, 8, 12, 13 of the agenda of the OGMS as follows:**

**Item 1.** In the presence of the shareholders representing 96.3143860% of the share capital and 96.31473422 % of the total voting rights, with the affirmative votes of the shareholders representing 96.3143144 % of the share capital and 99.9999632% of the casted votes **approves the Company's financial statements prepared in accordance with Romanian Accounting Standards (RAS) for the financial year ended on 31 December 2011**, based on the Financial Auditor's Report, the Report of the Executive Board and the Report of the Supervisory Board for the 2011 financial year.

**Item 2.** In the presence of the shareholders representing 96.3143860% of the share capital and 96.31473422 % of the total voting rights, with the affirmative votes of the shareholders representing 96.3135021 % of the share capital and 99.9998264 % of the casted votes **approves the Company's**

**consolidated financial statements prepared in accordance with the International Financial Reporting Standards (IFRS) for the year ended on 31 December 2011**, based on the Financial Auditor's Report, the Report of the Executive Board and the Report of the Supervisory Board for the 2011 financial year.

**Item 3.** In the presence of the shareholders representing 96.3143860 % of the share capital and 96.31473422 % of the total voting rights, with the affirmative votes of the shareholders representing 96.3137155 % of the share capital and 99.9999632 % of the casted votes **approves the Annual Report which includes the Report of the Executive Board and the Report of the Supervisory Board for the 2011 financial year.**

**Item 7.** In the presence of the shareholders representing 96.3143896 % of the share capital and 96.31473775% of the total voting rights, with the affirmative votes of the shareholders representing 96.2731019 % of the share capital and 99.9999265 % of the casted votes **approves the 2012 Revenue and Expenditure Budget.**

**Item 8.** In the presence of the shareholders representing 96.3143896 % of the share capital and 96.31473775 % of the total voting rights, with the affirmative votes of the shareholders representing 96.2728819 % of the share capital and 99.9996988 % of the casted votes **approves the discharge of liability of the members of the Executive Board and of the members of Supervisory Board for the 2011 financial year.**

**Item 12.** In the presence of the shareholders representing 96.3142544% of the share capital and 96.31460254 % of the total voting rights, with the affirmative votes of the shareholders representing 96.3102024% of the share capital and 99.9999632 % of the casted votes **establishes 17 May 2012 as the "Registration Date"** in accordance with article 238 of Capital Markets Law no. 297/2004, more specifically, the registration date which serves to the identification of the shareholders who are to benefit from dividends or other rights and who are affected by this resolution of the OGMS.

**Item 13.** In the presence of the shareholders representing 96.3142570% of the share capital and 96.31460519 % of the total voting rights, with the affirmative votes of the shareholders representing 96.3095623 % of the share capital and 99.9998723 % of the casted votes, **Mrs Mariana Gheorghe, Chief Executive Officer, is empowered to sign in the name and on behalf of the shareholders this resolution of the OGMS and to perform any and all of the formalities required by law for the registration, the enforcement of and for making valid against third parties this resolution passed by the OGMS.** Mrs Mariana Gheorghe is conferred upon the right to delegate all or part of the above mentioned powers to any competent person(s).

This resolution is signed today, 27 April 2012, in Bucharest, in 3 original counterparts.

**Mariana Gheorghe  
Chief Executive Officer  
President of the Executive Board  
OMV Petrom S.A.**



**OMV PETROM SA**  
**Draft of Resolution no. 2**  
of the Ordinary General Shareholders Meeting of  
OMV Petrom SA of 27 April 2012

**Resolution no. 2**  
**of the Ordinary General Meeting of Shareholders**  
**of OMV Petrom SA of 27 April 2012**

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held on 27 April 2012, 10.00 AM, at "Crown Ballroom" conference room of the CROWNE PLAZA Hotel, located in Bucharest, 1 Poligrafiei Boulevard, sector 1, at the first convening,

in accordance Company Law no. 31/1990, republished, Capital Markets Law no. 297/2004, National Securities Commission ("NSC") Regulation no. 1/2006 on issuers and trading of securities, NSC Regulation no. 6/2009 on the exercise of certain rights of shareholders in general shareholders meetings of the companies and with the Articles of Association of the Company,

**Hereby decides upon items no. 4, 5, 12, 13 of the agenda of the meeting as follows:**

**Item 4.** In the presence of the shareholders representing 96.3143896 % of the share capital and 96.31473775 % of the total voting rights, with the affirmative votes of the shareholders representing 96.3142269 % of the share capital and 99.9998357 % of the casted votes **approves to allocate the amount of RON 209,401,533 to legal reserves** in order to comply with the legal requirements regarding the mandatory allocation of a profit quota for legal reserves.

**Item 5.** In the presence of the shareholders representing 96.3143896% of the share capital and 96.31473775 % of the total voting rights, with the affirmative votes of the shareholders representing 96.3142622 % of the share capital and 99.9998723 % of the casted votes approves the following:

- **the distribution** to the Company's shareholders recorded at the Registration Date **of the dividends with a gross value per share amounting to RON 0.031** for the 2011 financial year up to a total amount of RON 1,755.96 million.
- the payment of the dividends will be made **in RON, via a payment agent, starting with 18 June 2012**, using the following computation method: the gross dividend corresponding to

each shareholder will be computed by multiplying the number of shares held at the Registration Date by the respective shareholder with the gross dividend per share; the resulting amount should be rounded up/down to two decimals; therefore, the tax on dividends will be computed by applying the relevant tax rate to gross dividends already rounded up/down to two decimals; consequently, the amounts of tax and the net dividend will be already rounded up/down to two decimals.

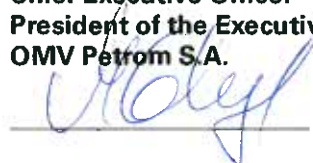
- the payment methods will be the following:
  - (i) **only for natural persons: cash** – at the pay desks of any of the payment agent' offices;
  - (ii) **for natural and/or legal persons: via banking transfer**, only further to the beneficiary of the dividend filling in and sending to the payment agent a **payment request form** having attached the **supporting documents** in order for the payment to be processed.
- Mr. Daniel Turnheim- Chief Financial Officer of the Company is empowered to select the payment agent.
- **the identification data of the payment agent, the details of the payment methods, including the template of the payment request form and the supporting documents will be communicated to the shareholders before the starting of the payment period (i.e. before 18 June 2012) via a press release and will be disclosed to Bucharest Stock Exchange and National Securities Commission via an ad-hoc report. The press release together with the list of the Payment Agent offices will be posted on the website of the Company ([www.petrom.com](http://www.petrom.com)), under the section dedicated to investors' relations.**

**Item 12.** In the presence of the shareholders representing 96.3142544% of the share capital and 96.31460254 % of the total voting rights, with the affirmative votes of the shareholders representing 96.3102024% of the share capital and 99.9999632 % of the casted votes **establishes 17 May 2012 as the "Registration Date"** in accordance with article 238 of Capital Markets Law no. 297/2004, more specifically, the registration date which serves to the identification of the shareholders who are to benefit from dividends or other rights and who are affected by this resolution of the OGMS.

**Item 13.** In the presence of the shareholders representing 96.3142570% of the share capital and 96.31460519 % of the total voting rights, with the affirmative votes of the shareholders representing 96.3095623 % of the share capital and 99.9998723 % of the casted votes, **Mrs Mariana Gheorghe, Chief Executive Officer, is empowered to sign in the name and on behalf of the shareholders this resolution of the OGMS and to perform any and all of the formalities required by law for the registration, the enforcement of and for making valid against third parties this resolution passed by the OGMS.** Mrs Mariana Gheorghe is conferred upon the right to delegate all or part of the above mentioned powers to any competent person(s).

This resolution is signed today, 27 April 2012, in Bucharest, in 3 original counterparts.

**Mariana Gheorghe**  
**Chief Executive Officer**  
**President of the Executive Board**  
**OMV Petrom S.A.**



**OMV PETROM SA**  
**Resolution no. 3**  
of the Ordinary General Shareholders Meeting of  
OMV Petrom SA of 27 April 2012

**Resolution no. 3**  
**of the Ordinary General Meeting of Shareholders**  
**of OMV Petrom SA of 27 April 2012**

The Ordinary General Meeting of Shareholders (hereinafter referred to as the "OGMS") of **OMV Petrom S.A.**, a company managed in a two-tier system, incorporated and functioning under the laws of Romania, registered with the Trade Registry Office of Bucharest Court under number J40/8302/1997, fiscal code 1590082, having its headquarters at 22 Coralilor Street, Sector 1, Bucharest ("Petrom City"), with a subscribed and paid share capital of 5,664,410,833.50 RON divided in 56,644,108,335 common, nominative shares having a face value of RON 0.1 each (hereinafter referred to as the „**Company**”),

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held on 27 April 2012, 10.00 AM, at "Crown Ballroom" conference room of the CROWNE PLAZA Hotel, located in Bucharest, 1 Poligrafiei Boulevard, sector 1, at the first convening,

in accordance Company Law no. 31/1990, republished, Capital Markets Law no. 297/2004, National Securities Commission ("NSC") Regulation no. 1/2006 on issuers and trading of securities, NSC Regulation no. 6/2009 on the exercise of certain rights of shareholders in general shareholders meetings of the companies and with the Articles of Association of the Company,

**Hereby decides upon items no. 6, 12, 13 of the agenda of the meeting as follows:**

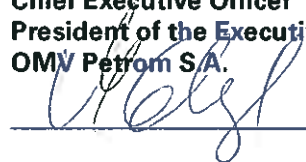
**Item 6.** In the presence of the shareholders representing 96.3143896 % of the share capital and 96.31473775 % of the total voting rights, with the affirmative votes of the shareholders representing 75.6753225 % of the share capital and 78.5712585 % of the casted votes **approves not to establish an employees' award fund out of the Company's profits for the 2011 financial year pursuant to article 106 of the Company's Collective Labor Agreement in force and, as a result, not to make any payments for the 2011 financial year.**

**Item 12.** In the presence of the shareholders representing 96.3142544% of the share capital and 96.31460254 % of the total voting rights, with the affirmative votes of the shareholders representing 96.3102024% of the share capital and 99.9999632 % of the casted votes **establishes 17 May 2012 as the "Registration Date"** in accordance with article 238 of Capital Markets Law no. 297/2004, more specifically, the registration date which serves to the identification of the shareholders who are to benefit from dividends or other rights and who are affected by this resolution of the OGMS.

**Item 13.** In the presence of the shareholders representing 96.3142570% of the share capital and 96.31460519 % of the total voting rights, with the affirmative votes of the shareholders representing 96.3095623 % of the share capital and 99.9998723 % of the casted votes, **Mrs Mariana Gheorghe**, Chief Executive Officer, is **empowered to sign** in the name and on behalf of the shareholders **this resolution of the OGMS and to perform any and all of the formalities required by law for the registration, the enforcement of and for making valid against third parties this resolution passed by the OGMS.** Mrs Mariana Gheorghe is conferred upon the right to delegate all or part of the above mentioned powers to any competent person(s).

This resolution is signed today, 27 April 2012, in Bucharest, in 3 original counterparts.

**Mariana Gheorghe**  
**Chief Executive Officer**  
**President of the Executive Board**  
**OMV Petrom S.A.**

A handwritten signature in blue ink, appearing to read 'M. Gheorghe', is written over a horizontal line.



**OMV PETROM SA**  
**Resolution no. 4**  
of the Ordinary General Shareholders Meeting of  
OMV Petrom SA of 27 April 2012

**Resolution no. 4**  
**of the Ordinary General Meeting of Shareholders**  
**of OMV Petrom SA of 27 April 2012**

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**Hereby decides upon items no. 9, 12, 13 of the agenda of the meeting as follows:**

**Item 9** In the presence of the shareholders representing 96.3143896 % of the share capital and 96.31473775 % of the total voting rights, with the affirmative votes of the shareholders representing 96.2709235 % of the share capital and 99.9999080 % of the casted votes **appoints Mr Hans-Peter Floren** (a citizen of Germany, born on 24 April 1961 in Paderborn, Germany, domiciled in Elsaßstraße 74, 45259 Essen, Germany, identified with Passport no. 504305383, issued by the German authorities on 12 July 2005, valid until 11 July 2015) **as the new member of the Supervisory Board for the remaining term of Mr. Werner Auli's mandate (i.e. until 28 April 2013).**



**PETROM**  
Member of OMV Group

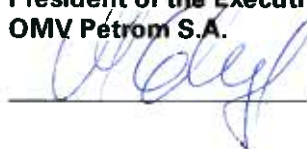


**Item 12** In the presence of the shareholders representing 96.3142544% of the share capital and 96.31460254 % of the total voting rights, with the affirmative votes of the shareholders representing 96.3102024% of the share capital and 99.9999632 % of the casted votes **establishes 17 May 2012 as the "Registration Date"** in accordance with article 238 of Capital Markets Law no. 297/2004, more specifically, the registration date which serves to the identification of the shareholders who are to benefit from dividends or other rights and who are affected by this resolution of the OGMS.

**Item 13** In the presence of the shareholders representing 96.3142570% of the share capital and 96.31460519 % of the total voting rights, with the affirmative votes of the shareholders representing 96.3095623 % of the share capital and 99.9998723 % of the casted votes, **Mrs Mariana Gheorghe**, Chief Executive Officer, is **empowered to sign** in the name and on behalf of the shareholders **this resolution of the OGMS and to perform any and all of the formalities required by law for the registration, the enforcement of and for making valid against third parties this resolution passed by the OGMS.** Mrs Mariana Gheorghe is conferred upon the right to delegate all or part of the above mentioned powers to any competent person(s).

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**Mariana Gheorghe**  
**Chief Executive Officer**  
**President of the Executive Board**  
**OMV Petrom S.A.**



**PETROM**  
Member of OMV Group

**OMV PETROM SA**  
**Resolution no. 5**  
of the Ordinary General Shareholders Meeting of  
OMV Petrom SA of 27 April 2012

**Resolution no. 5**  
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**of OMV Petrom SA of 27 April 2012**

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**Hereby decides upon items no. 10, 12, 13 of the agenda of the meeting as follows:**

**Item 10** In the presence of the shareholders representing 96.3143896 % of the share capital and 96.31473775 % of the total voting rights, with the affirmative votes of the shareholders representing 96.2713001 % of the share capital and 99.9998393 % of the casted votes approves **the net remuneration of each member of Supervisory Board to be EUR 20,000/year for 2012 year and the additional net remuneration of each member of the committee/ committees established by the Supervisory Board to be EUR 4,000 /meeting.**

**Item 12** In the presence of the shareholders representing 96.3142544% of the share capital and 96.31460254 % of the total voting rights, with the affirmative votes of the shareholders representing



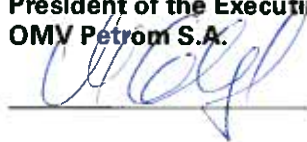
**PETROM**  
Member of OMV Group

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**Item 13** In the presence of the shareholders representing 96.3142570% of the share capital and 96.31460519 % of the total voting rights, with the affirmative votes of the shareholders representing 96.3095623 % of the share capital and 99.9998723 % of the casted votes, **Mrs Mariana Gheorghe**, Chief Executive Officer, is **empowered to sign** in the name and on behalf of the shareholders **this resolution of the OGMS and to perform any and all of the formalities required by law for the registration, the enforcement of and for making valid against third parties this resolution passed by the OGMS.** Mrs Mariana Gheorghe is conferred upon the right to delegate all or part of the above mentioned powers to any competent person(s).

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**Mariana Gheorghe**  
**Chief Executive Officer**  
**President of the Executive Board**  
**OMV Petrom S.A.**



**PETROM**  
Member of OMV Group

**OMV PETROM SA**  
**Resolution no. 6**  
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OMV Petrom SA of 27 April 2012

**Resolution no. 6**  
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**Hereby decides upon items no. 11, 12, 13 of the agenda of the meeting as follows:**

**Item 11** In the presence of the shareholders representing 96.3143860 % of the share capital and 96.3147342 % of the total voting rights, with the affirmative votes of the shareholders representing 75.6720878 % of the share capital and 78.5698208 % of the casted votes **reappoints ERNST & YOUNG ASSURANCE SERVICES SRL** (headquartered in 63-69 Dr. Iacob Felix Street, floor 2 district 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 15 August 2001, legally represented by Mr. Garry Rex Collins, an Australian citizen, born on 29 March 1959 in Hobart, Australia, domiciled in 31 Alexandru Serbanescu Street, bl. 20 D, ap.13, district 1, Bucharest, identified with passport series P, no. E4032858 issued by Australian authorities on 26 July 2010, valid until 26 July 2020), **as the financial auditor** to audit 2012 financial year, with a remuneration amounting to EUR 382,000.

**Item 12** In the presence of the shareholders representing 96.3142544% of the share capital and 96.31460254 % of the total voting rights, with the affirmative votes of the shareholders representing 96.3102024% of the share capital and 99.9999632 % of the casted votes **establishes 17 May 2012 as the "Registration Date"** in accordance with article 238 of Capital Markets Law no. 297/2004, more specifically, the registration date which serves to the identification of the shareholders who are to benefit from dividends or other rights and who are affected by this resolution of the OGMS.

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**Mariana Gheorghe**  
**Chief Executive Officer**  
**President of the Executive Board**  
**OMV Petrom S.A.**

