

AD-HOC REPORT

In compliance with Law no. 297/2004 and Regulation 1/2006/NSC

Date of report: **May 28, 2012**

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

Headquarters: **Bucharest, Coralilor Street nr. 22, sector 1 ("Petrom City")**

Telephone/fax number: **+40 372 429082/ +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: The payment of dividends for 2011

Following the resolution of the Ordinary General Meeting of the Shareholders of OMV Petrom S.A., held on 27 April 2012, Petrom announces the payment of the dividends for 2011 financial year via BRD - Groupe Société Générale – the selected payment agent – starting with 18 June 2012 to its shareholders registered in the shareholders registry kept by Depozitarul Central SA on the registration date 17 May 2012.

The gross dividend is **RON 0.031** per share, where applicable any withholding tax payable will be deducted prior to payment, at the legal rate.

Details concerning the payment methods of the dividends are presented in the document "IMPORTANT NOTICE regarding the payment of dividends for 2011 by OMV Petrom S.A.", attached hereto.


Mariana Gheorghe
Chief Executive Officer



IMPORTANT NOTICE
regarding the payment of dividends for 2011 by OMV Petrom S.A.

Following the resolution of the Ordinary General Meeting of the Shareholders ("OGMS") of OMV Petrom S.A. ("Petrom"), held on 27 April 2012, **Petrom announces the payment of the dividends for 2011 financial year via BRD - Groupe Société Générale („BRD") – the selected payment agent – starting with 18 June 2012 to its shareholders registered in the shareholders registry kept by Depozitarul Central SA on the registration date 17 May 2012.**

The gross dividend is **RON 0.031** per share, where applicable any withholding tax payable will be deducted prior to payment, at the legal rate.

Payment methods of the dividends:

1. For individuals only: cash – at the BRD desks, in any agency of BRD

The list of BRD agencies may be found on the website <http://www.brd.ro/en/the-bank/brd-branches/> or website <http://www.petrom.com>, section Investor Relations>OMV Petrom Share>Dividend.

2. For individuals and juridical persons/other entities: by bank transfer

All payment requests by bank transfer will only be processed following the hand over at the BRD desks, of the 'Payment Request for Individuals of the net dividends distributed by OMV Petrom S.A.' form or 'Payment Request for Juridical Persons of the net dividends distributed by OMV Petrom S.A.' form accompanied by the supporting documents mentioned in Appendix no.1. The payment requests forms are available at website <http://www.petrom.com>, section Investor Relations>OMV Petrom Share>Dividend or website <http://www.brd.ro> and may also be requested from any agency of BRD.

All the supporting documents submitted to the bank desks in simple copy must be marked as certified true copy, signed and stamped by the shareholder/its heir/ its proxy.

The payment request form of the net dividends by bank transfer, accompanied by the supporting documents mentioned therein may be sent by registered post, to: "Directia Titluri -BRD METAV - Corp A2, str. Biharia nr. 67-77, sector 1, Bucuresti, Romania". In this case, the supporting documents requested in Appendix no. 1 in simple copy must be transmitted in notarized copy.

In case the supporting documents are issued in other language than Romanian and/ or issued by foreign entities, these must be submitted apostilled/supralegalized, if applicable, and in notarized translation into Romanian language.

BRD will make the payment of the net dividends in maximum one banking day (or ten banking days in case of non-residents who submitted tax certificates) from the date of receiving by BRD of the payment request accompanied by correct and complete supporting documents. The date of the crediting of the bank accounts of the shareholders depends on the interbanking circuit and the chain of the correspondent banks.

BRD's banking commissions for the payment of the net dividends in RON are born by Petrom.

The holder of the bank account in which the transfer of the net dividends is requested can only be the shareholder or its heir or proxy, if applicable.

Shareholders NOT resident in Romania who want to benefit from the more favorable provisions of the avoidance of double taxation treaties concluded between Romania and their resident country must provide, until the date of the payment, a tax residency certificate, in original, as well as contact details for further clarifications related to fiscal certificates. If the tax certificate is not supplied together with payment request form prior to the payment date, Petrom will deduct withholding tax from the gross amount at the standard rate provided by the law.

Beneficiaries of the Mass Privatization Program are kindly reminded that Petrom was established based on Emergency Ordinance no. 49/1997, under the name of the National Oil Company Petrom SA – Bucharest, by merger of Regia Autonoma Petrom RA – Bucharest with 45 former companies, which are listed in the Appendix no. 2 enclosed hereto.

The payment of the net dividends to which Petrom's shareholders are entitled to for the financial year 2011, are subject to the general statute of limitations, being prescriptible within three years starting with June 18 2012.

Following the analysis of the request, BRD reserves the right to request additional documents.

Additional information regarding the payment of dividends may be requested at the email address titluri@brd.ro or by telephone at the following phone numbers: +4 021 200 8372, +4 021 200 8387 or +4 021 200 8385. For other queries related to dividends or Petrom shares, please access the company's website <http://www.petrom.com> or contact Petrom's Investor Relations department at one of the following phone numbers: 0800800064 - free toll number on the Romanian territory, or +40 214022206.

Furthermore, Petrom will publish a list of frequently asked questions regarding the payment of dividends on the website <http://www.petrom.com>, section Investor Relations>OMV Petrom Share>Dividend.

Mariana Gheorghe
President of the Executive Board
Chief Executive Officer

Daniel Turnheim
Chief Financial Office

Appendix no. 1 – Supporting documents for dividend payment

1. THE DOCUMENTS TO BE SUBMITTED BY INDIVIDUALS:

1.1. For transfers in other banks than BRD:

- copy of the statement of account certified by the bank where the dividends are requested to be transferred or other document issued by the bank revealing the holder of the bank account mentioned above.

1.2. Shareholder resident in Romania:

- copy of the valid identity document - identity bulletin/card with CNP for Romanian citizens or passport with identification number for foreign citizens and within validity

In case of **change of the shareholder's name** (marriage, divorce, administrative change), one must **also** attach:

- copy of the document attesting the name change.

1.3. A minor shareholder (between 14-18 years) requesting dividends on his behalf must also attach:

- copy of the approval of the legal representative
- copy of the approval of the tutelary authority

In case of dividends are requested by the legal representative/tutor/ legal guardian of the minor between 14-18 years, the requested documents are those from items 1.7/ 1.8 below.

1.4. Shareholder NOT resident in Romania:

- copy of the valid identity document or passport with identification number
- tax residency certificate (original), apostilled/supralegalized, if applicable, together with notarized translation into Romanian language

In case of **change of the shareholder's name** (marriage, divorce, administrative change):

- copy of the document attesting the name change
- contact details (recommended for additional clarifications).

1.5. Proxy of the shareholder:

- original notarized special power of attorney or notarized copy of a general power of attorney
- copy of the proxy's valid identity documents – identity bulletin/card with CNP for Romanian citizens or passport with identification number for foreign citizens.

1.6. Heir of the shareholder:

- copy of the heir certificate or of the statement of account issued by Depozitarul Central S.A. attesting the number of shares transferred to the heir
- copy of the heir valid identity documents – the identity bulletin/card with CNP for Romanian citizens or passport with identification number for foreign citizens

In case there are more heirs, they must present themselves together at BRD or empower one of them by a notarized special power of attorney. BRD will make the payment of the total amount of net dividends to which the deceased shareholder is entitled to in a single account indicated by the heir/heirs/in the power of attorney. In case of more heirs, partial payments cannot be made.

1.7. Legal representative/tutor of a minor shareholder under 14 years:

- copy of the valid identity document of the legal representative/tutor – identity bulletin/card with CNP for Romanian citizens or passport with identification number for foreign citizens
- copy of the birth certificate of the shareholder
- copy of the document setting up the tutelage, if applicable.

1.8. Legal guardian of the shareholder –person with disabilities:

- copy of the legal document setting up the legal guardianship
- copies of the legal guardian's and of the shareholder valid identity documents – identity bulletin/card with CNP for Romanian citizens or passport with identification number for foreign citizens.

1.9. Custodian bank/ financial investment services company (SSIF) of clients –shareholders of Petrom:

- original letter signed by the legal representative of the custodian bank/SSIF or by the manager of the department specialized in such operations by which the payment of the net dividends is requested, which must contain identification data of the clients and the number of Petrom's shares owned by each client through the respective custodian bank/SSIF and the accounts (IBAN codes and the bank) in which the payment should be made
- copy of the document attesting the above mentioned signatory of the letter as legal representative/manager of the department specialized in such operations

- copy of the document attesting the fact that the custodian bank/SSIF is empowered to request and cash in the dividends in the name of its clients
- copies of the valid identity documents of the shareholders – clients of the custodian bank/SSIF – identity bulletin/card with CNP for Romanian citizens or passport with identification number for foreign citizens
- for non-residents- tax residency certificate (original), apostilled/supralegalized,, if applicable, with notarized translation into Romanian language.

2. THE DOCUMENTS TO BE SUBMITTED BY LEGAL PERSONS/OTHER ENTITIES:

2.1. For transfers in other banks than BRD:

- copy of the statement of account certified by the bank where the dividends are requested to be transferred or other document issued by the bank revealing the holder of the bank account mentioned above.

2.2. Residents:

- copy of the valid identity documents of the legal representative or, as the case may be, of the proxy – the identity bulletin/card with CNP for the Romanian citizens or passport with identification number for foreign citizens
- copy of the certificate of incorporation with fiscal identification code of the shareholder/ other equivalent document
- copy of the ascertaining certificate issued by Trade Registry/ other equivalent document, no older than 30 days, mentioning the legal representative of the shareholder
- notarized special power of attorney in original or notarized copy of the general power of attorney, if applicable.

2.3. Non-resident:

- copy of the valid identity documents of the legal representative or, as the case may be, of the proxy – the identity bulletin/card with CNP for the Romanian citizens or passport with identification number for foreign citizens
- copy of the certificate of incorporation with fiscal identification code of the shareholder or equivalent attesting the registration of the shareholder with the competent authority from its own country
- copy of the ascertaining certificate/ other equivalent document issued by the competent authority from its own country no older than 30 days mentioning the legal representative of the shareholder
- notarized special power of attorney in original or notarized copy of the general power of attorney, if applicable
- tax residence certificate, in original, supralegalized/apostilled, if applicable, together with notarized translation into Romanian language
- contact details (recommended for additional clarifications).

2.4. Pension Fund:

- copy of the valid identity documents of the legal representative of the investment management company managing the fund – the identity bulletin/card with CNP for the Romanian citizens or passport with identification number for foreign citizens
- copy of the ascertaining certificate of the investment management company managing the fund or other equivalent document, no older than 30 days mentioning the legal representative of the investment management company
- copy of the certificate of incorporation or equivalent attesting the registration of the investment management company with the competent authority
- copy of the decision of the regulating authority attesting the authorization of the investment management company and of the pension fund
- in case of non-residents: tax residence certificate, in original, supralegalized/apostilled, if applicable, together with notarized translation into Romanian language, a statement of the legal representative of the investment management company on his own responsibility attesting the validity of the authorization of the investment management company and pension fund at the payment date and, if available, information regarding the official website of the regulatory authority within the country of origin allowing the verification of the pension fund's statute.

2.5. As custodian bank/ financial investment services company (SSIF) of the clients – shareholders of Petrom:

- original letter signed by the legal representative of the custodian bank/SSIF or by the manager of the department specialized in such operations by which the payment of the net dividends is requested, which must contain identification data of the clients and the number of OMV Petrom SA's shares owned by each client through the respective custodian bank/SSIF and the accounts (IBAN codes and

the bank) in which the payment should be made. In case any of the clients of the custodian bank/ financial investment services company is a pension fund, this will be expressly specified in the letter

- copy of the document attesting the above mentioned signatory of the letter as legal representative/manager of the department specialized in such operations;
- copy of the document attesting the fact that the custodian bank/SSIF is empowered to request and cash in the dividends in the name of its clients
- copies of the incorporation certificates of the shareholders/ other equivalent documentation - clients of the custodian bank/SSIF
- for non-residents – tax residency certificate (original), supralegalized/apostilled, if applicable, together with notarized translation into Romanian language.

Appendix no. 2

(according to excerpt from Emergency Ordinance no. 49/1997)

COMPANIES which merged with the National Oil Company "Petrom" S.A. – Bucharest

1. "Arpechim"
2. "Petrobrazii"
3. "Peco" Alba
4. "Peco" Arad
5. "Peco" Argeş
6. "Peco" Bacău
7. "Peco" Bihor
8. "Peco" Bistriţa
9. "Peco" Botoşani
10. "Peco" Braşov
11. "Peco" Braila
12. "Peco" Buzău
13. "Peco" Caraş-Severin
14. "Peco" Călăraşi
15. "Peco" Cluj
16. "Peco" Constanţa
17. "Peco" Covasna
18. "Peco" Dâmboviţa
19. "Peco" Dolj
20. "Peco" Galaţi
21. "Peco" Giurgiu
22. "Peco" Gorj
23. "Peco" Harghita
24. "Peco" Hunedoara
25. "Peco" Ialomiţa
26. "Peco" Iaşi
27. "Peco" Maramureş
28. "Peco" Mehedinţi
29. "Peco" Mureş
30. "Peco" Neamţ
31. "Peco" Olt
32. "Peco" Prahova
33. "Peco" Satu Mare
34. "Peco" Sălaj
35. "Peco" Sibiu
36. "Peco" Suceava
37. "Peco" Teleorman
38. "Peco" Timiş
39. "Peco" Tulcea
40. "Peco" Vaslui
41. "Peco" Vâlcea
42. "Peco" Vrancea
43. "Competrol"
44. "Transpeco"
45. "Compania Romana de Petrol" (C.R.P., Rafirom, Peco Bucuresti, Petrotrans)