

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 22, 2013**

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 22, 2013**

Sorana Baciu  
Strategy Corporate Development & Investor Relations



## OMV PETROM SA

### Resolution

of the Ordinary General Shareholders Meeting of  
OMV Petrom SA of 22 April 2013

#### Resolution no. 1

#### of the Ordinary General Meeting of Shareholders of OMV Petrom SA of 22 April 2013

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 RON 5,664,410,833.50 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. 1554 of March 22 2013 and in the following widely-spread newspapers: "Bursa" and "Ziarul Financiar" of March 22, 2013,

held on 22 April 2013, 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 with 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, 8, 9, 13, 14 of the agenda of the OGMS as follows:**

**Item 1.** In the presence of the shareholders representing 94.02833% of the share capital and 94.02868% of the total voting rights, with the affirmative votes of the shareholders representing 94.02348% of the share capital and 99.99999% of the casted votes **approves the Company's separate individual financial statements prepared in accordance with International Financial Reporting Standards (IFRS) for the financial year ended on 31 December 2012**, based on the Financial Auditor's Report, the Report of the Executive Board and the Report of the Supervisory Board for the 2012 financial year.

**Item 2.** In the presence of the shareholders representing 94.02833% of the share capital and 94.02868% of the total voting rights, with the affirmative votes of the shareholders representing 94.02338% of the share capital and 99.99999% 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 2012**, based on the Financial Auditor's Report, the Report of the Executive Board and the Report of the Supervisory Board for the 2012 financial year.

**Item 3.** In the presence of the shareholders representing 94.02833% of the share capital and 94.02868% of the total voting rights, with the affirmative votes of the shareholders representing 94.02249% of the share capital and 99.99992% 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 2012 financial year.**

**Item 8.** In the presence of the shareholders representing 94.02833% of the share capital and 94.02867% of the total voting rights, with the affirmative votes of the shareholders representing 94.02312% of the share capital and 99.99999% of the casted votes **approves the 2013 Income and Expenditure Budget.**

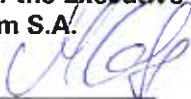
**Item 9.** In the presence of the shareholders representing 94.02833% of the share capital and 94.02867% of the total voting rights, with the affirmative votes of the shareholders representing 94.02310% of the share capital and 99.99999% of the casted votes **approves the discharge of liability of the members of the Executive Board and of the members of Supervisory Board for the 2012 financial year.**

**Item 13.** In the presence of the shareholders representing 94.02775% of the share capital and 94.02809% of the total voting rights, with the affirmative votes of the shareholders representing 94.02403% of the share capital and 99.99999% of the casted votes **establishes 14 May 2013 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 14.** In the presence of the shareholders representing 94.02775% of the share capital and 94.02809% of the total voting rights, with the affirmative votes of the shareholders representing 94.02403% of the share capital and 99.99999% of the casted votes, **Ms 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.** Ms 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, 22 April 2013, in Bucharest, in 4 original counterparts.

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



## OMV PETROM SA

Resolution of the Ordinary General Shareholders Meeting of  
OMV Petrom SA of 22 April 2013

### **Resolution no. 2 of the Ordinary General Meeting of Shareholders of OMV Petrom SA of 22 April 2013**

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 RON 5,664,410,833.50 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. 1554 of March 22, 2013 and in the following widely-spread newspapers: "Bursa" and "Ziarul Financiar" of March 22, 2013,

held on 22 April 2013, 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 with 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. 4, 13, 14 of the agenda of the OGMS as follows:**

**Item 4.** In the presence of the shareholders representing 94.02833% of the share capital and 94.02867% of the total voting rights, with the affirmative votes of the shareholders representing 94.02221% of the share capital and 99.99907% of the casted votes approves **covering of the accumulated losses generated by first time adoption of IAS 29 "Reporting in hyperinflationary economies" by transferring an amount of RON 13,318,955,276 from "Adjustments of share capital" to accumulated retained earnings.**

**Item 13.** In the presence of the shareholders representing 94.02775% of the share capital and 94.02809% of the total voting rights, with the affirmative votes of the shareholders representing 94.02403% of the share capital and 99.99999% of the casted votes **establishes 14 May 2013 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 14.** In the presence of the shareholders representing 94.02775% of the share capital and 94.02809% of the total voting rights, with the affirmative votes of the shareholders representing 94.02403% of the share capital and 99.99999% of the casted votes, **Ms 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.** Ms 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, 22 April 2013, in Bucharest, in 4 original counterparts.

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



## OMV PETROM SA

Resolution of the Ordinary General Shareholders Meeting of  
OMV Petrom SA of 22 April 2013

### Resolution no. 3 of the Ordinary General Meeting of Shareholders of OMV Petrom SA of 22 April 2013

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 RON 5,664,410,833.50 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 1554 of March 22 2013 and in the following widely-spread newspapers: "Bursa" and "Ziarul Financiar" of March 22, 2013,

held on 22 April 2013, 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 with 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. 5, 6, 13, 14 of the agenda of the OGMS as follows:**

**Item 5.** In the presence of the shareholders representing 94.02833 % of the share capital and 94.02867 % of the total voting rights, with the affirmative votes of the shareholders representing 94.02336% of the share capital and 99.99989 % of the casted votes **approves to allocate the amount of RON 213,550,945 to legal reserves** in order to comply with the legal requirements regarding the mandatory allocation of a profit quota for legal reserves.

**Item 6.** In the presence of the shareholders representing 94.02833 % of the share capital and 94.02867 % of the total voting rights, with the affirmative votes of the shareholders representing 94.02771 % of the share capital and 99.99999 % 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 0.028 for the 2012 financial year in total gross amount of RON 1,586 million.
- the payment of the dividends will be made in RON, via BRD Groupe Societe Generale payment agent, starting with 18 June 2013, 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 net dividend will be computed as difference between the gross dividend rounded up/down to two decimals and dividend tax rounded as per legal requirements.

- 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.
- **the details of the payment methods, including the template of the payment request form and the required documents will be communicated to the shareholders before the starting of the payment period (i.e. before 18 June 2013) 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 13.** In the presence of the shareholders representing 94.02775% of the share capital and 94.02809% of the total voting rights, with the affirmative votes of the shareholders representing 94.02403% of the share capital and 99.99999% of the casted votes **establishes 14 May 2013 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 14.** In the presence of the shareholders representing 94.02775% of the share capital and 94.02809% of the total voting rights, with the affirmative votes of the shareholders representing 94.02403% of the share capital and 99.99999% of the casted votes, **Ms 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.** Ms 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, 22 April 2013, in Bucharest, in 4 original counterparts.

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



## OMV PETROM SA

Resolution of the Ordinary General Shareholders Meeting of  
OMV Petrom SA of 22 April 2013

### Resolution no. 4 of the Ordinary General Meeting of Shareholders of OMV Petrom SA of 22 April 2013

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 RON 5,664,410,833.50 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 1554 of March 22, 2012 and in the following widely-spread newspapers: "Bursa" and "Ziarul Financiar" of March 22 2012,

held on 22 April 2013, 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. 7, 13, 14 of the agenda of the OGMS as follows:**

**Item 7.** In the presence of the shareholders representing 94.02833% of the share capital and 94.02867% of the total voting rights, with the affirmative votes of the shareholders representing 73.38360% of the share capital and 78.04885% of the casted votes **approves not to establish an employees' award fund out of the Company's profits** and, as a result, **not to make any payments for the 2012 financial year as it was laid down into article 106 of the Company's Collective Labour Agreement until 18 May 2012.**

**Item 13.** In the presence of the shareholders representing 94.02775% of the share capital and 94.02809% of the total voting rights, with the affirmative votes of the shareholders representing 94.02403% of the share capital and 99.99999% of the casted votes **establishes 14 May 2013 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 14.** In the presence of the shareholders representing 94.02775% of the share capital and 94.02809% of the total voting rights, with the affirmative votes of the shareholders representing 94.02403% of the share capital and 99.99999% of the casted votes, **Ms 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.** Ms 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, 22 April 2013, at Bucharest, in 4 original copies.

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



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## OMV PETROM SA

Resolution of the Ordinary General Shareholders Meeting of  
OMV Petrom SA of 22 April 2013

### Resolution no. 5 of the Ordinary General Meeting of Shareholders of OMV Petrom SA of 22 April 2013

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 RON 5,664,410,833.50 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 1554 of March 22, 2013 and in the following widely-spread newspapers: "Bursa" and "Ziarul Financiar" of March 22, 2013,

held on 22 April 2013, 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 with 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. 10, 13, 14 of the agenda of the OGMS as follows:**

**Item 10.** The Supervisory Board shall consist of the following members:

- **Mr. Joseph Bernhard Mark Mobius**, citizen of Germany, born on 17 August 1936 in Hempstead, New York, United States of America, domiciled in nr.6 Jalan Merbok Empat Leisure Farm Resort, 81560, Gelang Patah, Jabor, Malaysia, identified with Passport no. D C4KRK2986, issued by the German authorities on 29 July 2011 valid until 28 July 2021 is appointed for a 4 year mandate starting with 28 April 2013 until 28 April 2017 as member of the Supervisory Board in the presence of the shareholders representing 94.02833% of the share



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capital and 94.02867% of the total voting rights, with the affirmative secret vote of the shareholders representing 94.02058% of the share capital and 99,99911% of the casted votes.

- **Dr. Gerhard Roiss**, citizen of Austria, born on 02 April 1952 in Linz Austria, domiciled in Goetzlingstr. 64, 4040 Linz, Austria identified with Passport no. P 3408277, issued by the Austrian authorities on 24 April 2009, valid until 23 April 2019 is appointed for a 4 year mandate starting with 28 April 2013 until 28 April 2017 as member of the Supervisory Board in the presence of the shareholders representing 94.02833% of the share capital and 94.02867% of the total voting rights, with the affirmative secret vote of the shareholders representing 94.02038% of the share capital and 99,99895% of the casted votes.
- **Mr. David Charles Davies**, a British citizen, born on 6 May 1955 in Liverpool, United Kingdom of Great Britain and Northern Ireland, domiciled at 1198 Vienna, Bellevuesstrasse, no. 27, identified with Passport no. 761203100, issued by the British authorities on 9 April 2008, valid until 9 April 2018 is appointed for a 4 year mandate starting with 28 April 2013 until 28 April 2017 as member of the Supervisory Board in the presence of the shareholders representing 94.02833% of the share capital and 94.02867% of the total voting rights, with the affirmative secret vote of the shareholders representing 94.02132% of the share capital and 99.99989% of the casted votes.
- **Mr. Jacobus Gerardud Huijskes**, a Dutch citizen, born on 5 March 1965 in s-Gravenhage, Netherlands, domiciled in Austria Gersunygasse 12, A-1190 Vienna, identified with Passport no. BCDP754R6, issued by the Dutch authorities on 9 October 2009, valid until 9 October 2014 is appointed for a 4 year mandate starting with 28 April 2013 until 28 April 2017 as member of the Supervisory Board in the presence of the shareholders representing 94.02833% of the share capital and 94.02867% of the total voting rights, with the affirmative secret vote of the shareholders representing 94.01891% of the share capital and 99.99817% of the casted votes.
- **Mr. Manfred Leitner**, citizen of Austria, born on 20 February 1960 in Austria, Vienna, Weissenwolfgasse 43, identified with Passport no. S 1102734, issued by the Austrian authorities on 13 July 2012, valid until 12 July 2015 is appointed for a 4 year mandate starting with 28 April 2013 until 28 April 2017 as member of the Supervisory Board in the presence of the shareholders representing 94.02833% of the share capital and 94.02867% of the total voting rights, with the affirmative secret vote of the shareholders representing 94.01891% of the share capital and 99.99911% of the casted votes.
- **Mr. Hans – Peter Floren**, 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 is appointed for a 4 year mandate starting with 28 April 2013 until 28 April 2017 as member of the Supervisory Board in the presence of the shareholders representing 94.02833% of the share capital and 94.02867% of the total voting rights, with the affirmative secret vote of the shareholders representing 94.02048% of the share capital and 99.99992% of the casted votes.
- **Mr. Riccardo Puliti**, citizen of Italy, born on 26 February 1962 in Firenze, Italy, domiciled in London SW 5OEF, Flat 69, Coleheme, old Brompton Road, UK, identified with Passport no. YA02033803, issued by the Italian authorities on 1st of July 2009 valid until 30 June 2019 is appointed for a 4 year mandate starting with 28 April 2013 until 28 April 2017 as member of the Supervisory Board in the presence of the shareholders representing 94.02833% of the share



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Member of OMV Group

capital and 94.02867% of the total voting rights, with the affirmative secret vote of the shareholders representing 94.01965% of the share capital and 99.99989% of the casted votes.

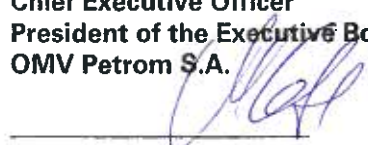
- **Mr. Lucian-Dan Vlădescu**, Romanian citizen, born on 26.01.1973, in Alexandria Teleorman County, domiciled in Bucharest, district 5, 6 Natiunile Unite Bld, bl. 105, section A, 1st floor, ap. 4, holder of identity card series RR no. 726120, issued by Romanian authorities, on 09.03.2011, PIN 1730126340056 is appointed for a 4 year mandate starting with 28 April 2013 until 28 April 2017 as member of the Supervisory Board in the presence of the shareholders representing 94.02833% of the share capital and 94.02867% of the total voting rights, with the affirmative secret vote of the shareholders representing 73.29303% of the share capital and 99.16752% of the casted votes.
- **Mr. George Băeșu**, Romanian citizen, born on 18.04.1970, in Focsani, Vrancea County, domiciled in Focsani, Vrancea county, 75 Republicii street, bl 75, 2nd floor, ap. 4, holder of Identity Card, series VN no. 167566, issued by Focsani authorities on 11.02.2004, PIN 1700418390691 is appointed for a 4 year mandate starting with 28 April 2013 until 28 April 2017 as member of the Supervisory Board in the presence of the shareholders representing 94.02833% of the share capital and 94.02867% of the total voting rights, with the affirmative secret vote of the shareholders representing 73.29299% of the share capital and 99.16822% of the casted votes.

**Item 13.** In the presence of the shareholders representing 94.02775% of the share capital and 94.02809% of the total voting rights, with the affirmative votes of the shareholders representing 94.02403% of the share capital and 99.99999% of the casted votes **establishes 14 May 2013 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 14.** In the presence of the shareholders representing 94.02775% of the share capital and 94.02809% of the total voting rights, with the affirmative votes of the shareholders representing 94.02403% of the share capital and 99.99999% of the casted votes, **Ms 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.** Ms 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, 22 April 2013, in Bucharest, in 4 original counterparts.

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



**PETROM**  
Member of OMV Group

## OMV PETROM SA

Resolution of the Ordinary General Shareholders Meeting of  
OMV Petrom SA of 22 April 2013

### Resolution no. 6 of the Ordinary General Meeting of Shareholders of OMV Petrom SA of 22 April 2013

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 RON 5,664,410,833.50 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 1554 of March 22, 2013 and in the following widely-spread newspapers: "Bursa" and "Ziarul Financiar" of March 22, 2013,

held on 22 April 2013, 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 with 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. 11, 13, 14 of the agenda of the OGMS as follows:**

**Item 11.** In the presence of the shareholders representing 94.02775% of the share capital and 94.02810% of the total voting rights, with the affirmative votes of the shareholders representing 94.01728% of the share capital and 99.99778% of the casted votes approves **the net remuneration of each member of Supervisory Board to be EUR 20,000/year for 2013 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 13.** In the presence of the shareholders representing 94.02775% of the share capital and 94.02809% of the total voting rights, with the affirmative votes of the shareholders representing



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94.02403% of the share capital and 99.99999% of the casted votes **establishes 14 May 2013 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 14.** In the presence of the shareholders representing 94.02775% of the share capital and 94.02809% of the total voting rights, with the affirmative votes of the shareholders representing 94.02403% of the share capital and 99.99999% of the casted votes, **Ms 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.** Ms 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, 22 April 2013, in Bucharest, in 4 original counterparts.

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



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## OMV PETROM SA

Resolution of the Ordinary General Shareholders Meeting of  
OMV Petrom SA of 22 April 2013

### Resolution no. 7 of the Ordinary General Meeting of Shareholders of OMV Petrom SA of 22 April 2013

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 RON 5,664,410,833.50 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 1554 of March 22, 2013 and in the following widely-spread newspapers: "Bursa" and "Ziarul Financiar" of March 22, 2013,

held on 22 April 2013, 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 with 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. 12, 13, 14 of the agenda of the OGMS as follows:**

**Item 12.** In the presence of the shareholders representing 94.02775% of the share capital and 94.02809 % of the total voting rights, with the affirmative secret vote of the shareholders representing 73.38427 % of the share capital and 78.04844 % 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 2013 financial year, as well as in the presence of the shareholders representing 94.02775% of the share capital and 94.02809% of the total voting rights, with the affirmative votes of the shareholders representing 73.38281% of the share capital and 78.04766% of the casted votes a remuneration amounting to EUR 437,000 is approved.

**Item 13.** In the presence of the shareholders representing 94.02775% of the share capital and 94.02809% of the total voting rights, with the affirmative votes of the shareholders representing 94.02403% of the share capital and 99.99999% of the casted votes **establishes 14 May 2013 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 14.** In the presence of the shareholders representing 94.02775% of the share capital and 94.02809% of the total voting rights, with the affirmative votes of the shareholders representing 94.02403% of the share capital and 99.99999% of the casted votes, **Ms 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.** Ms 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, 22 April 2013, in Bucharest, in 4 original counterparts.

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

