

ANNUAL REPORT 2005

prepared in compliance with the requirements of the Regulation no 1/2006 issued by the National Securities Commission

SC PETROM SA

Headquarters	239 Calea Dorobantilor, district 1, postal code 010567, Bucharest
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Number and date of registration with the Trade Registry Office:	J40/8302/1997
Unique Registration Code	1590082
Fiscal attribute	R
The tier, type, number and main characteristics of the securities issued by the company	
• Dematerialized nominative common shares registered with the Independent Registry REGISCO S.A. in Bucharest, as per Contract No. 413/12.11.1998	
• Nominal Value, RON/share	0,1
• Number of shares	56,000,506,078
• Number of bonds (Eurobonds)	125,000
• Nominal Value, EUR/bond	1,000
• The shares of S.C. Petrom S.A. are traded at the first tier of the Bucharest Stock Exchange	
• The Eurobonds are traded on the Luxembourg Stock Exchange	
• Total market value of the Petrom shares as of December 23, 2005	RON 26,712,241,399

1. The Activity of the Company

1.1. a) The activity developed or which is to be developed by the company.

Petrom develops the following main activities:

- The production of crude and natural gas fields located onshore and offshore;
- Crude and petroleum products transportation;
- Product sales through own distribution networks;
- The import and export of crude, petroleum products, equipment, machines and specific technologies;
- Crude refining;
- Surface and underground water management and distribution;
- Agricultural field cultivation;
- Power production;
- Thermal energy and heated water production;
- Medical assistance services;
- Other activities established and detailed on in the Constitutive Act of the company.

b) The date when the company was established.

The company S.N.P. Petrom S.A. was established on October 27, 1997 and began its activity as of November 1, 1997, as per the Emergency Ordinance no. 49/1997 approved through Law no. 70/1998. In the General Extraordinary Meeting of Shareholders dated September 14, 2004 the change of the company's name from SNP Petrom SA to SC Petrom SA was approved.

c) Mergers or significant reorganizations of the company, the subsidiaries or the companies controlled achieved during the financial year.

Following the acquisition of the majority stake in Petrom by OMV in December 2004, the company has entered into a significant reorganization process, aiming to improve its financial and operational efficiency, but also to fully benefit of the synergies specific to an integrated oil and gas company.

At the beginning of 2005, three regions in E&P and seven regions in Marketing were defined.

The Gas business unit was established in 2005, under the direct subordination of Petrom CEO.

As a precondition for the centralization of Finance, IT and business processes within Petrom, and the realization of the proposed reorganization plans of the business units, the Board of Directors decided in June 2005 to deregister all 60 branches and to register them as working points. The process started with the deregistration of the Peco branches and by the end of the year almost half of Petrom branches were deregistered.

In 2005, Petrom also acquired 49% of Petrom Gas, increasing its shareholding in the company from 50.99% to 99.99%.

d) Asset acquisitions and/or alienation

The company has decided to focus on its core business and hence to initiate a process of reviewing all the assets in order to identify and divest the non-core assets. As part of this process, in December 2005, Petrom signed agreements for the sale of its off-shore drilling units Atlas, Fortuna, Jupiter, Orizont, Prometeu and Saturn, together with the related equipment and on-shore facilities to Grup Servicii Petroliere SA for USD 100 mn. The

operation of mobile off-shore drilling units is a specialized area of oil-field related services which requires a specific focus and expertise.

During 2005, the company has invested RON 1,126 mn in mutual funds and other financial instruments through umbrella funds. As of December 31, 2005, the fair value of these participations was of EUR 306,184,517. The umbrella funds are classified as financial instruments available for sale and are reflected at the end of the year at their fair value.

e) Main results of the company's evaluation

At the beginning of 2005 the company entered into a significant reorganization process of all its business units and corporate functions. Introduction of centralized organizations and systems in order to improve the control of the activity and to fully benefit of the synergies between the business units was performed and the first quick wins were obtained.

In **E&P** segment, a review of the situation at the end of 2004 resulted in the following:

- ▶ Declining oil & gas production
- ▶ Modest recovery efficiency
- ▶ Increasing costs
- ▶ No modern exploration and reservoir management
- ▶ Complex functional organization scattered across Romania
- ▶ Limited knowledge of English, however excellent technical skills

As a result of the valuation, in 2005 all the existing operations and investment projects and initiatives were re-assessed and the selected ones were included in a new project portfolio system; consequently this portfolio was aligned with the new strategy and implementation is already underway.

- ▶ New future Production by 3D Seismic Application & new Reservoir Management – *Petrom planned and executed three 3D survey in Romania and one in Kazakhstan covering almost 1000 km2, planning of 6 new 3D surveys underway.*
- ▶ Re-Design and Reduction of Compressor Stations and Abandonment of existing shut-in Units - *Concept Phase Completed, commenced detailed Engineering*
- ▶ Improve artificial lift systems and rollout of Progressive Cavity Pumps (PCP's) - *1554 wells with new PCPs at year's end and in 421 wells the lift systems had been changed in 2005.*
- ▶ Reduction of gathering stations (parks) and rationalization and modernization of tank farms – *Construction and modernization work on 45 surface facilities*
- ▶ Restructuring of Field Operations & Organization – *Transformation of Branches & Schelas into Operating Area & Operating Units*

The E&P business division was re-organized and in May 2005 a new headquarters in Ploiesti was installed, including the move of 450 people. The new organization was designed and implemented aligned to the strategy, including also a centralized procurement utilizing Petrom's purchasing power and new HSEQ organization to fit the new standards and processes.

The future strategy of the E&P business unit aims at:

- ▶ Keeping production level stable at 210,000 boed in Romania beyond 2010
- ▶ Developing the Caspian region into a core region
- ▶ Reducing production costs below 9 USD/boe in 2008
- ▶ Reaching reserve replacement rate of 70% in 2010

In **Refining** segment the valuation of the activity at the beginning of the year highlighted the following issues:

- ▶ Low liquidity and credit rating
- ▶ High fuel consumption and product losses
- ▶ Small turnaround interval (1-2 years)
- ▶ Refining yield and quality not matching the market demand
- ▶ Decentralized organization without internal interfaces

The actions taken in order to improve the efficiency of the refining activity resulted in lower consumption and losses, but also in an increased turnaround interval. Significant investments targeting the modernization of the production units, and also the increase of environmental protection were carried out in both refineries, resulting in an increase capability to produce fuels in accordance with EU requirements. The interfaces to Marketing, Controlling, Supply and Logistics were created in order to centralize the organization.

The main objectives of the Refining activity include:

- ▶ Raising refinery utilization to 95% and improve the refining cost position
- ▶ Complying with EU product quality by end of 2007
- ▶ Aligning production mix to international standards

Marketing segment was characterized by a scattered organization with 42 autonomous regional units. The first step was to centralize the organization of the business unit, and therefore 7 regions were defined.

As the prices of the petroleum products were not correlated with the international quotations, a new system was introduced resulting in the adjustment of the retail prices on a regular basis following Platts quotations.

The company introduced a new concept for the management of the filling stations, i.e. "Full agency" system, and also a new state-of-the-art filling station concept, i.e. PetromV, which offers a wide range of products and services.

As part of the reorganization process, the closing down of unprofitable locations (non-competitive filling stations, storage farms etc.) was started.

The strategy for the Marketing segment includes the following:

- ▶ Raise throughput ratio of fuel stations to 3 mm ltrs/year
- ▶ Build up to 250 PetromV stations until 2010
- ▶ Achieve 30% commercial market coverage in 2010
- ▶ Knock-down and rebuild 10 major terminals by 2010

In the second part of 2005, Petrom established a new division within the company, i.e. Gas Division, responsible for natural gas sales and management of the activity. Petrom has defined a clear set of objectives for the gas business, which are integrated part of the company's strategy:

- ▶ Achieve gas marketing volume of more than 7 bn cm in Romania with a 35% market share
- ▶ Develop the gas business beyond Romanian borders
- ▶ Realize gas prices approximated to European level
- ▶ Enhance competitiveness through own storage facilities.

1.1.1. General evaluation elements

Indicator	2004	2005
Net Profit, RON mn	(974)	1,416
Turnover, RON mn	8,688	10,760
Exports, USD mn	939	1,033
Operating expenses, RON mn	9,720	9,088
Market share		
Commercial, %	-	38
Retail, %	-	24
Liquidity (cash and cash equivalents), RON mn	4,118	4,500

The net profit increased significantly to RON 1,416 mn, while the operating expenses decreased by 6%. The company's turnover increased by 24% in comparison with 2004 and reached RON 10,760 mn, mainly as a result of a favorable price environment.¹

1.1.2. Evaluation of the company's technical expertise

a) Main products and services

As Petrom is an integrated oil and gas company, covering the full chain of upstream and downstream activities, the number of products is significant. However, they can be grouped in a few main categories representative for the company's activity:

- Crude, natural gas, ethane;
- Petroleum products: gasoline, diesel, heavy fuel oil, LFO, mineral oils, bitumen;
- Petrochemicals: benzene, polyethylene, propylene, acrylonitrile;
- Fertilizers: urea, ammonium nitrate, ammonia, methanol, nitric acid.

Some of Petrom units are specialized in providing services related to the industry, e.g. BOSS, ICPT, INCERP, Transpeco, Petrorep. The services are provided mainly to other Petrom units, and to a small extent, to third parties.

- Research and development (provided by the institutes within Petrom);
- Distribution of natural gas and liquefied petroleum gas;
- Special drilling works and onshore well commissioning works;

Petrom also provides services in connection with the activity of sales within the filling stations (car wash and service, restaurant/fast food/ bar and hotel/motel).

b) Main outlets for each product or service and the distribution methods.

Petrom is present on relevant markets as a producer and supplier of crude oil and natural gas, petroleum products, petrochemicals and fertilizers.

- **Crude:** Petrom is the only producer, 96% of the crude oil being delivered to its own refineries, Arpechim – Pitesti and Petrobrazi – Ploiesti and the rest to other refineries; the crude transportation is handled by Conpet.
- **Natural gas:** Natural gas is (1) used internally by other Petrom branches as consumption on site (E&P branches) or as a raw material (Doljchim and Arpechim); (2) sold to industrial and residential customers. For the delivery of the natural gas Petrom uses the national pipeline system of Transgaz and its own network.
- **Petroleum products, petrochemicals and fertilizers:** These products are sold to both Romanian and international markets.

c) The weight of each product or service type in the income and the total turnover of the company during the last three years.

Most part of Petrom revenues resulted from the sale of crude oil, natural gas and petroleum products. In 2005, the turnover of the company increased by 24%, as the volumes sold were slightly above the previous year levels and the trading conditions have been more favorable.

¹ Please see section % for a detailed analysis of the financial statements

Indicator	Total value – RON mn			% in Turnover		
	2003	2004	2005	2003	2004	2005
Revenues-crude	496.8	329.2	215.8	6.96	3.79	2.01
Revenues-natural gas	633.1	873.5	1264.9	8.87	10.05	11.76
Revenues –other industrial products	3209.6	4510.4	5257.2	44.99	51.92	48.86
Revenues-other services	68.8	50.8	72.2	0.96	0.58	0.67
Revenues – merchandise sales	2489.6	2679.7	3767.5	34.89	30.84	35.01
Other revenues	236.7	244.4	182.7	3.32	2.82	1.70
TOTAL	7134.6	8687.9	10760.2	100	100	100

The weight of each revenue category in total revenues is presented in the table below:

Indicator	Total value – RON m			Percentage in revenues		
	2003	2004	2005	2003	2004	2005
Operating revenues	7,497,077	9,139,245	10,973,183	98.64	95.9	95.1
o/w Turnover	7,134,593	8,687,897	10,760,228			
Financial revenues	105,144	393,201	569,200	1.36	4.1	4.9
Extraordinary revenues	-	-	-	-	-	-
TOTAL	7,602,220	9,532,446	11,542,383	100	100	100

d) New products

In view of complying with the EU requirements, in 2005 Petrom continued to develop and launch new products, as follows:

Product	EU Standard	
	COR	Sulfur content
ECO Premium 95 Gasoline	95	150 ppm
Unleaded Premium 95	95	50 ppm
TOP Premium 99+ Gasoline	99	50 ppm
JET fuel A-1;	-	-
TOP Nordic Diesel	49	50 ppm

In the same time, some of the existing products on the market were significantly improved from the quality point of view, as the Romanian standards were established a long time ago. The most significant changes were performed to heavy fuel oil and light fuel oil.

1.1.3 Evaluation of the provision of technical and material resources (domestic and imports)

The main feedstock for an integrated oil company as Petrom is crude oil, which is supplied mainly by E&P business unit (77%). The remaining of 23% was supplied in 2005 by OMV Supply & Trading.

The transfer price of the crude follows the international quotations with one month time leg, which will be eliminated in the future.

1.1.4. Evaluation of the sale activity

a) Description of the sales evolution on the domestic and/or international market and the medium and long-term estimates

	2005	2004	%
Fuel Sales, thousand tons	5,046	4,992	1.1
Turnover, RON mn	10,760	8,688	24

The total sales volume of petroleum products increased by 1.1% in 2005 in comparison with 2004, due to higher commercial sales, which amounted to 4,122 thousand tons. Commercial domestic sales were above 2004 figure by 1.7% reaching 1,859 thousand tons, while export sales amounted to 2,263 thousand tons, with 34 thousand tons more than in 2004. Retail sales decreased by 1.2%, to 924 thousand tons.

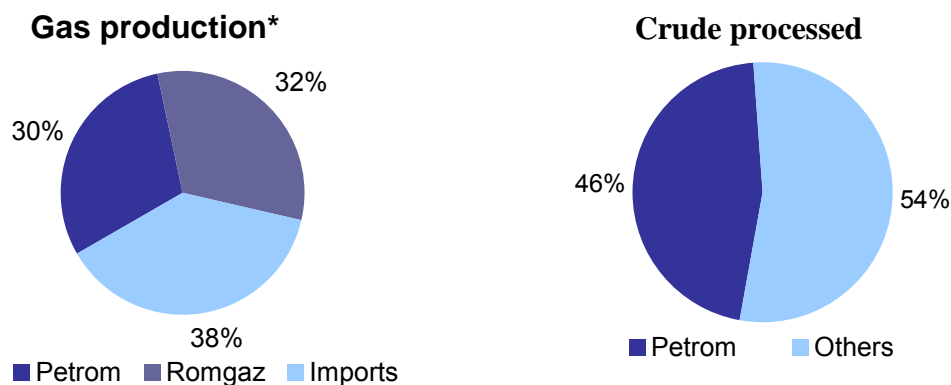
The turnover of the company increased by 24% reaching RON 10.76 bn mainly driven by the favourable price environment.

For 2006, the company estimates a turnover of RON 10.97 bn and a sales volume of 5,359.7 thousand tons.

The medium and long-term strategy establishes a level of fuel sales which results in a market share of 30% and also the increase of the filling stations efficiency, the annual throughput per filling station to be reached amounting to 3 mn litres.

b) Description of the competition within the company's field of activity, of the market share, of the company's products or services and of its main competitors

98% of the natural gas is produced by two companies, Romgaz and Petrom, while the rest of 2% represents the production of two private operators, Amromco and Wintershall. The Romanian consumption of natural gas is covered 65% from domestic production, while the rest of 35% is supplied from Russia.



*Source: The Energy Policy of Romania between 2005 – 2008

The Romanian refining sector consists of 10 refineries with a total operational capacity of 23.5 mn tons: Arpechim and Petrobrazi (owned by Petrom), Petromidia and Vega (Romp petrol), Petrotel (Lukoil), Rafo (Balkan Petroleum), Astra Romana (Kreyton Limited), Steaua Romana (Omnimpex), Petrolsub (Fertinvest and Euro House) and Darmanesti (Imperial Oil). In 2005, the refineries have processed a total quantity of 13.9 mil tons of crude, representing an average used capacity of 59% in the sector.

Petrom has a strong position on the domestic market, both in terms of market share and number of filling stations. According to Petrom's estimations, the company retail market share at the end of December was 24%.

Out of the 2,000 filling stations existing in Romania, 32% are no brand stations, while almost 28% are owned by Petrom. The other competitors have strengthened their position following major investments / acquisitions: Lukoil (300), Rompetrol (255), MOL (135) and OMV (73).

Petrom is a major player in the Petrochemical sector in Romania. Due to the structure of the Romanian petrochemical industry the different sites are specialized on products, which are complementary in the Romanian petrochemical processing. Thereby the different sectors are suppliers to each other and compete with imports (on domestic markets) or with other companies on the European Union and South-Eastern Europe markets.

The Romanian fertilizer market is dominated by 3 large specialized companies: Petrom - Doljchim, Turnu SA – Donauchem and Azomures, as follows:

- Methanol: Doljchim – 65%. The domestic market share decreased, in spite of an increase in production, as the exports were by 10% higher. Another significant producer of methanol is Viromet Victoria, which increased its market share in 2005.
- Ammonium Nitrate: Doljchim – 23%, Azomures – 35% and Turnu SA – Donauchem – 24%
- Urea: Turnu SA Donauchem – 50%, Amurco (a company established by separation from Sofert) – 24% and Doljchim – 15%. The domestic market share of Doljchim decreased due to higher exports, considering the limited urea market in Romania.

Based on internal estimations of Petrom, the total market share of Doljchim in 2005 was 20%.

c) Description of any significant dependency of the company on a single customer or on a group of customers whose loss would have a negative impact on the company's income

Given the wide range of products, Petrom has a large base of customers. Therefore, there are no clients which can materially affect the activity of the company.

If a domestic client decides to change the supplier, Petrom is able to find other customers to do business with. For the products exported, the company organizes auctions, where are participating more bidders so that Petrom is able to choose the best offers with respect to price and payment terms.

In addition, as a member of OMV Group, Petrom has broadened its customers' base with some of the affiliated companies within the Group.

1.1.5. Evaluation of issues related to the company's employees/staff

a) The number and the expertise of the company's employees.

The number of company employees as of December 31, 2005 was of 43,546, while the number of employees of Petrom Group (Petrom together with the companies in which the company holds more than 50% of the shares) was of 44,693.

The majority of the unions existing at the level of each branch are affiliated to F.S.L.I. PETROM, while a reduced number of unions are affiliated to "Lazar Edeleanu" union.

b) The relationship between manager and employees as well as of any conflict elements which characterize this relationship

The relations between the management and the employees are normal, without the occurrence of collective actions to challenge the management.

In 2005, the collective labor agreement was negotiated for the first year and the dialogue between unions and management continued on a regular basis. All the steps of the reorganization process that the company has entered into at the beginning of the year were discussed and agreed by both parties.

1.1.6. Evaluation of issues related to the impact of the issuer's main activity on the environment

Environmental protection expenditure amounted to approximately RON 185 mn in 2005, which is a decrease of almost 40% when compared to 2004. However, this must be understood in the context of the privatisation and the fact that 2005 was a year of evaluation and design rather than implementation. Petrom fully expects that in the coming years the amount of environmental expenditure will steadily increase in line with implementation of the overall investment programme of EUR 3 bn by 2010.

According to current national legislation, Petrom must hold environmental permits for all relevant working units. As a consequence of privatisation Petrom had to undertake an enormous re-authorisation process, which is well underway. As of December 31, 2005, Petrom required 1001 environmental permits. From this total 494 had been successfully re-authorised during 2005 with a further 448 under re-authorisation and 47 more being regulated under their old permits. This leaves only 12 working units that have not started re-authorisation and have expired old permits. Obviously, Petrom will work diligently during 2006 to continue the pace of re-authorisation and achieve total compliance.

In 2005 there were a number of reported environmental incidents. These were mainly related to pipe leakages from old and corroded pipelines that affected primarily the soil and surface water. To combat this Petrom has initiated and will continue an ambitious programme of pipeline modernisation and replacement. It is expected that this will reap significant environmental benefits, especially from 2007 onwards.

As in other areas of HSE, 2005 was mainly a year of evaluation and Petrom conducted a company wide review of environmental aspects to determine high risk areas and help establish investment priorities. This project was successfully completed in November 2005 and will be used as the blueprint for the ongoing improvement program.

1.1.7. Evaluation of the research and development activity

The amounts used in 2005 for research and development activity in refining segment are presented in the following table.

Research and Development Expenses, RON	2005 Actual	2006 Budget
Arpechim	141,269	222,500
Petrobrazî	20,000	-
INCERP	-	-
Total	161,269	222,500

The expenses with the studies and the research performed at Petrobrazî, which accounted for the highest part of the amount spent, are related to the project regarding the elimination of H₂S of the liquid gas fractions.

1.1.8. Evaluation of the company's risk management activity

As an integrated oil and gas company, Petrom is exposed to both oil and fuels prices at the international level.

The natural disasters and the geo-political instability in 2005 resulted in high oil prices, but also in a shortage of fuels especially on the US market, which led to a significant increase of product prices. Petrom has adjusted the prices for commercial and retail pump sales of fuel categories in accordance with the prices fluctuations at international level, however the adjustment was done at a slower pace in the second part of the year.

In 2005, Petrom repaid most of its long-term debts and therefore the exposure to credits decreased significantly. The company still has to repay its Eurobonds debenture which is due in October 2006 and was reclassified as a short-term debt. This reclassification influenced the liquidity ratios of the company which decreased in comparison with 2004, but still recorded high levels.

Ratio	Formula	2005	2004
Current ratio	Current Assets / Current Liabilities	3.2	4.9
Quick ratio	(Current Assets - Inventories) / Current Liabilities	2.6	3.9

Description of the company's risk management related policies and objectives.

Petrom, as fully consolidated affiliate of OMV Group has to build up and develop a standardized risk management system as in OMV – the so-called Enterprise Wide Risk Management (EWRM). This will be applicable also for all companies controlled by Petrom, where the Company will use its supervisory role to encourage the introduction of appropriate risk management systems.

This system is horizontally integrated into the business process, and vertically integrated in Petrom's strategy and medium term objectives.

EWRM in Petrom covers operational risks, with a time horizon of up to 3 years, and also highlights strategic risks which could endanger the competitive situation in the long run. At the same time, ongoing management reporting and regular and ad-hoc review meetings ensure systematic monitoring of business performance.

Petrom started the implementation of EWRM system in May 2005 by setting up the infrastructure necessary for identification, evaluation, control and reporting of key risks.

The identification and evaluation of important risks are monitored and reported twice a year.

This evaluation is conducted on a Business Unit level, based on their best knowledge of the business, as well as consolidated and prioritized for Petrom as a whole. The resulting Risk Report shows the Company's Risk Map and describes taken and planned risk measures. This report is presented by Risk Management and Treasury to the Managing Committee as well as Operating Risk Committee within OMV.

Petrom's Risk Map is consolidated into OMV Group's Risk Map as a whole.

The management of risks is done on all levels by the employees and the respective management up to Managing Committee level.

All material legal and regulatory requirements are to be known and strictly complied with.

Areas such as health, safety and environment, and personnel are monitored on a Group-wide basis, and are governed by corporate regulatory documents. Financial and strategic price risks are centrally managed by Group Treasury in order to leverage the advantages of Group integration, diversification and expertise.

Major facilities will be sufficiently insured against risks of major accidents as well as risks which impact life and injury, people and/or assets as required by law and regulations.

In the event of major increase of substantial risk (>30%) or new substantial risk appearing, Petrom's Managing Committee is to be informed as soon as possible.

It is important to note that the risk management process in Petrom has relatively recently started and will go through a process of refinement, while appropriate updates will be made on an ongoing basis.

1.1.9. Estimates of the company's activity

a) Factors which affect or could affect the company's cash position

The liquidity of the company was good as a result of the cash flow generated by the operational activity in 2005, but also by the share capital increase at the end of 2004 (following the privatization of the company). The appreciation of the local currency against the Euro influenced the book value of the amounts resulting from the share capital increase, as this was performed in euros.

The company tries to reduce the negative impact of the RON appreciation and invested around RON 1.1 bn in three umbrella funds, 95% guaranteed, which generated a return by 1.5-2% higher than the one on the money market. The rest of the cash is placed on short-term in different deposits.

An analysis of the liquidity ratios is presented in Section 5 – Analysis of the Financial Condition

b) Capital expenditures

Investments, RON mn	2005	2004
Exploration and Production	530.5	669.3
Refining	449.7	366.1
Marketing	135.4	258.8
Chemicals (Doljchim)	1.6	8.6
Total	1,117.1	1,302.8

In 2005, total investments decreased by 14% as the review of the project portfolio delayed the approval of the budget and hence its execution. 47% of the total investments were directed towards E&P, followed by refining with 40%, while the remaining of 13% was spent in Marketing and Chemicals.

In 2005, E&P Capital Investments amounted to RON 530.5 mn, out of which 46% were for development (growth), 39% for production (running business) and 15% for corporate and

other investments. In addition RON 150.6 mn were spent for the 2005 Exploration campaign, increasing the expenditure share of Exploration vs. Capex from app. 7% in 2004 to app. 22% in 2005.

The Exploration expenditures tripled, whilst the Capital Investments decreased as rigorous conceptual, technical and economical project reviews and selection were performed. By the end of the third quarter of 2005, the revision of the concepts for numerous investment projects was finalized. Starting with the fourth quarter of 2005, investments increased significantly, especially for drilling projects. For 2006 a further increase of investments is planned.

2005 key activities include:

- Acquisition of three 3D seismic surveys
- Drilling of 13 exploration and appraisal wells
- Drilling of 162 production wells
- Construction and modernization of 45 surface production facilities
- Construction works for 8 gas distribution networks
- Finalization of the E&P office building in Ploiesti.

In 2005, Petrom invested significant amounts in its two refineries, in order to achieve the refining targets with respect to cost position and compliance with the quality standards imposed by the European Union.

Two thirds of the amount invested in 2005 were directed towards Arpechim (RON 300 mn), while the rest was used for investment projects in Petrobrazî (RON 150 mn).

The most important **projects** started or continued in each refinery were as follows:

Arpechim

- ❖ FCC feed Hydrotreating Unit
- ❖ New Hydrogen Unit
- ❖ DCS implementation
- ❖ Desulphurization of FCC heavy gasoline - ISAL process

Petrobrazî

- ❖ Revamp Gasoil Hydrotreating Unit
- ❖ DCS implementation System
- ❖ Revamp Railway station for Oil Products
- ❖ Revamping CCR Plant

The investments in Marketing segment amounted to RON 135.4 mn and were directed towards the construction of new filling stations and the modernization of the existing ones. 60% of the investments were used for continuing the projects started in the previous years.

For 2006, the company estimates a total investment of RON 2,335 mn, out of which RON 1,188 mn in E&P segment, and the rest in Refining (RON 640 mn) and Marketing (RON 433 mn).

c) Factors which significantly affect the income generated by the company's main activity.

Petrom crude production decreased in 2005 under the influence of the strong floods which affected Romania and resulted in power cuts causing interruptions of the production process.

The production and as a result the sales of fuels were also lower following the 6-week turnaround of Petrobrazî refinery.

2. Tangible Assets of the Company

2.1. The location and the main features of the production equipment owned by the company

Petrom S.A. develops its activities in all the counties of the country, in Bucharest and in the Black Sea Continental Shelf, but also in Kazakhstan and the neighboring countries (Moldova and Hungary). The main production capacities, as well their distribution on fields of activity, are presented in the table below.

E&P	Refining	Marketing & Distribution	Chemicals
<p><i>Domestic</i></p> <ul style="list-style-type: none"> 292 petroleum commercial fields, with 1,213 natural gas production wells and 11,943 crude production wells 719 gathering, storage, treatment and separation stations two de-ethanization stations an underwater transportation pipeline of 85 km in length (plus internal additional networks) 7 drilling platforms, 5 fixed production platforms * <p><i>International</i></p> <ul style="list-style-type: none"> 6 Exploration and Production licenses in Kazakhstan 	<ul style="list-style-type: none"> Arpechim: integrated petrochemical and refining complex with an operational processing capacity for crude of 3.5 mtpa Petrobraz: integrated petrochemical and refining complex with an operational processing capacity for crude of 4,5 mtpa 	<p><i>Domestic</i></p> <ul style="list-style-type: none"> 56 storage facilities (storage capacity of 540,000 cm) 553 distribution stations 34 LPG skids 1100 petroleum products transportation road vehicles with a total capacity of around 15,000 cm. All active road tankers have been transferred from the Peco branches into the Transpeco. <p><i>International</i></p> <ul style="list-style-type: none"> 1 storage facility; 82 filling stations 	<ul style="list-style-type: none"> Doljchim: chemical fertilizer plant with a production capacity of approx. 1.4 mtpa of chemical products (ammonia, nitric acid, ammonium nitrate, urea and methanol)

* Agreements for the sale of 6 offshore mobile drilling units were signed at the end on 2005. The transfer of these units will happen during 2006.

2.2. The degree of wear-out for fixed assets

Due to the change of the reporting system this information cannot be computed anymore.

2.3. Potential issues related to ownership rights over the company's tangible assets.

The company received further notifications sent in consideration of the Law no. 10/2001, which provides the legal framework for the restitution of the nationalized assets between

March 6, 1945 and December 22, 1989. Their status as of December 31, 2005 was the following:

- 1017 notifications were transmitted to Petrom;
- at the date of the Law issue:
 - 13 buildings have been returned;
 - 916 notifications have been rejected;
 - 27 notifications were redirected towards other entities.
- 61 files are under analysis.

As per Article 7.2, in conjunction with the provisions of Article 26 of the Methodological Norms for the application of Law no. 10/2001, approved through Government Decision no. 498/2002, the City Hall or the notified prefecture is under the obligations to identify the owning unit and to communicate in writing to the entitled person, the identification elements for this unit, and to submit the notification to the owning unit for finding a solution.

3. The Market of the Securities issued by the Company

3.1. The markets in Romania and in other countries where the securities issued by the company are traded

Petrom shares are traded on the Bucharest Stock Exchange as of September 3, 2001.
The Eurobonds issued by the company are traded on the Luxemburg Stock Exchange starting with 2001.

3.2. Description of the company's dividend policy for the last 3 years.

As per the Decision of the General Meeting of Shareholders dated May 25, 2004, for 2003 were distributed dividends of ROL 26,7/share.

In the General Meeting of Shareholders dated May 24, 2005, the Board of Directors proposed not to distribute any dividends for 2004, due to the lack of distributable profit as reflected by the financial statements of Petrom for the financial year 2004 prepared in accordance with the local Romanian Accounting Standards.

The Board of Directors decided on March 13, 2006 to propose for the forthcoming General Meeting of Shareholders on April 25, 2006 the payment of dividends amounting to RON 738,420 thousand (RON 0.0130/share), resulting in a payout ratio of 52%.

The payment of dividends was possible due to the capital restructuring which took place in the fourth quarter of 2005 and which placed the company in a stronger position to recommence the payment of dividends to its shareholders. The loss carry forward was netted to the maximum extent possible by the set-off with the revaluation reserve and the share premium account.

3.3 Description of any activity involving the company's purchasing its own shares

In 2005, Petrom did not purchase any of its shares.

3.4. Where the company owns subsidiaries, mention of the number and the nominal value of the shares issued by the parent company and held by the branches

Petrom has subsidiaries, but none of these owns shares issued by the parent company.

3.5. Where the company has issued bonds and /or other debt securities, presentation of the way in which the company fulfilled its obligations towards the holders of such securities

For Eurobonds, the interest of 11,625% is paid annually on October 2.

4. Company administration

4.1. Presentation of the company's administrators and the following information for each administrator:

a) CV (family name, first name, age, skills, professional expertise, position and length of employment)

The management of the company is ensured by the Board of Directors consisting of 7 members. The Board of Directors structure in 2005 was as follows:

Name	Age (years)	Position	Other information
Wolfgang Ruttenstorfer	56	OMV CEO and Chairman of the Executive Board, Head of Head Office, Gas, and Chemicals.	Doctorate at the University of Economics and Business Administration in Vienna Started to work at OMV in 1976
Gerhard Roiss	54	Member, Deputy Chairman of OMV Executive Board, Head of Refining and Marketing including Petrochemicals.	Economics studies in Vienna, Linz and Stanford, USA. Started to work at OMV in 1990
David Davies	51	Member, Chief Financial Officer of OMV, Head of Finance, OMV Solutions GmbH.	Graduated Liverpool University Since April 1, 2002, he is member of the Executive Board and CFO of OMV
Helmut Langanger	56	Member, Member of OMV Executive Board, Head of Exploration and Production.	Graduated Leoben University and obtained a Bachelor's Degree in Economics in Vienna. Started to work at OMV in 1974
Dorinel Mihai Mucea	59	Member, Senior Advisor of Ministry of Economy and Commerce, Responsible for Privatization.	Graduated the Academy of Economic Studies Bucharest He is holding the current position since 2001
Mariana Gheorghe	50	Member, Senior Banker, South-Eastern Europe and the Caucasus Group, Banking, European Bank for Reconstruction and Development (EBRD).	Graduated the Academy of Economic Studies and the University of Bucharest She is holding the current position since 1999
Sebastian Teodor Gheorghe Vladescu	48	Member until August 22, 2005. In August 2005 he became the Minister of Finance and therefore incompatible with this position; he was replaced by Mr. Victor Paul Dobre	Graduated the Academy of Economic Studies Bucharest
Victor Paul Dobre	54	Member starting with November 22, 2005. State	Graduated the Mechanics Faculty, Galati – Ships

b) Any agreements, understanding or family connection between the respective Director and another person who is responsible for appointing of the respective person in the position of Director.

The members of the new Board of Directors were proposed by OMV AG (Wolfgang Ruttenstorfer, Gerhard Roiss, David Davis and Helmut Langanger) and by the Ministry of Economy and Commerce through the Office of State Participations and Privatization in Industry (Dorinel Mihai Mucea, Sebastian Tudor Gheorghe Vladescu and Victor Paul Dobre). Mariana Gheorghe was named by EBRD.

c) The participation of the director at the share capital of the company.

None of the members of the Board of Directors held at any moment in 2005 shares issued by the company.

e) The list of related parties to the company

Please see appendix d.

4.2. Managing Committee

a) Terms of office for the person who is member of the executive management

The Managing Committee who ran in 2005 the daily business activity of the company is shown in the table below.

Name	Position
Gheorghe Constantinescu	Chief Executive Officer of Petrom, President of the Managing Committee
Werner Schinhan	Deputy Chief Executive Officer of Petrom
Reinhard Pichler	Chief Financial Officer.
Florian Constantinescu*	Member of the Managing Committee, responsible for Refining.
Werner Ladwein	Member of the Managing Committee, responsible for Exploration and Production.
Tamas Mayer	Member of the Managing Committee, responsible for Marketing.

* Starting with January 1, 2006, Mr. Florian Constantinescu was replaced by Mr. Jeffrey Rinker

Each member of the Managing Committee was granted representation powers and signature rights. The members of the Managing Committee are appointed for an unlimited period of time.

b) Any agreement, understanding or family connection between that person and another person who is responsible for appointing him/her member of the executive management

Mr. Werner Schinhan, Mr. Reinhard Pichler, Mr. Werner Ladwein and Mr. Tamas Mayer held management positions in OMV prior to the current position as members of the Managing Committee. They have been appointed by the Interim Directors and have been confirmed as such by the Board of Directors.

c) The participation of the respective person at the share capital of the company.

- Gheorghe Constantinescu – 7,890 shares representing 0.000014% of the share capital.
- Florian Constantinescu – 5,293 shares representing 0.0000095% of the share capital.

4.3. The possible litigation instances and administrative procedures in which all persons presented under Sections 4.1 and 4.2 were involved during the last 5 years

There are two litigations considered by the management to be probable of assertion and which, if asserted, would have at least a reasonable possibility of an unfavorable outcome. Mr. Florian Constantinescu was member of the Board of Directors of SC Petrolsub SA. Fertinvest Holding Ltd. launched a claim against the refinery aimed at partially nullifying the Decision no 6 dated November 23, 2004 of the General Meeting of Shareholders of SC Petrolsub SA and also to suspend the effects of such decision. The litigation was not solved yet.

The second litigation results from the claim of Foraj Sonde Braila SA, and has as respondents Petrom SA and the former Board of Directors and Censors.

5. Analysis of the Financial Condition

Financial highlights, RON mn	Year ended December 31	
	2005	2004
Sales	10,760	8,688
EBIT	1,884	(581)
EBITDA	2,775	114
Net (loss)/profit	1,416	(974)
Fixed assets	10,609	9,589
Current assets	7,204	6,080
Non-current liabilities	4,855	5,020
Current liabilities	2,231	1,257
Shareholders' Equity	10,727	9,392
Net cash flow from operating activities incl. change in Working Capital	2,771	1,856

2005 showed for Petrom a significant improvement of its financial condition as a result of the favorable environment as well as of the increase in efficiency and cost awareness in business relations.

The restructuring of the equity approved by the Board of Directors resulted in an improved and fair view of the balance sheet and, in particular, in more transparency of the equity position of the company.

The loss carry forward (RON 3,048 mn) was netted to the maximum extent possible with the revaluation reserve (RON 697 mn net of tax) and the share premium account (RON 2,060 mn). The loss carry forward after the capital restructuring amounts to RON 290 mn.

This restructuring had the benefit that it placed the company in a stronger position to recommence the payment of dividends to its shareholders in 2005.

In 2005, all the profitability ratios turned positive as the company recorded an improved net profit. NOPAT increased significantly, due to both a high net profit and the decrease of the tax rate from 25% to 16%. The company recorded a ROACE of 22%, significantly above the target of 13%.

As in 2004, the company recorded a net cash position due to the high amount of cash, hence the debt to equity ratio was negative.

Liquidity ratios decreased in comparison with 2004, as current liabilities increased due to the reclassification of the outstanding balance of the Eurobonds issued in October 2001 as short term debenture (due in October 2006).

Ratio	Formula	2005	2004
RoFA	NOPAT / Average Fixed Assets	13%	(11%)
ROACE	NOPAT / Average Capital Employed	22%	(13%)
ROE	Net Profit / Average Equity	14%	(11%)
Debt to Equity	Net Debt (Cash) / Average Equity	(45%)	(42%)
Current ratio	Current Assets / Current Liabilities	3.2	4.9
Quick ratio	(Current Assets - Inventories) / Current Liabilities	2.6	3.9

Key operating statistics, %yoy	Year ended December 31	
	2005	2004
Revenues growth	24%	22%
EBIT margin	18%	(7%)
EBITDA margin	26%	1%
Net profit/(loss) margin	13%	(11%)

The turnover of the company increased by 24% reaching RON 10,760 mn as the volumes sold were slightly above the previous year levels and the trading conditions have been more favorable.

The operating expenses amounting to RON 9.09 bn, were down by 6% against 2004 figure and were influenced by:

- The increase of the expenses with raw materials, materials and consumables by RON 138 mn due to higher acquisition prices for imported crude oil,
- The increase in salary expense and other benefits by RON 205 mn
- The booking of the restructuring provisions (RON 488 mn),
- The decrease by RON 305 mn related to the depreciation on tangibles and intangibles which was generated mainly by the change in the computation method of the depreciation to UOP method and less impairment of fixed assets in 2005 compared to 2004.
- Other expenses, such as third party services, royalties for crude oil and gas and other services which had a net impact of RON 105 mn increase on the operating expenses.

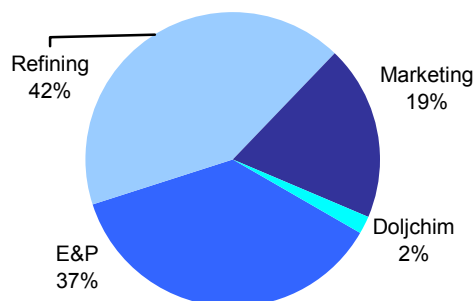
The **EBIT** turned positive in 2005 (RON 1,884 mn), driven by the increase of the result in E&P as well as the improvement in the refinery segment. However, it was negatively impacted by the charges related to the reorganization process undertaken by the company. The results wer particularly impacted by special items amounting to RON 769 mn.

The E&P contribution to EBIT raised significantly to RON 2.8 bn [2004: RON 572 mn] due to higher crude and gas prices which compensated the decline of the production as well as a result of the reorganization of the assets and projects portfolio.

E&P Revenues amounted to RON 7.1 bn, increasing by 16% while 75% were generated by the inter-segment sales to Petrom's business units.

The EBIT generated by Refining improved, due to better refining margins but remained negative as the main refinery of the company, Petrobrazi, undertook a 6-week turnaround in the fourth quarter. More than 60% of total revenues resulted from sales to third parties, while inter-segment sales accounted for thre rest, or RON 3.1 bn.

Total Revenues by Segment in 2005



The reorganization process undertaken by the company has impacted significantly Marketing results as during the year the unprofitable filling stations and terminals were

closed and the related impairment was booked, a new commercial policy was introduced (resulting in a review of the portfolio of customers and suppliers) while centralizing the entire Marketing organization.

Doljchim EBIT was positive in 2005, but it decreased significantly in comparison with 2004, following the increase of the price for natural gas, which represents the main raw material used for the production of fertilizers.

EBIT per segments of activity, RON mn	Year ended December 31	
	2005	2004
Exploration and Production	2,782	572
Refining and Petrochemicals	(386)	(893)
Marketing	(528)	(152)
Chemicals (Doljchim)	17	107

Financial result improved by 17% as a result of the gains from interest income and of the significant reduction of the interest expense as the company repaid all loans during 2005. Due to significant amounts of cash owned by the company following the privatization process, an unrealized **forex loss** was generated as the RON appreciated against EUR.

Income tax increased by 78% as the taxable profit in 2005 was significantly higher than in 2004.

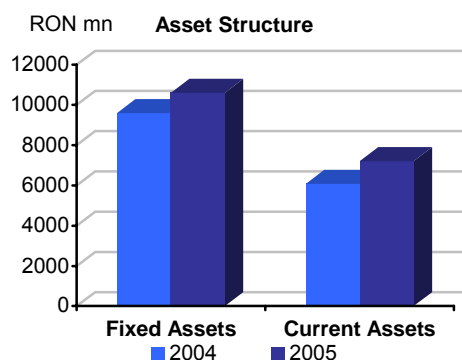
Investments, RON mn	2005	2004
Exploration and Production	530.5	669.3
Refining	449.7	366.1
Marketing	135.4	258.8
Chemicals (Doljchim)	1.6	8.6
Total	1,117.1	1,302.8

In 2005, **total investments** decreased by 14% as the review of the project portfolio delayed the approval of the budget and hence its execution. 47% of the total investments were directed towards E&P, followed by refining with 40%, while the remaining of 13% was spent in Marketing and Chemicals.

The difference between the capital additions shown in the financial statements and the investment reporting represents the amount used for unsuccessful exploration and the increase of the share participation in different companies.

Total assets increased by 14% amounting to RON 17.8 bn, as both fixed and current assets exceeded last year levels.

Fixed assets recorded a 11% increase against 2004 figure, mainly due to the acquisition of three umbrella funds in the amount of RON 1.1 bn. The investments in other companies also increased during 2005, as a result of the acquisition of 49% of Petrom Gas and the increase of the investments in Doo Petrom Yu by a total of RON 10.3 mn.



Current assets, increased by 18% compared to 2004, reaching RON 7,204 mn. The increase is attributable to all current items:

- inventories increased by 31% mainly due to higher price levels
- accounts receivable increased by 46% as the turnover within the last two months of 2005 was higher in comparison with the similar period of 2004
- cash increase of 9% was the result of the higher net cash from operating activities due to an enhanced profitability.

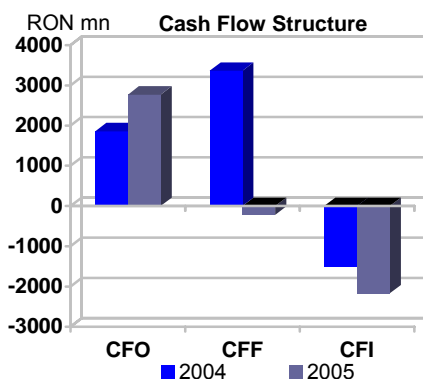
Total liabilities accounted for EUR 7.1 bn, increasing by 13% as compared to 2004.

Non-current liabilities decreased by 3%. The non-current part of the bonds liability was reclassified as short term debenture (due on October 2, 2006). The provisions increased by 7% as a result of the booking in 2005 of the restructuring provisions (year-end balance - RON 349 mn), but also following the increase in other provisions (severance benefits, VAT, excises and other related taxes for missing stock, environmental provision, provision for litigations and claims) which was offset by the decrease of the decommissioning provisions.

Current liabilities significant increase (77%) is associated mainly with the reclassification of the debenture loans as current (RON 471 mn) and with the provision for current tax (RON 382 mn).

Total taxes paid by Petrom to the State budget increased from RON 3.7 bn to RON 4.6 bn in 2005, out of which **excise duty** – RON 2,326 mn (15% increase over 2004), **corporate tax** – RON 400 mn (2.5 times above 2004 figure) and **royalties** – RON 508 mn (25% higher than in the previous year).

Shareholders' equity in 2005 was 14% above 2004 figure, the increase representing mainly the profit of the year. In addition, the equity was adjusted with the reserve for the umbrella funds purchased in 2005 and the tax on transfer of the revaluation reserve to retained earnings resulting from the capital restructuring.



The net cash generated from operating activities recorded a significant increase in comparison with the previous year (+49%), mainly due to the high profit before taxation, but also to positive working capital movements and higher interest received.

The net cash used for investing activities increased in comparison with 2004, recording an amount of RON 2,170 mn, mainly due to the acquisition of three umbrella funds (RON 1,126 mn).

In 2005, the **cash flow used for financial activities** was RON 219 mn, as the

company repaid its debt to IBRD.

The cash and cash equivalents at the end of the year amounted to RON 4,499 mn, by 9% higher than in 2004.

The total cash flow of the company amounted to RON 382 mn, much lower than 2004 figure. However, the cash flow in 2004 was increased with the share capital subscribed by OMV (RON 3,839 mn) following the privatization process, whereas in 2005 no share capital increase took place.

6. Annexes.

Please find attached the following documents:

- a) The Constitutive Act of SC Petrom SA.
- b) The resignation of Mr. Sebastian Teodor Gheorghe Vladescu from its position of Petrom BoD member;
- c) The list of the subsidiaries and of the companies controlled by Petrom;
- d) The list of the persons affiliated to the company.

**President of the Board of Directors
Wolfgang Ruttenstorfer**

**Chief Executive Officer
Gheorghe Constantinescu**

**Chief Financial Officer
Reinhard Pichler**

PETROM S.A.

239 Calea Dorobanților, district 1, zip code 010567, Bucharest, Romania

Fiscal Code R, C.U.I. 159 0082, RC J40/8302/1997

www.petrom.com



CONSTITUTIVE ACT of the company "PETROM" S.A.

Chapter 1 Corporate name, corporate form, headquarters, duration

Article 1 Corporate name

The name of the company is **PETROM S.A.** (hereinafter, interchangeably, "**Petrom**" or the "**Company**").

Any invoice, offer, order, tariff, prospectus or other document issued by the Company shall specify the name of the Company, its legal form, its registered headquarters, the number of registration in the Commercial Registry, the fiscal code and the share capital, of which the actually paid-up capital, in accordance with the Company's last approved balance sheet.

Article 2 Corporate form

Petrom is a Romanian legal person established as a joint stock company.

Petrom is a publicly held company.

The Company's logo is a red-coloured Dacian wolf head against a yellow background in the form of letter "P" having the name "Petrom" written underneath, in blue. A reference to the fact that the Company is part of the Majority Shareholder's group of companies may be added in a separate line below the Company's name, provided that such reference is visibly smaller in size than the reference to the name of the Company.

Article 3 Headquarters

The headquarters of the Company are situated in 239 Calea Dorobantilor, sector 1, Bucharest, Romania. The headquarters of the Company may be changed to any another location in Romania pursuant to a resolution of the Board of Directors.

The Company may establish branches, agencies, representative offices or any other such units without legal personality, in Romania or abroad, according to the law, pursuant to the decision of the Board of Directors.

Article 4

Duration

The Company shall operate for an unlimited period of time, commencing on the date of its registration with the Commercial Registry.

Chapter 2

Purpose and business object of the Company

Article 5

The purpose of Petrom is the exploration and exploitation of petroleum and natural gas deposits on the land and the continental shelf of the Black Sea, which are under the administration of the former Autonomous Petroleum Regie "PETROM" Bucharest according to the legal provisions, the transport of petroleum and petroleum products, the trading of products through its own distribution networks, the import and export of crude oil, petroleum products, machinery, specific equipment and technologies, technical-economic and scientific collaboration, the performance of works abroad.

Article 6

Business object

The core business object of Petrom is the following:

- the exploration and exploitation of petroleum and natural gas deposits on the land and the continental shelf of the Black Sea.

In addition to its core business, the Company shall also carry out the following activities:

- the transport and marketing of crude oil and natural gas through its own distribution networks;
- the drilling of wells;
- the refining of crude oil;
- the distribution, transport, storing, marketing, bunkering of ships and the supply of airships with petroleum products;
- wholesale and retail trade in merchandise and miscellaneous products;
- research and designing;
- construction-erection, maintenance and repair of machinery, tools and equipment;
- emergency works, commissioning and repair of wells;
- geological and geo-physical investigations;
- specific works and technologies;
- import and export of crude oil, petroleum products, petrochemical and chemical products, specific machinery, equipment and technologies;
- import and export of explosive products;

- economic and technical-scientific collaboration and the performance of works abroad in its field of business;
- technical-material supply, transport by own vehicles, by ships and airships, of persons and materials for specific technological operations and works;
- provision of services to companies and to the public;
- medical and social activity for its own employees and third parties.

According to the Classification of Activities in the National Economy, the scope of business of Petrom is the following:

Core business:

1110

Extraction of hydrocarbures

In addition to the core business, the Company shall also carry out the following activities:

0111

Growing of cereals, maize and other plants

0112

Growing of vegetables, horticultural specialities and greenhouse products

0113

Growing of fruit, nut-trees, plants for beverages and spices

0123

Swine breeding

0141

Ancillary agricultural services; landscape gardening (landscape architecture)

1120

Ancillary services to the extraction of petroleum and natural gas (excluding prospecting activities)

1450

Other extractive activities

1581

Making of bread; fresh pastry

1598

Production of mineral water and soft drinks

2125

Manufacturing of other items made of paper and cardboard

2215

Other publishing activities

2222

Other printing activities

2223

Bookbinding

2224

Pre-printing preparatory services

2225

Other printing house related activities

2233

Reproduction of IT records

2320

Manufacturing of products obtained from the processing of crude oil

2411

Production of industrial gas

2412

Manufacturing of dye-stuff and pigments

2413

Manufacturing of basic inorganic chemical products

2414

Manufacturing of other basic organic chemical products

2415

Manufacturing of fertilisers and nitrous products

2416

Manufacturing of plastic materials in primary form

2417

Manufacturing of synthetic rubber in primary form

2420

Manufacturing of pesticides and other agro-chemical products

2430

Manufacturing of paints, varnish, printing ink and mastics

2451

Manufacturing of soap, washing powder and beauty products

2461

Manufacturing of explosives, including:

- Import-export of explosive materials

2462

Manufacturing of glue and gelatine

2463

Manufacturing of essential oils

2464

Manufacturing of chemicals for photography purposes

2465

Manufacturing of recordings related devices

2466

Manufacturing of other chemical products

2811

Manufacturing of metallic constructions and component parts of metallic structures

2812

Manufacturing of joinery items and metallic hardware

2821

Manufacturing of tanks, reservoirs and metallic containers

2852

Operations of general mechanics

2871

Manufacturing of vessels, containers and other similar products made of steel

2875

Manufacturing of other items made of metal

2922

Manufacturing of lifting and handling equipment

2952

Manufacturing of machinery for extraction and construction purposes

2956

Manufacturing of specific machinery and equipment

3520

Construction and repair of rolling stock

3710

Recovery of waste and recyclable scrap metal

4011

Production of electricity

4012

Transport of electricity

4013

Distribution and marketing of electricity

4021

Production of gas

4022

Production and marketing of gaseous fuel through pipelines

4030

Production and distribution of heating energy and warm water

4100

Catching, treatment and distribution of water

4511

Demolition of constructions, embankments and construction site organisation

4512

Drilling and welling works for construction purposes

4521

Construction of buildings and civil engineering

4525

Other special construction works

4533

Technical and sanitation installation works

4534

Other installation works

5010

Trade with motor vehicles

5020

Maintenance and repair of motor vehicles, including

- installation of LPG installations on the motor vehicles

5030

Retail trade with parts and accessories for motor vehicles

5050

Retail trade with fuel for motor vehicles

5111

Brokerage of raw agricultural products, livestock, raw textile materials and semi-products

5112

Brokerage of fuels, minerals and chemical products for the industry

5113

Brokerage of wood and constructions materials

5114

Brokerage of industrial machines, equipment, ships and airships

5115

Brokerage in the trade with furniture, household devices and hardware

5116

Brokerage of textiles, clothes, footwear and leather items

5117

Brokerage in the trade with foodstuff, beverage and tobacco

5118

Brokerage in the trade specialised in the sale of products with specific character, not classified elsewhere

5119

Brokerage of miscellaneous products

5121

Wholesale trade of cereals, seeds and fodder

5122

Wholesale trade of flowers and plants

5123

Wholesale trade of livestock

5124

Wholesale trade of raw skins and processed skins

5125

Wholesale trade of unprocessed tobacco

5131

Wholesale trade of fruits and vegetables

5132

Wholesale trade of meat and meat products

5133

Wholesale trade of dairy products, eggs, edible oils and fats

5134

Wholesale trade of beverages

5135

Wholesale trade of tobacco products

5136

Wholesale trade of sugar, chocolate and sugar products

5137

Wholesale trade of coffee, tea, cocoa and spices

5138

Specialised Wholesale trade of other foodstuff, including fish, shell fish and molluscs

5139

Non-specialised Wholesale trade of foodstuff, beverages and tobacco

5141

Wholesale trade of textile products

5142

Wholesale trade of clothing and footwear

5143

Wholesale trade of household electrical devices, radio and TV sets

5144

Wholesale trade of ceramics, glass, wallpaper and maintenance products

5145

Wholesale trade of cosmetics and perfumery

5147

Wholesale trade of other non-food stuff

5151

Wholesale trade of solid, liquid and gaseous fuels and derived products

5152

Wholesale trade of metals and metallic ore

5153

Wholesale trade of wood and construction materials

5154

Wholesale trade of hardware equipment and fittings for sanitary and heating installations

5155

Wholesale trade of chemical products

5156

Wholesale trade of other intermediary products

5157

Wholesale trade of waste and scraps

5181

Wholesale trade of machine-tools

5182

Wholesale trade of machines for the mining and construction industry

5183

Wholesale trade of machines for the textile industry and sewing and knitting machines

5184

Wholesale trade of computers, peripherals and software

5185

Wholesale trade of other office machines and equipment

5186

Wholesale trade of other electronic components and equipment

5187

Wholesale trade of other devices used in industry, commerce and transport

5188

Wholesale trade of machines, accessories and farming tools, including tractors

5190

Wholesale trade of other products

5211

Retail trade in non-specialised shops which sell mainly foodstuff, beverages and tobacco

5212

Retail trade in non-specialised shops which sell mainly non-foodstuff products

5221

Retail trade with fresh fruits and vegetables

5222

Retail trade with meat and meat products

5223

Retail trade with fish, shell fish and mollusc

5224

Retail trade with bread, pastry and sweets

5225

Retail trade with beverages

5226

Retail trade with tobacco products

5227

Retail trade in specialised shops with foodstuff

5231

Retail trade with pharmaceutical products

5233

Retail trade with cosmetics and perfumes

5242

Retail trade with clothes

5243

Retail trade with footwear and leather products

5247

Retail trade with books, newspapers and stationery

5248

Retail trade in specialised shops with other products not classified elsewhere

5262

Retail trade in stalls and markets

5263

Retail trade that cannot be carried out in shops

5522

Camping, including parks for trailers

5540

Bars

5552

Other units for preparing food

5510

Hotels

5521

Youth camps and mountain shelters

5523

Other forms of accommodation

5530

Restaurants

5551

Canteens

6010

Railway transport

6023

Non-permanent public road transportation

6024

Local and international road transport of goods

6030

Transport through pipelines

6110

Sea and coast transport

6120

Transport on interior navigable routes

6220

Occasional air transport

6311

Handling

6312

Storage

6321

Other activities ancillary to land transport

6322

Other activities ancillary to water transport

6323

Other activities ancillary to air transport

6340

Activities of transport agencies, including:

- agency-related activities for ships, freighting

6420

Telecommunications

6521

Financial leasing

6522

Other crediting activities

7012

Purchase and sale of own immovable property

7020

Lease and sub-lease of own or rented immovable property

7121

Lease of other road transport means

7122

Lease of other water transport means

7132

Lease of machines and equipment for constructions without related attending staff

7134

Lease of other machines and equipment

7210

Consulting for hardware

7221

Publishing of software

7222

Consulting and supply of other software products

7230

IT data processing

7240

Data base related activities

7250

Maintenance and repair of office equipment, accounting equipment and computers

7260

Other IT related activities

7310

Research-development in physics and natural sciences

7420

Architecture, engineering and technical consulting services related thereto, including:

- research, exploration, geological prospecting and cartography activities

7430

Testing and technical analyses, including:

- metrological verifications of metrological devices
- calibration of liquid measurement tanks
- installation, erection and repair of measurement devices

7440

Advertising

7450

Selecting and placing labour force

7482

Packing, including cylinder filling

7487

Other services provided mainly to undertakings, including:

- verification, repair and loading of fire-extinguishers and other fire-extinguishing devices
- verification, maintenance and repair of fire signalling, alarm and alerting devices
- verification, maintenance and repair of fire limiting and extinguishing devices
- verification, maintenance and repair of special trucks and fire fighting equipment

8042

Other forms of education

8511

Hospital and sanatorium assistance activities

8512

Out-patient medical assistance activities

8513

Dentistry assistance activities

8514

Other services with respect to human health

8532

Social assistance activities without accommodation

9002

Collecting and treatment of other residues

9252

Activities related to museums, conservation of monuments and buildings

9261

Activities pertaining to sports grounds

9262

Other sports activities

9272

Other recreational activities

9304

Fitness activities

Import and export of the goods and products which are the subject matter of the activities included in the scope of business.

Chapter 3

Share capital, shares

Article 7

Share capital

The Company has a share capital of ROL 56,000,506,078,000, subscribed and fully paid.

The share capital of the Company is divided into 56,000,506,078 nominative shares, having a nominal value of ROL 1,000 each.

The shareholding structure* is as follows:

No.	Shareholders	Domicile (or corporate seat and sole registration code with the Commercial Registry)	Number of shares	Share capital ROL thousand	Percentage
1.	OMV AKTIENGESELLSCH AFT (hereinafter " Majority Shareholder ")	A-1090 Viena, 5 Otto Wagner-Platz, Austria	28,560,258,100	28,560,258,100	51.000
2.	Ministry of Economy and Commerce	Bucharest, 152 Calea Victoriei, sector 1	22,814,847,516	22,814,847,516	40.740
3.	European Bank for Reconstruction and Development	One Exchange Square, London, EC2A 2JN, England	1,134,494,321	1,134,494,321	2.026
4.	608,488 shareholders – individuals and legal persons, both Romanian and foreign ;	608,488 shareholders individuals and legal persons the identification data of which are recorded with Regisco S.A. Bucuresti	3,490,906,141	3,490,906,141	6.234

No.	Shareholders	Domicile (or corporate seat and sole registration code with the Commercial Registry)	Number of shares	Share capital ROL thousand	Percentage
TOTAL			56,000,506,078	56,000,506,078	100

* The existing shareholding structure as of December 2004. The structure will change as a result of the share capital increase ending in March 2006.

Article 8

Reduction or increase of share capital

The share capital may be reduced or increased pursuant to a resolution of the extraordinary general assembly of shareholders according to and in compliance with the procedure prescribed by law.

Article 9

Shares

The Company shall keep the record of the shares and of the shareholders in a shareholders' Registry which is to be maintained by an independent registry company, opened and operated in accordance with the law. The independent company shall be selected by the Board of Directors. The employees of Petrom have the right to acquire from the State, shares in the Company up to the limit of 8% of the share capital, for a price equal to the price for which shares shall be sold in the privatisation process.

The Company's shares are nominative shares issued in dematerialized form, by registration in a registry account.

The shares of the Company are freely transferable.

The Company may acquire its own shares according to the terms of the law.

Article 10

Bonds

Petrom is authorised to issue bonds under the law.

The bonds issued by the Company may be guaranteed by the state for the payment of principal and interest according to the legislation in force.

Article 11

Rights and obligations attached to shares

Each share subscribed and fully paid by the shareholders, shall confer on its holder, according to the law, the right for one vote in the general assembly of shareholders, the right to elect and to be elected to the management bodies of the Company, the right to partake in the distribution of the profits in accordance with this constitutive act and with the law, and other rights provided by the constitutive act, respectively.

The ownership of the share shall imply, by operation of the law, the acceptance by the holder thereof of this constitutive act.

All rights and obligations attached to or deriving from any share shall be assumed by any new holder of such share in the event such share passes into such person's ownership.

The liabilities of the Company shall be guaranteed with the company's assets and the shareholders being obliged just to pay their shares. The debts or other personal obligations of the shareholders cannot encumber the assets of the Company. A creditor of a shareholder may only raise claims on that portion of the profits of the Company which shall be distributed by the general assembly of shareholders or on the pro rata portion due to the subject shareholder upon the liquidation of the Company pursuant to the law and this constitutive act.

The shareholders are entitled to a correct and complete information in the general assembly of shareholders on the status of the Company. If new shares are issued, the existing shareholders shall have a pre-emptive right to subscribe for such shares under the law.

Article 12

Assignment of shares

Shares are indivisible with respect to the Company which acknowledges the existence of only one owner for each share.

The assignment of all or part of the shares among the shareholders or third parties shall be performed under the terms and in keeping with the procedure stipulated by law.

Transactions involving the Company's shares shall be carried out in accordance with the legislation in force, on the organized securities markets.

Chapter 4 –

The General Assembly of Shareholders

Article 13 –

13.1 – Overview

The General Assembly of Shareholders (the “**General Assembly**”) is the supreme governing body of the Company taking decisions regarding the Company's activities, as well as its economic and commercial policies. Meetings of the General Assembly are ordinary and extraordinary.

13.2 – Authority; Duties; Functions

13.2.1 – Ordinary General Assembly

The Ordinary General Assembly shall have the following authority, duties and functions:

- (a) to discuss, approve or modify the annual financial statements after having reviewed the reports of the Board of Directors, of the financial auditor and of the auditing committee;
- (b) to distribute the profit and to establish the dividends;
- (c) to elect the members of the Board of Directors, of the auditing committee and the financial auditor and to revoke the appointment of each of the foregoing;
- (d) to establish the remuneration of the members of the Board of Directors, of the auditing committee members and of the financial auditor for the current fiscal year;
- (e) to assess the activity of the members of the Board of Directors, to evaluate their performance and to discharge them of their liability;
- (f) to decide upon suing the members of the Board of Directors and/or of the auditing committee members, as the case may be, for damages caused to the Company;
- (g) to approve the income and expenditure budget, as well as the business programme for the next fiscal year;
- (h) to decide upon other matters related to the Company that it is legally entitled to decide upon, provided such matters are placed on the agenda of the Ordinary General Assembly.

13.2.2 - Extraordinary General Assembly

The Extraordinary General Assembly shall be entitled to decide only upon:

- (a) changing the corporate form of the Company;
- (b) altering the scope of business of the Company;
- (c) increasing the share capital of the Company;
- (d) reducing the share capital of the Company;
- (e) merging with other companies;
- (f) de-merging the Company;
- (g) an early dissolution of the Company;
- (h) converting shares from one class into another;
- (i) converting bonds from one class into another or into shares;
- (j) issuing bonds;
- (k) the execution of any legal deed (*act juridic*) (including, but not limited to, purchase, disposal, exchange or encumbrance agreement with respect to the assets classified as fixed assets of the Company) or the delivery of any order, if the value of the agreement or the order exceeds 20% of the booking value of the Company assets;

- (l) the execution of any agreements relating to acquisition, disposal, exchange or encumbrance of certain assets classified as fixed assets of the Company the value of which exceeds, individually or in the aggregate, throughout a fiscal year, 20% of the total fixed assets less the accounts receivable;
- (m) any changes to the Constitutive Act;
- (n) any other decision that requires the approval of the Extraordinary General Assembly.

Article 14

The Convening of the General Assembly of Shareholders

The General Assembly of Shareholders shall be convened by notice sent at least 15 days before the proposed meeting, by publishing the notice in the *Official Gazette of Romania (Monitorul Oficial al României)* and one of the widely-spread newspapers in Romania. The period of notice shall in each case be exclusive of the day on which it is served and of the day on which the meeting is to be held.

Every notice calling a General Assembly shall specify the day and hour of the meeting, as well as the fact that the meeting shall be held at the Company's headquarters (unless the members of the Board of Directors choose to hold the meeting at a different location, in which case the address of such different location shall be expressly specified in the notice). The notice of the General Assembly of Shareholders shall also specify the general nature of all businesses to be transacted at the meeting, as well as the decisions that shall be proposed for resolution at the meeting. When the agenda contains proposals concerning modifications of the Constitutive Act, the call notice shall contain the full text of such proposals.

The General Assembly of Shareholders shall carry out its procedures in the Romanian language and the Company shall make available, on its own expenses, a translator for the simultaneous translation into the English language.

Article 15

The Functioning of the General Assembly of Shareholders

15.1 – Quorum and voting rights

15.1.1 - Quorum and voting rights in the Ordinary General Assembly

(i) First convening

No business other than the appointment of a chairman and a secretary for the respective meeting (and one or more technical secretaries, if the case may be) shall be transacted at any Ordinary General Assembly unless the quorum requirements are complied with at the time the Assembly proceeds to business. For the purposes of this article, the quorum requirements are satisfied only if the shareholders representing at least fifty percent (50%) of the value of the share capital are present.

In the event the quorum requirements are met, a resolution may be passed only with the vote of the shareholders who make up the majority (i.e. more than fifty percent) of the value of the share capital represented at that particular meeting.

(ii) Second convening

If within 30 minutes from the time scheduled for an Ordinary General Assembly (or any other interval as the chairman of the meeting may think fit to allow) the quorum requirements are not met or if during the meeting the quorum requirements cease to be met, the Ordinary General Assembly shall be adjourned to such day, time and place as may have been specified for this purpose in the notice convening the meeting.

In the event an originally scheduled Ordinary General Assembly is adjourned, the Ordinary General Assembly may be held after a second notice and may decide on the issues included on the agenda of the first scheduled meeting, irrespective of the number of attending shareholders, by the vote of shareholders representing the majority of the share capital represented in such second meeting.

15.1.2 - Quorum and voting rights in the Extraordinary General Assembly

(i) First convening

No business other than the appointment of a chairman and a secretary of the respective meeting (and one or more technical secretaries, if the case may be) shall take place at any extraordinary general assembly unless the quorum requirements are met at the time when the assembly proceeds to business. For the purposes of this article, quorum requirements are met only if the shareholders representing at least seventy-five percent (75%) of the value of the share capital are present.

In the event the quorum requirements are met, a resolution can be taken only with the vote of shareholders who make up at least fifty percent (50%) of the value of the share capital.

(ii) Second convening

If within 30 minutes from the time scheduled for an Extraordinary General Assembly (or any other interval as the chairman of the meeting may think fit to allow) the quorum requirements are not met or if during the meeting the quorum requirements cease to be met, the Extraordinary General Assembly shall be adjourned to such day, time and place as may have been specified for this purpose in the notice convening the meeting.

No business other than the appointment of a chairman and a secretary shall take place at such second Extraordinary General Assembly unless the quorum requirements are met at the time when the assembly proceeds to business. For the purposes of this Article, quorum requirements are satisfied only if shareholders representing at least fifty percent (50%) of the value of the share capital are present.

In the event quorum requirements are met, a resolution may be taken at a second Extraordinary General Assembly on the issues included on the agenda for the originally scheduled meeting with the votes representing at least one third (1/3) of the share capital.

15.1.3 - Special Provisions related to Quorum and Voting

Notwithstanding the provisions of Articles 15.1.1 and 15.1.2, prior to 31 December 2009 the resolutions specified in Article 13.2.2 Paragraphs (a), (c), (d), (e), (f), (g), (k), and (m) above, as the case may be, shall be passed, either at the first meeting or at any other subsequent meeting, as follows:

- (a) for as long as the Romanian state or any other Romanian public authority hold together shares representing at least 25% of the Company shares, by the favourable vote of the shareholders representing at least seventy-five percents (75%) of the share capital of the Company; or
- (b) for as long as the Romanian state or any other Romanian public authority hold together shares representing at least 15% of the Company shares, by the favourable vote of the shareholders representing at least sixty-six percents (66%) of the share capital of the Company.

15.2 Process of the meeting

The General Assembly of Shareholders is chaired by the president of the Board of Directors who may designate another director or an executive manager of the company to chair such assembly.

The President of the Board of Directors or the person appointed by him designates two or more secretaries to verify the fulfilment of the formalities required by law for the carrying out of the meeting and for the drafting of the minutes thereof.

15.3 Minutes

The minutes, signed by the president and by the secretaries, shall ascertain the fulfilment of the formalities relating to the summoning, the date and venue of the meeting, the agenda, the shareholders present, the number of shares, a summary of the issues discussed, the decisions made and, upon the request of the shareholders, the statements made by the shareholders during the meeting.

The minutes of the General Assembly of Shareholders are recorded in a special stamped and sealed registry.

The decisions of the General Assembly shall be drafted pursuant to the minutes and shall be signed by the president of the Board of Directors or by another person appointed by the President.

15.4 Other Formalities

In order to be binding to third parties, the decisions of the General Assembly of Shareholders shall be submitted no later than 15 days to the Commercial Registry Office, in order for an excerpt to be registered and published in the *Official Gazette of Romania*.

The decisions shall not be carried out without prior fulfilment of the above-mentioned formalities.

Article 16

Exercising the voting right in the General Assembly of Shareholders

Shareholders may be represented in any general assembly by other shareholders or by third parties.

The decisions of the General Assembly of the Shareholders shall be made by public vote.

Only the shareholders registered in the shareholders' register of the Company as at the record date determined by the Board of Directors when convening the general assembly of shareholders will be entitled to participate in the assembly and vote, after duly proving their identity.

The secret voting procedure shall be mandatory for electing the members of the Board of Directors and of the auditors, for their revocation and for making decisions regarding the directors' liability.

The following secret voting procedure shall be applied in mandatory cases, in order to ensure secrecy of the vote during the general assembly of shareholders:

- (i) each shareholder shall be handed by the technical secretaries of the assembly a voting bulletin listing the number of its shares and voting instructions;
- (ii) each shareholder shall vote by filling-in the bulletin and submitting it to the secretaries of the assembly who will determine the result of the voting.

The decisions of the General Assembly of the Shareholders are mandatory even for absent or non-represented shareholders.

Chapter 5

The Board of Directors

Article 17

Organisation

17.1 Petrom S.A. shall be managed by a Board of Directors consisting of 7 members. The Directors may be shareholders of the Company.

17.2 The members of the Board of Directors are elected by the general assembly in accordance with the provisions of the law and of the special provisions of this constitutive act. The mandate of the members of the Board of Directors is granted for a four (4) year period.

17.3 The President of the Board of Directors shall be appointed by the General Assembly of Shareholders. The President of the Board of Directors may be the chief executive officer of Petrom, if the Board of Directors so decides.

17.4 Three out of the seven members of the Board of Directors shall in any case be independent of the Majority Shareholder ("**Independent Directors**"). For the purpose of this Constitutive Act, independence shall be deemed as the absence, while in office and for the three year period preceding the appointment, of any long-term legal relationships between the proposed director and the Majority Shareholder, an Affiliate of the Majority Shareholder or a person having a long-term contractual relationship with the Majority Shareholder, or as director, executive officer, employee or consultant of such person.

17.5 As long as the Romanian state or any Romanian public authorities collectively hold shares representing more than 15% of the share capital of Petrom, two of the three Independent Directors shall be elected at the proposal of the Ministry of Economy and Commerce, on behalf of the Romanian state acting in its capacity as shareholder.

As long as the Romanian state or any Romanian public authorities collectively hold shares representing more than 10% of the share capital of Petrom, but less than 15% of such capital, one of the three Independent Directors shall be elected at the proposal of the Ministry of Economy and Commerce, made in the name of the Romanian state acting in its capacity as shareholder.

17.6 Should a position of a member of the Board of Directors become vacant, the Board of Directors shall immediately convene the General Assembly in order to elect another member. The duration of the appointment for the new member shall be equal to the remaining period of the mandate of the preceding director, except when the entire Board of Directors is reconfirmed for a new four-year mandate.

17.7 The Board of Directors cannot validly make any decision (except on urgent matters, whose delay would cause substantial prejudice to Petrom) if more than one of the three positions of Independent Director is vacant. If one of the positions of Independent Director is vacant and the other shareholders do not file any recommendation with respect to the appointment of a new Independent Director, upon the first General Assembly convened for this purpose, the Majority Shareholder shall have the right to make the recommendation for the election of the Independent Director.

17.8 The revocation of the members of the Board of Directors shall be decided by the General Assembly. The Independent Directors may only be revoked if the General Assembly simultaneously appoints their successors in accordance with this Constitutive Act.

Article 18

Operation

18.1 The meetings of the Board of Directors shall be convened as follows:

- (i) by the President of the Board of Directors (or a member of the Board of Directors based on an authorisation given by the President) whenever he/she thinks fit, but in any event at least once a month;
- (ii) by the President of the Board of Directors at the request of any of the members of the board of directors, provided the request includes only issues that are part of the duties of the Board of Directors;
- (iii) by two members of the Board of Directors, if the President fails to summon the Board of Director's meeting as stipulated under Articles 18.1(i) or 18.1 (ii).

18.2 The meetings of the Board of Directors shall be called by notice sent at least three days before the proposed meeting. The period of notice shall in each case be exclusive of the day on which it is served and of the day on which the meeting is to be held. The notice shall be given in a manner hereinafter mentioned to all the directors.

18.3 The notice of a Board of Directors meeting shall be delivered to each member of the Board of Directors in writing, or by facsimile or electronic mail or other lawfully permissible means of notice sent to the address or facsimile number of the particular member of the Board of Directors. Each director has the duty to notify the Company in writing, or by facsimile or electronic mail or other lawfully permissible means of notice of any change in such director's address and/or facsimile number, as the case may be, and shall not be heard to complain of any defects in notice unless such change is so notified.

18.4 Every notice calling the meeting of the Board of Directors shall specify the day and hour of the meeting, as well as the fact that the meeting shall be held at the Company's headquarters (unless the members of the Board of Directors choose to hold the meeting at a different location, in which case the address of such different location shall be specified in the notice). The meetings of the Board of Directors may be held by electronic communication means (including telephonic conferences, or videoconferences). The notice of the Board of Directors meeting shall also specify the agenda of the meeting.

No resolution upon issues not included on the agenda shall be taken by the Board of Directors, except for emergency cases and provided the resolutions are ratified at the next meeting by the absent members.

The President shall decide on whether issues are of an urgent nature.

18.5 A Board of Directors meeting may be called at any time, but in any event shall take place at least once a month. If the Board of Directors is called upon the request of a member of the Board of Directors other than the President, it shall take place no later than seven days after the receipt of the subject request.

18.6 The Board of Directors meeting is chaired by the President of the Board of Directors or, in his/her absence, by another member, by virtue of a presidential mandate. The President shall appoint a secretary from amongst the members of the Board or not. The Board of Directors may hold meetings by telephone or video conference or other communication equipment by means of which all persons participating in the meeting can hear each other, and participation in such meeting shall constitute presence in person at such meeting for the purpose of fulfilling the requirements regarding the quorum and voting conditions. Any member of the Board of Directors may delegate to another member the power to vote in a specific meeting of the board of directors. The Board of Directors adopts the rules detailing the conditions of exercise of such delegation of power.

18.7 At least 4 of the Board members must be present for the resolutions to be valid. The decisions of the Board of Directors shall be validly passed by the affirmative vote of the majority of the members present or represented at such Board of Directors meeting. In the event of parity of votes, the president of the board of directors or the person empowered by him to chair the meeting shall have a casting vote.

18.8 However, until 31 December 2009, the decisions of the Board of Directors provided in Article 19, letters (j) and (k) shall be validly passed by the affirmative vote of six (6) members of the board of directors. The members of the Board Directors that were elected at the proposal of the Ministry of Economy and Commerce shall validly express their vote in respect of these decisions only to the extent that they were granted a special mandate from the Ministry of Economy and Commerce in respect thereof.

18.9 The Board of Directors' debates shall be registered in the minutes of the meeting, held in a registry sealed and stamped by the President of the Board. The minutes shall be signed by the person presiding over the meeting and the secretary.

18.10 The Board of Directors may delegate limited issues to one or several of its members and may also resort to experts to study certain issues.

18.11 In its relations to third parties, the Company is represented and bound by the signature of two persons, as follows:

- (a) the president of the Board of Directors may represent the Company and sign any act, together with any other person empowered pursuant to the provisions of this Constitutive Act;
- (b) each of the members of the Managing Committee of the Company may represent the Company and sign any act binding on the Company, together with the President of the Board of Directors, with another member of the Managing Committee, or with another duly authorised representative of the Company.

The members of the Management Committee shall also file their sample-signatures with the competent commercial registry.

The President of the Board of Directors and the members of the Managing Committee may delegate the power to represent the Company to other persons, based on general or special powers-of-attorney countersigned by one of the other members of the Management Committee. The conditions and manner of such delegation shall be established by the internal regulations approved by the Board of Directors. The requirement of two signatures in order for any act to be binding on the Company shall be observed, with the exception of the case where, by special power-of-attorney, two authorised representatives of the Company, acting jointly, have expressly granted the authority to represent the Company in respect of a certain act to a single person, acting individually.

The heads of the branches or the heads of other secondary offices of the Company shall not have the authority to represent the Company in commercial transactions unless such authority was expressly granted to them by power-of-attorney, pursuant to the provision of this article.

18.12 The members of the Board of Directors may exercise any act related to the management of the Company, in its interest, within the limit of the rights conferred upon them.

The Board of Directors may appoint, by the vote of the majority of its members, the chief executive officer of the Company (that may be either the President of the Board of Directors, or an executive officer of the Company). The Board of Directors may also set up a managing committee ("*Comitet Executiv*"), that shall be formed exclusively out of executive officers of the Company and chaired by the chief executive officer.

The President of the Board of Directors shall make available all company documents to the auditors, upon their request.

18.13 The meetings of the Board of Directors and of the Managing Committee shall be held in the English language and shall be simultaneously translated into the Romanian language. The minutes and the other documents related to the Board of Directors' meetings shall be drafted in English as well as in Romanian.

Article 19

Powers of the Board of Directors The Board of Directors has the following main powers:

- (a) to approve the conclusion of lease agreements (renting or hiring);
- (b) to establish the marketing policy;
- (c) to annually submit to the approval of the general assembly of shareholders, within four months as of the end of the fiscal year, the report regarding the business activity of the company, the balance sheet and the profit and loss account for the previous year, as well as the business activity project and the budget project of the Company for the current year;
- (d) to negotiate the collective labour bargaining agreement together with the employees' representatives;
- (e) to adopt the strategy and the policies regarding the development of the Company, including the organisational chart of the Company and to establish the operational divisions;
- (f) to approve the internal rules of the Board of Directors, of the Managing Committee and other internal organisational acts;
- (g) to delegate to the Managing Committee a number of its powers conferred by law;
- (h) to approve the opening or closing of territorial units (branches, agencies, representative offices);
- (i) to change the location of the Company's headquarters (by delegation from the General Assembly of Shareholders based on Article 114 of the Company Law No. 31/1990, as further amended and supplemented);
- (j) subject to the voting requirements set out in Article 18.8, to dispose of, establish or transfer any real estate related rights with respect to any of the following assets:
 - the Petrobrazi refinery;

- the Câmpina Research and Technological Design Institute and the Ploiești INCERP Institute; or
 - any other assets whose value exceeds Euro 75,000,000 or the equivalent thereof in any other currency.
- (k) subject to the voting requirements set out in Article 18.8, the execution of any agreement (*act juridic*) with or the delivery of any order to the Majority Shareholder or to an Affiliate of the Majority Shareholder having a value of more than 10,000,000 Euro individually or 25,000,000 Euro in the aggregate in the course of a year until 31 December 2007 (or, after 31 December 2007, 15,000,000 Euro in the aggregate per year) or, in the case of transactions in the ordinary course of business with crude oil or oil products, 50,000,000 Euro or the equivalent thereof in any other currency;
- (l) to take any other decisions relating to the management of the Company or as delegated by the general assembly.

Article 20

Duties of the members of the Board of Directors

The members of the Board of Directors have a duty of care and a duty of loyalty to Petrom. Such duties must be discharged considering the interests of the shareholders, in general, and not of certain shareholders, in particular. In the event of a crisis, the members of the Board of Directors shall also consider the consumers' interests and the Romanian national interest and shall endeavour to achieve a balance between such interests and the interests of the shareholders, provided such actions do not place the Company at a disadvantage from the point of view of the competition, in comparison with its competitors on the Romanian market.

In the absence of bad faith, the members of the Board of Directors shall not be held liable for business decisions made after due inquiry of the relevant circumstances existing as at the date when such decisions were made. For purposes of such inquiry, the members of the Board of Directors have the right to rely on the information made available by the executive managers and employees within Petrom, or by outside professional advisers.

Article 21

Related Party Transactions

The execution of any agreement (*act juridic*) by the Company or any subsidiary of the Company with or the delivery of any order to, or a series of related agreements, related deliveries or related orders, with or to the Majority Shareholder or an Affiliate of the Majority Shareholder, shall be allowed provided that this transaction is carried out in good faith and in compliance with the Company's interests ("arm's length transaction"). As long as the Romanian state or any Romanian public authority is a shareholder of the Company, the Ministry of Economy and Commerce (or any successor thereof) shall be allowed full access to all registers and information held by the Company in relation to any transaction concluded by the Company with the Majority Shareholder or an Affiliate of the Majority Shareholder.

The execution of any legal deed (*act juridic*) by the Company or any subsidiary of the Company with the Majority Shareholder or an Affiliate of the Majority Shareholder, or the delivery of any order to, or a series of related agreements, related deliveries or related orders, where the relevant value exceeds EURO 10,000,000

individually or Euro 25,000,000 on aggregate during the course of one year or, up to December 31, 2007 (or after December 31, 2007, Euro 15,000,000, in the aggregate per year) or in the case of transactions during the day-to-day activity related to the trading of crude oil and petroleum products, Euro 50,000,000 or the equivalent thereof in any other currency to the Majority Shareholder or an Affiliate of the Majority Shareholder, shall be approved by the board of directors (with the voting requirements set out in Article 18.8) provided that this transaction is carried out in good faith and in compliance with the Company's interests ("arm's length transaction").

The execution of legal deeds (act juridic) by the Company or any subsidiary of the Company or delivery of any order, or a series of related agreements, related deliveries or related orders, the value of which does not exceed Euro 10,000,000 individually and Euro 25,000,000 in the aggregate in the course of a year until 31 December 2007 (or, after 31 December 2007, 15,000,000 in the aggregate per year) or, in case of transactions in the ordinary course of business with crude oil or oil products, Euro 50,000,000, or their equivalent in any other currency, with the Majority Shareholder or an Affiliate of the Majority Shareholder shall be approved and performed by the competent members of the Managing Committee in accordance with the provisions of this Constitutive Act, provided that this transaction is carried out in good faith and in compliance with the Company's interests ("arm's length transaction"). The competent member of the Managing Committee shall inform the Board of Directors of all transactions between the Company and the Majority Shareholder or an Affiliate of the Majority Shareholder which were approved as set out herein.

For purposes of this Constitutive Act, in relation to a person or entity, "Affiliate" means, in relation to any person, any other person that, directly or indirectly, through one or more intermediaries, controls, is controlled by or is under common control with, such person; for the purposes of this definition, the term "control" as applied to any person means legal control or control in fact, including, but not limited to the right or the possibility to exercise a determinant influence, directly or indirectly, through one or more intermediaries, (a) by way of possession of any of the following: (i) ownership of more than half of the capital or goodwill, or (ii) the right to exercise more than half of the voting rights, or (iii) the right to appoint more than half of the members of the Board of Directors or other statutory bodies legally representing such person; or (b) through economic dependence by way of contract or other means.

Chapter 6

Article 22

The members of the Managing Committee and the Managing Committee

Each member of the Managing Committee is vested by the Board of Directors with decisional powers with respect to the organisation and management of a certain operational division within the Company. In this respect, he/she shall have the following powers and liabilities:

- (a) to propose to the Managing Committee the strategy and the policies regarding the development of the respective division and to implement the decisions of the Managing Committee in this regard;
- (b) to conclude legal acts on behalf of and for the account of the Company, in accordance with the terms of this Constitutive Act regarding the double signature and with observance of the matters reserved to the general assemblies of the shareholders, to the board of directors or to the Managing Committee;
- (c) to hire and to dismiss, to establish the duties and responsibilities of the Company's personnel in the respective division in line with the Company's overall personnel policy;

- (a) to approve payment operations, within the limits of his/her legal or delegated capacity;
- (b) to approve operations regarding the sale and purchase of goods or services, within the limits of his/her legal or delegated capacity;
- (c) any other powers and duties implied by the daily management of each division or delegated by the general assembly, by the board of directors, by the president of the board of directors or by the Managing Committee.

Article 23

The Managing Committee is made up of the Chief Executive Officer, Deputy Chief Executive Officer, Chief Financial Officer and of other members of the Managing Committee, and is appointed by the Board of Directors.

The Managing Committee shall convene at regular intervals (usually, every week) and whenever necessary for the operative resolution of the current issues of the Company.

The authority area and the functioning of the Managing Committee shall be regulated by the rules approved by the Board of Directors.

The Managing Committee shall submit its activity report to the board of directors.

Chapter 7

Administration of the Company

Article 24

The Auditing Committee

The administration of the Company is controlled by the shareholders and by the Auditing Committee which is made up of three members who are appointed in a manner similar to that used for appointing the members of the board of directors.

Three (3) deputy auditors shall also be appointed.

At least one (1) of the auditors shall be a chartered accountant or a certified accountant.

In the event that the state holds more than twenty per cent (20%) of the share capital, one of the auditors shall be recommended by the Ministry of Finance.

Upon the shareholders' request, the Auditing Committee shall submit to the shareholders information regarding the activity of the Company, the condition of its assets, profits and losses, so that the shareholders may exercise their rights and obligations.

The Auditing Committee shall have the following main duties:

- (a) to verify, during the fiscal year, the administration of the fixed assets and of the working capital, of the negotiable instruments, the cash books and the accounting books and to notify the Board of Directors on any irregularities observed;

- (b) at the end of the fiscal year, to check the accuracy of the inventory, of the documents and of the information presented by the board of directors with respect to the Company's accounts, the balance sheet and the profit and loss account, submitting a written report to the general assembly of shareholders;
- (c) to control the operations of the Company upon its liquidation;
- (d) to present to the General Assembly of Shareholders its point of view with respect to the proposals regarding decrease of the share capital or revision of the Statutes and of the scope of business of the Company;

The auditors shall also have the following obligations:

- (a) to inspect, on a monthly basis and without prior notice, the cash books and to check the existence of the titles or of the assets which are the property of the Company, or which have been received as pledge, bail or deposit;
- (b) to take part in the ordinary and extraordinary general assemblies of shareholders, procuring that the proposals they deem necessary are included on the agenda;
- (c) to ascertain that the directors' statutory bond is regularly posted;
- (d) to ensure the fulfilment by the administrators and the liquidators, of the provisions of the law, of the Constitutive Act or of the Statutes.

The Auditing Committee shall convene at the headquarters of the Company and shall make decisions by unanimous vote. Should unanimity not be reached, a report containing the differences of opinion shall be submitted to the General Assembly of Shareholders.

The Auditing Committee may convene the extraordinary general assembly of shareholders if it has not been convened by the board of directors, in the event that the share capital has been decreased by more than ten per cent (10%) for two (2) consecutive years, or whenever they deem it necessary in relation to other issues regarding the infringement of the legal and statutory provisions.

The powers of the Auditing Committee and the manner in which it operates, as well as the auditors' rights and obligations shall be supplemented with the relevant legal provisions in the field.

The auditors and the deputy auditors are appointed for a period of a maximum of three (3) years and may be re-elected.

The relatives or in-laws up to the fourth (4th) grade inclusive or the director's spouses, the persons receiving under any form, a salary or remuneration for other positions than that of the position of auditor, either from the directors or from the Company, are incompatible with the position of auditor.

Only the general assembly of shareholders shall revoke the auditors, according to the voting procedure required for extraordinary general assemblies.

Chapter 8

The activity of the Company

Article 25

The funding of its own activities

In order to meet its scope of business and in keeping with the established powers, the Company makes use of the financing sources set up in accordance with the law, of bank loans and other financial sources.

Article 26

The fiscal year

The fiscal year starts on 1 January and ends on 31 December of each year. The first fiscal year starts on the date of the establishment of the Company.

Article 27

Company personnel

The personnel is employed or dismissed as provided under this Constitutive Act. However, executive officers of the Company, the directors of the branches, representative offices and agencies of the Company are employed or dismissed by the Board of Directors. The Board of Directors may delegate such task to the managing committee.

Article 28

Depreciation of fixed assets

The board of directors decides the manner of the depreciation of the fixed assets in accordance with the law.

Article 29

Company's Accounting Books and Balance Sheet

The Company shall keep the accounting records in Romanian lei, shall draw up the balance sheet and the profit and loss account on an annual basis, in compliance with the methodological norms issued by the Ministry of Finance.

The balance sheet and the profit and loss account shall be published in the *Official Gazette of Romania*, in keeping with the relevant legal provisions.

Article 30

Profit Calculation and Distribution

The profit of the Company shall be established based on the balance sheet approved by the general assembly of shareholders. The taxable profit shall be established under the terms of the law.

The profit of the Company remaining after the payment of the profit tax shall be distributed according to the decisions of the general assembly of shareholders, without the breach of the legal provisions in force.

Funds designed for modernisation, research and development, investments, repairs, as well as for other purposes established by the general assembly of shareholders, in compliance with the law, may be established from the profits remained after the payment of the profit tax of the Company.

The Company shall create a reserve fund as well as other funds, in accordance with the law.

The dividends shall be distributed among the shareholders on a pro rata basis according to the number of the shares they own.

The payment of dividends due to shareholders shall be effected by the Company pursuant to the law, subsequent to the approval of the balance sheet by the General Assembly of Shareholders.

Should the Company register a loss, the general assembly of shareholders shall analyse the causes and shall take actions accordingly.

The losses shall be borne by the shareholders on a pro rata basis according to their contribution to the share capital and within the limits of the contributed share capital.

Article 31

Records of the Company

The Company shall keep the records as stipulated by law.

Chapter 9

Partnerships

Article 32

Petrom may form partnerships with other commercial companies acting in the oil industry as well as in other fields of activity connected with the Company's scope of business. The partnership shall be performed on the basis of a partnership agreement.

Article 33

The companies forming a partnership with Petrom shall comply with and apply the unitary procedures and rules established by mutual agreement in the partnership agreement, for the carrying out of the main commercial, production and financial relations etc.

Article 34

The association of a company with Petrom shall be analysed and negotiated by the Board of Directors of "PETROM" S.A Bucuresti and shall be approved by the general assembly of shareholders.

Article 35

The withdrawal of the companies from the partnership shall be carried out in accordance with the law.

Article 36

The terms of the partnership during the partnership period, as well as the terms of withdrawal shall be stipulated in the partnership agreements that shall be concluded between Petrom and each of its partner companies.

Chapter 10

Modification of the legal form, dissolution, liquidation, litigation

Article 37

Modification of the Legal Form

The Company may be transformed into another type of company by decision of the general assembly of shareholders.

Article 38

Dissolution of the Company

The Company may be dissolved in the following situations:

- (a) impossibility to achieve the scope of business;
- (b) bankruptcy;
- (c) loss of half of the share capital after exhaustion of the reserve fund, if the Extraordinary general assembly of shareholders does not decide to supplement the share capital or to reduce it to the remaining value;
- (d) in any other circumstances, based on the unanimous decision of the extraordinary general assembly of shareholders;

The dissolution of the Company shall be registered with the Commercial Registry and published in the *Official Gazette of Romania*.

Article 39

Liquidation of the Company

In the event of dissolution, the Company shall be liquidated.

The liquidation of the Company and the distribution of the Company's assets shall be performed in compliance with the legal procedures.

Article 40

Litigation

Litigation of any kind arising between the Company and Romanian or foreign natural or legal persons, falls under the jurisdiction of the Romanian or foreign courts, as the case may be.

Litigation arising from commercial contracts or from other commercial legal relations between the Company and Romanian or foreign natural or legal persons may also be settled by arbitration, provided the parties concluded a written arbitration agreement.

Chapter 11

Final provisions

Article 42

The provisions of the Constitutive Act shall be supplemented with the legal provisions respecting commercial companies.

Annex b

To: The President of the Petrom Board of Directors

For the attention of: Mr. Wolfgang Ruttendorfer

CC: Mr. Codrut Seres – Ministry of Economy

Starting with August 22, 2005 I was appointed as Ministry of Public Finance.

Because there is incompatibility between the ministry position and the one as member of the Petrom Board of Directors, Mr. President please accept my resignation from this position.

Sebastian Vladescu

22.08.2005

Annex c

Domestic Participations

Petroleum products	Chemicals	Financial Services
SC Petrom Nadlac SRL98.51%	SC Poliflex Romania SRL96.84%	SC Brasov Business Centre2.53%
Societatea Romana de Petrol SA49.00%	SC Petrogas SRL100.00%	Romexterra Bank2.00%
SC Petrom Aviation SA48.50%	SC Linde Gaz Brazi SRL49.00%	SC Financial&Commodity Stock, Sibiu0.58%
SC Shell Gas Romania SA44.47%	SC Beyfin Gaz SRL40.00%	IRASIG SA0.16%
SC Brazi Oil&Angelescu Prod Com SRL37.70%	SC Robioplast CO SRL*45.00%	Romanian Commodity Exchange, Bucharest0.53%
SC Fontegas Peco Mehedinti37.40%	SC M-I Petrogas Services40.00%	S.C. Franciza Petrom 2001 S.A.40.00%
SC Deem Algocar SA27.92%	SC Acetilena Brazi SRL21.28%	Maritime and Commodities Exchange*20.09%
SC GTI OIL CO SA13.00%	SC Butan Gas Romania SA8.54%	Credit bank*0.22%
SC Prima Petrol SA11.98%		
SC Benz Oil SA0.48%		
S.C. Grivcorelf S.A.6.41%		
	Other	Gas
	SC Carpatina SA82.89%	SC Petrom Gas SRL99.99%
	Oltenia Management Office2.47%	SC Congaz SA28.59%
	SC Telescaun Tihuta SA1.68%	S.C. Transgaz Services20.00%
	Agribac*0.79%	

Foreign Participations

Exploration and Production	Fuels distribution
Oztiurk Munai95.00%	ICS Petrom Moldova65.00%
Tasbulat Oil Corp100.00%	Petrom Hungaria100.00%
Kom-Munai LLP95.00%	DOO Petrom Yu100.00%

* Undergoing bankruptcy procedure

Annex d

OMV Participations

Company's name	Shareholding %
<i>Exploration and Production</i>	
OMV (ALBANIEN) Adriatic Sea Exploration GmbH, Wien	100.00
OMV (ALBANIEN) offshore Exploration GmbH, Wien	100.00
OMV (ALBANIEN) onshore Exploration GmbH, Wien	100.00
OMV AUSTRALIA PTY LTD., Perth (OAUST)	100.00
OMV Austria Exploration & Production AG, Gänserndorf (OEPA)	100.00
OMV (BAYERN) Exploration GmbH, Wien	100.00
OMV (Bulgaria) Offshore Exploration GmbH, Wien	100.00
OMV Exploration & Production GmbH, Wien (OMVEP)	100.00
OMV EXPLORATION & PRODUCTION LIMITED, Douglas	100.00
OMV (FAROE ISLANDS) Exploration GmbH, Wien	100.00
OMV (IRAN) onshore Exploration GmbH, Wien	100.00
OMV (IRELAND) Exploration GmbH, Wien	100.00
OMV New Zealand Ltd., Wellington (NZEa)	100.00
OMV (NORGE) AS, Oslo	100.00
OMV OF LIBYA LIMITED, Douglas	100.00
OMV Oil and Gas Exploration GmbH, Wien	100.00
OMV Oil Exploration GmbH, Wien	100.00
OMV Oil Production GmbH, Wien (OILP)	100.00
OMV (PAKISTAN) Exploration Gesellschaft m.b.H., Wien	100.00
OMV Petroleum Exploration GmbH, Wien	100.00
OMV Petroleum Pty Ltd., Perth	100.00
OMV Proterra GmbH, Wien	100.00
OMV (RUSSLAND) Exploration & Production GmbH, Wien	100.00
OMV (SUDAN BLOCK 5B) Exploration GmbH, Wien	100.00
OMV (SUDAN) Exploration GmbH, Wien	100.00
OMV (Tunesien) Exploration GmbH, Wien	100.00
OMV (Tunesien) Production GmbH, Wien (OTNPR)	100.00
OMV (U.K.) Limited, London	100.00
OMV (YEMEN) Al Mabbar Exploration GmbH, Wien	100.00
OMV (Yemen Block S2) Exploration GmbH, Wien	100.00
OMV (YEMEN) Exploration GmbH, Wien	100.00
OMV (YEMEN) South Hood Exploration GmbH, Wien	100.00
PEI 3 Verwaltungs GmbH i.L., Düsseldorf	100.00
PEI Venezuela Gesellschaft mit beschränkter Haftung, Düsseldorf	100.00
Petroleum Infrastructure Limited, Wellington	100.00
Preussag Energie International GmbH, Lingen	100.00
Repsol Inco AG, Zug	30.00
van Sickel Gesellschaft m.b.H., Neusiedl/Zaya	100.00
<i>Refining and Marketing, including Petrochemicals</i>	
Abu Dhabi Petroleum Investments LLC, Abu Dhabi	25.00
Adria-Wien Pipeline Gesellschaft m.b.H., Klagenfurt	69.50
Aircraft Refuelling Company GmbH, Wien	33.33
AUSTRIA Mineralöl GmbH, Wien (AUS)	100.00
Autobahn-Betriebe Gesellschaft m.b.H., Wien	47.20
BAYERNOIL Raffineriegesellschaft mbH, Ingolstadt	45.00
Borealis A/S, Lyngby	100.00
BSP Bratislava-Schwechat Pipeline GmbH, Wien	26.00
Colpack Austria Brennstoffhandel GmbH, Wien	50.00
Deutsche Transalpine Oelleitung GmbH, München	25.00
DUNATAR Kőolajtermék Tároló és Kereskedelmi Kft., Budapest	48.28
Erdöl-Lagergesellschaft m.b.H., Lannach	55.60
GENOL Gesellschaft m.b.H., Wien	29.00
GENOL Gesellschaft m.b.H. & Co, Wien	29.00
HOFER Mineralölvertrieb GmbH, Wilfersdorf	70.00
INTEROIL d.o.o., Srebrenik	100.00

OMV Bayern GmbH, Burghausen	100.00
OMV BiH Ltd. Trade in Oil and Gas Derivatives, Sarajevo	100.00
OMV Bulgarien EOOD Einmannsgesellschaft mbH, Sofia	100.00
OMV Česká republika, s.r.o., Prag	100.00
OMV Croatia d.o.o., Zagreb	100.00
OMV Deutschland GmbH, Burghausen (OMVD)	90.00
	10.00
OMV Hungária Asványolaj Kft., Budapest (OHUN)	100.00
OMV – International Services Ges. m.b.H., Wien	100.00
OMV Italia S.r.l., Verona	100.00
OMV – JUGOSLAVIJA d.o.o., Belgrad	100.00
OMV Refining & Marketing GmbH, Wien (OMVRM)	100.00
OMV SLOVENIJA trgovina z nafto in naftnimi derivati, d.o.o., Koper	92.25
OMV Slovensko, s.r.o., Bratislava (OSLO)	100.00
OMV Supply & Trading AG, Zug	100.00
OMV TRADING SERVICES LIMITED, London	100.00
OMV Viva Kereskedelmi és Szolgáltatások Kft., Budapest	96.67
Petrochemie Holding GmbH, Wien (BORH)	100.00
Petrochemie Sub-Holding GmbH, Wien (BORA)	35.00
Routex B.V., Amsterdam	26.67
SC OMV Romania Mineraloel s.r.l., Bukarest	100.00
Societa Italiana l'Oleodotto Transalpino S.p.A., Triest	25.00
SuperShop Marketing GmbH, Budapest	50.00
TGN Tankdienst-Gesellschaft Nürnberg GbR, Nürnberg	33.33
Transalpine Ölleitung in Österreich Gesellschaft m.b.H., Innsbruck	25.00
VIVA Tankstellenbetriebs-GmbH, Wien	100.00
WÄRME-ENERGIE VORARLBERG Beratung- und Handels GmbH, Lustenau	79.67
Natural gas	
ADRIA LNG STUDY COMPANY LIMITED, Valletta	28.37
AGCS Gas Clearing and Settlement AG, Wien	23.13
	5.63
AGGM Austrian Gas Grid Management AG, Wien	100.00
Baumgarten-Oberkappel Gasleitungsgesellschaft m.b.H., Wien	51.00
Central European Gas Hub GmbH, Wien	100.00
Cogeneration-Kraftwerke Management Oberösterreich Gesellschaft m.b.H., Linz	50.00
EconGas GmbH, Wien (ECON) *)	50.00
	15.55
Erdgas Oberösterreich GmbH, Linz	100.00
Erdgas Oberösterreich GmbH & Co KG, Linz	100.00
ENSERV Energieservice GmbH, Linz	37.00
ENSERV Energieservice GmbH & Co KG, Linz	37.00
Ferngas Beteiligungs-Aktiengesellschaft, Wien (FBET)	68.23
Ferngas Bohemia s.r.o., Budweis	100.00
Geothermie-Fördergesellschaft Simbach-Braunau mbH, Simbach am Inn	20.00
Geothermie-Wärmegesellschaft Braunau-Simbach mbH, Braunau am Inn	20.00
GWH Gas- und Warenhandelsgesellschaft m.b.H., Wien	25.10
Jihoceská plynárenská a.s., Budweis	39.16
NABUCCO Company Pipeline Study GmbH, Wien	20.00
Oberösterreichische Ferngas AG, Linz (OOEFG) *)	50.00
OMV Cogeneration GmbH, Wien (COG)	100.00
OMV Erdgas-Beteiligungsgesellschaft mbH, Wien (OEBG)	100.00
OMV Gas Germany Ges. m.b.H. & Co KG, Burghausen	100.00
OMV Gas GmbH, Wien (OGG)	100.00
OMV Gas International GmbH, Wien	100.00
Chemicals	
Agrolinz Ceské Budějovice s.r.o., Budweis	100.00
Agrolinz Inc. i.L., Memphis	100.00
Agrolinz Melamine International Asia Pacific Pte. Ltd., Singapore	100.00
Agrolinz Melamine International Deutschland GmbH, Lutherstadt Wittenberg	100.00
Agrolinz Melamine International Italia S.r.l., Castellanza	100.00
Agrolinz Melamine International Magyarorszag Kft., Budapest	100.00

Agrolinz Melamine International North America Inc., Chicago	100.00
Agrolinz Slovakia s.r.o., Chotin	100.00
AMI Agrolinz Melamine International GmbH, Linz (AMI)	50.00
A.M.I. FINSERV LIMITED, Isle of Man	100.00
Chemiepark Linz Betriebsfeuerwehr Gesellschaft m.b.H., Linz	47.50
GWCL Wohnungsgesellschaft m.b.H., Linz	100.00
LINZER AGRO TRADE d.o.o., Belgrad	100.00
LINZER AGRO TRADE GmbH, Linz (LAT)	100.00
LINZER AGRO TRADE S.r.l., Bukarest	100.00

Corporate

Amical Insurance Limited, Douglas (AMIC)	100.00
Diramic Insurance Limited, Gibraltar	100.00
Kompetenz- und Informationszentrum für Humanvermögen und interdisziplinäre Arbeits- und Unternehmensforschung GmbH, Klosterneuburg	24.44
OMV Clearing und Treasury GmbH, Wien	100.00
OMV FINANCE LIMITED, Douglas	100.00
OMV Insurance Broker GmbH, Wien	100.00
OMV Solutions GmbH, Wien (SNO)	100.00
Petrom	51.00