

SIMPLIFIED PROSPECTUS

Regarding the securities distribution to the Persons Entitled to receive shares issued by OMV Petrom SA under the Law no. 297/2004 and the CNVM Regulation 1/2006 (free translation)¹

Bucharest
February 5, 2010

1. Name of the company and responsible persons

This simplified prospectus was prepared by the trade company OMV Petrom S.A. („OMV Petrom” or „the Company”)

1.1 Responsible persons

Pursuant to the Articles of Association of OMV Petrom, the corporate governance system within OMV Petrom relies on a dual structure: the Executive Board, that manages the current activity of the company and the Supervisory Board, that acts as monitoring and controlling authority.

The Executive Board of OMV Petrom currently consists of the following members: Mrs. Mariana Gheorghe (President of the Executive Board and Chief Executive Officer), Mr. Reinhard Pichler (Chief Financial Officer – member of the Executive Board), Mrs. Johann Pleininger (member of the Executive Board, in charge with the Exploration and Production), Mr. Siegfried Gugu (member of the Executive Board, in charge with Exploration and Production Services), Mr. Neil Anthony Morgan (member of the Executive Board, in charge with Refining and Petrochemical Products), Mr. Rainer Schlang (member of the Executive Board, in charge with Marketing) and Mr. Gerald Kappes (member of the Executive Board, in charge with Gas, Power and Chemicals).

The financial auditor of the company for the financial year 2009 is Deloitte Audit SRL, registered with the Trade Register under the no. J40/ 6775/ 1995.

1.2. Statements on information authenticity

After having performed all the required formalities, the members of OMV Petrom’s Executive Board mentioned in item 1.1 above, confirm on own account that all the information included herein are authentic and that no omission has been made that could significantly affect the contents of the present document.

The Offeror bears the full responsibility for compiling the Simplified Prospectus.

The legal relationships between the Offeror and the Entitled Persons who are to receive shares within the Public Offer Program will be governed by Romanian law; any conflict arising about these reports will be settled by the Romanian courts under the rules of jurisdiction laid down by the Romanian law.

2. Data about the Issuer

2.1. Name, registered office and registration number with the Trade Register’s Office

The name of the company is OMV Petrom SA.

The registered office of the company is located in Romania, Bucharest, Calea Dorobantilor no. 239, district 1.

The sole registration number with the Trade Register’s Office is 1590082.

The registration number with the Trade Register is J 40/8302/1997.

¹ Note: The above translation is provided as a free translation from Romanian which is the official and binding version

2.2. Share capital

The share capital subscribed and paid is RON 5,664,410,833.5.

The number of shares issued is 56,644,108,335.

The nominal value of a share is RON 0.1.

3. Data related to the offering or distribution of securities to the Persons Entitled to receive shares issued by OMV Petrom

3.1. Decision-making documents on offering or distributing securities the Persons Entitled to receive shares

Securities distribution free of charge to the Persons Entitled to receive shares issued by OMV Petrom SA is treated under article 168, paragraph 5 of the Petrom Collective Employment Agreement („CCM”) applicable in 2008, art. 107 of the CCM applicable in 2009, as well as of the protocol („Protocol”) concluded between Petrom and Federatia Sindicatelor Libere și Independente din Industria Petrolieră Romană Petrom (Petrom Federation of Free and Independent Trade Unions) („FSLI Petrom”) on enforcing the provisions of article 168, paragraph 5 of the CCM applicable in 2008 and recorded with D.M.S.S.F. București under the number 8080/23.05.2000.

The Extraordinary General Meeting of OMV Petrom’s Shareholders approved, with majority of votes, by the decision dated December 16, 2008 („Decision”), the buy-back by OMV Petrom of its own shares from the organised securities market, under art. 103¹ of the Law no. 31/1990 on trade companies („Law no. 31/1990”), with a view to distributing the same free of charge to the Persons Entitled to receive shares.

The decisions was filed with the Trade Register’s Office attached to the Bucharest Court and registered under the number 634763/18.12.2008, and subject to the appointed judge’ conclusion no. 607 issued in open session on 06.01.2009. The decision was published in the Official Gazette, Part IV, no. 359, pages 3-4 as of 19.01.2009.

3.2. Description of the operation: the reason for share offering, total number of securities offered, the number of securities offered individually to each Person Entitled to receive shares issued by OMV Petrom

The reason for shares offering is to fulfil the obligation assumed under article 168, paragraph 5 of the CCM applicable in 2008, under which „*In case of entering the privatisation phase, the employees who are part of this agreement shall benefit from a number of shares negotiated by FSLI Petrom with Petrom SA – granted free of charge [...]*”, also stipulated under art. 107 of the CCM applicable in 2009.

For the avoidance of doubt, the buy-back and the distribution of shares free of charge to the Entitled Persons as per the Decision does not include any share considered under article 9 of the O.U.G. (Government’s Emergency Ordinance) no. 49/1997, as amended by O.G. (Government’s Ordinance) no. 55/2003.

According to the Decision, OMV Petrom purchased under the buy-back programme a number of 6,195,500 shares, representing 0.011% of the company’s share capital, from the organised securities market.

The purchase price varied from RON 0,2730 to RON 0,2930, thus following the values set under the Decision, namely the minimum price per share amounting to RON 0.1 and the maximum price per share, respectively, amounting to RON 0.655.

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Throughout the buy-back programme, the provisions on the actual price and volume of each transaction were observed as set out by the European Commission Regulation no. 2273/2003/EC on implementing Directive 2003/6/EC of the European Parliament and of the Council on the exemptions for buy-back programmes and stabilisation of financial instruments („*Regulation*”).

Pursuant to the Protocol provisions, OMV Petrom will distribute free of charge a number of 100 (one hundred) OMV Petrom ordinary, nominal and dematerialised shares to each person so entitled („**Entitled Person**”). The Entitled Persons will be those who were employed with OMV Petrom at any time between 14.12.2004 and the date the share distribution process starts.

The date the share distribution process starts is established as the date the National Securities Commission (“**CNVM**”) approves the simplified prospectus under the capital market regulations.

Given that the reference time for establishing the Entitled Persons completes after this simplified prospectus issuance, the exact number of Entitled Persons will be known after such prospectus is approved by CNVM (which coincides with the end of the reference time). Therefore, the exact number of shares to be offered to the Entitled Persons is impossible to determine on the issuance date of the present simplified prospectus.

In the present simplified prospectus we can estimate that, based on projections made in good faith, the number of Entitled Persons will be 61,342 persons. Accordingly, the object of the original offer, namely the number of shares to be distributed free of charge is 6,134,200 shares, the maximum number to which this amount may be further supplemented being 6,195,500 shares. The notification of the offer results will be fulfilled according to art. 35 of CNVM Regulation 1/2006.

3.3. Description of the type and class of securities offered or allocated

The securities to be distributed free of charge to the Entitled Persons are ordinary, nominal and dematerialised shares of OMV Petrom S.A. traded in category I with the Bursa de Valori Bucuresti (Bucharest Stock Exchange), each having the properties existent on the start date of the free distribution of shares.

3.4. Share subscription period

According to the Decision and Art. 103¹ paragraph 1 of the Law no.31/1990, the buy-back programme will last for maximum 18 (eighteen) months as of the publishing date of the Decision in the Official Gazette of Romania, Part IV. The shares will be then distributed to the Entitled Persons within 12 months as of their purchase as per the provisions of Art. 103¹ paragraph 2 of the Law no.31/1990.

3.5. Subscription price

The shares will be distributed to the Entitled Persons free of charge, pursuant and under the Decision provisions.

3.6. Broker who helped the issuer in preparing the presentation document and who will mediate the subscriptions

Buy-back was mediated by the financial investment services provider UniCredit CAIB Securities Romania SA.

3.7. Any other important information from the issuer’s point of view

The date of transfer of the ownership right from OMV Petrom to the Entitled Persons is the date such transfer is recorded in the Depozitarul Central SA system (Central Depository).

The proof for the transfer of the ownership right on the 100 shares offered free of charge shall be the statement of account issued by Depozitarul Central SA to each Entitled Person as per the legal rules in force. In addition, OMV Petrom will request from Depozitarul Central SA a letter of confirmation of the share transfer registration after the transfer is performed to all the Entitled Persons.

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The effective allocation free of charge of the shares to the Entitled Persons will be made after the date of approval of the simplified prospectus, from February 25, 2010 to December 31, 2010.

Given that we only know the number of bought back shares on the date this simplified prospectus is issued, and not the number of shares to be distributed to the Entitled Persons free of charge as well, it is impossible for us to determine if and how many shares would be left undistributed after the finalisation of the share distribution free of charge to the Entitled Persons. In case there are such undistributed shares left, OMV Petrom will decide afterwards – pursuant to the legal provisions in force on deadlines and destination of such shares left undistributed to the Entitled Persons – on the destination thereof.

For more information about the shares buy-back programme and the distribution thereof to the Entitled Persons please contact OMV Petrom Corporate Affairs and Compliance Department – Corporate Projects Office (phone: +4021 4060122, +4021 4060104; fax: +40 372 868 544) or visit OMV Petrom website (www.petrom.com), section Investor Relations/ Events.

OMV PETROM S.A.

represented by

**Mariana Gheorghe
Chief Executive Officer**

Note accordance with art. 4, para. (2) of the CNVM Regulation no. 1/2006:

Visa approval imposed on public offer prospectus or, as appropriate, on the offer document has no guarantee value nor is another form of assessment of CNVM on the opportunity, benefits or disadvantages, profit or risks that the transactions concluded by accepting public offering, object of the approving decision, may present. The approving decision certifies only the regularity of the offering prospectus / offering document regarding the requirements of law and rules adopted pursuant thereto.

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