



# Ad hoc report

September 22, 2015

OMV Petrom S.A.

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

Date of report: **September 22, 2015**

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

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

Telephone/fax number: **+40 372 429082/ +40 372 868518**

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

Fiscal attribute: **R**

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

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

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

**Significant events to be reported:**

**RESOLUTIONS of the Extraordinary General Meeting of Shareholders dated September 22, 2015**

**RESOLUTIONS of the Ordinary General Meeting of Shareholders dated September 22, 2015**



**Mariana Gheorghe**  
Chief Executive Officer  
President of the Executive Board



**OMV Petrom**



**Resolution no. 1  
of the Extraordinary General Meeting of Shareholders  
of OMV Petrom S.A. as of 22 September 2015**

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

convened via the convening notice published in the Official Gazette of Romania, Part IV, no. 4423 as of 20 August 2015 and in the following widely-spread newspapers: “**Bursa**” and “**Ziarul Financiar**” as of 20 August 2015,

held on **22 September 2015, 11:00 AM**, at “**Crown Ballroom**” conference room of the **CROWNE PLAZA** Hotel, located in Bucharest, 1 Poligrafiei Boulevard, Sector 1, at the first convening,

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

**Hereby decides upon items no. 1, 2, 3, 4 of the agenda of the EGMS as follows:**

**Item 1.** In the presence of the shareholders representing 93.34693% of the share capital and 93.34727% of the total voting rights, with the affirmative votes of the shareholders representing 72.70326% of the share capital and 77.88500% of the total votes held by the present or represented shareholders, approves the secondary listing of OMV Petrom on the London Stock Exchange by issuance of global depositary receipts representing interests in OMV Petrom’s existing shares, which are intended to be admitted to listing on the official list of the United Kingdom Financial Conduct Authority and to be admitted to trading on the London Stock Exchange’s main market for listed securities, such approval being valid until 31 December 2016.

**Item 2.** In the presence of the shareholders representing 93.34693% of the share capital and 93.34727% of the total voting rights, with the affirmative votes of the shareholders representing 72.70330% of the share capital and 77.88504% of the total votes held by the present or represented shareholders, approves the empowerment of the Executive Board of OMV Petrom to, depending on favourable market conditions, (i) take all necessary actions in order to complete such secondary listing, to execute the intermediation agreement and any other agreements, if the case, to appoint a depositary bank and to execute the depositary agreement, to appoint any advisers and subcontractors, if necessary, and prepare and execute all documentation in connection with the secondary listing, including without being limited to the prospectus; (ii) represent OMV Petrom with full power and authority in front of any third party and authorities, either in Romania, the United Kingdom or elsewhere abroad, in connection with all secondary listing activities; (iii) seek all



necessary regulatory approvals; (iv) carry out any marketing activities; and (v) perform any other action or formality which may be necessary or desirable to ensure the full effectiveness of the matters set out at this point and point 1 above (such authorisation of the Executive Board being valid until 31 December 2016), as well as the express ratification of any and all actions and formalities carried out and documents signed by OMV Petrom, its Executive Board members, directors, employees and consultants in connection with this matter.

**Item 3 a.** In the presence of the shareholders representing 93.34693% of the share capital and 93.34727% of the total voting rights, with the affirmative votes of the shareholders representing 93.34168% of the share capital and 99.99437% of the total votes held by the present or represented shareholders, **establishes 9 October 2015 as "Record Date"**, more specifically, the date which serves to the identification of the shareholders upon which the resolutions of the EGSM will take effect as per article 238, para. (1) of Capital Market Law no. 297/2004.

**Item 3 b.** In the presence of the shareholders representing 93.34693% of the share capital and 93.34727% of the total voting rights, with the affirmative votes of the shareholders representing 93.34215% of the share capital and 99.99487% of the total votes held by the present or represented shareholders, **establishes 8 October 2015 as "Ex-Date"** in accordance with article 2, letter f) of the National Securities Commission Regulation no. 6/2009, more specifically, the date falling before the record date with a settlement cycle minus one working day, as of the financial instruments forming the object of the corporate bodies' resolutions are traded without the rights resulting from this resolution of EGMS.

**Item 4.** In the presence of the shareholders representing 93.34693% of the share capital and 93.34727% of the total voting rights, with the affirmative votes of the shareholders representing 93.34215% of the share capital and 99.99487% of the total votes held by the present or represented shareholders, approves empowering any of the two Ms. Mariana Gheorghe, President of Executive Board and Chief Executive Officer or Mr. Andreas Matje, member of the Executive Board and Chief Financial Officer, to sign in the name of the shareholders the decisions of the EGMS and to perform any act or formality required by law for the registration of the decisions of the EGMS. Ms. Mariana Gheorghe or Mr. Andreas Matje may delegate all or part of the above mentioned powers to any competent person(s) to perform such mandate.

This resolution is signed today, 22 September 2015, in Bucharest, in 4 original counterparts.

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





**Resolution no. 1  
of the Ordinary General Meeting of Shareholders  
of OMV Petrom S.A. as of 22 September 2015**

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

convened via the convening notice published in the Official Gazette of Romania, Part IV, no 4423 as of 20 August 2015 and in the following widely-spread newspapers: "Bursa" and "Ziarul Financiar" as of 20 August 2015,

held on **22 Septemeber 2015, 12:00 PM**, at "Crown Ballroom" conference room of the CROWNE PLAZA Hotel, located in Bucharest, 1 Poligrafiei Boulevard, Sector 1, at the first convening,

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

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

**Item 1.** In the presence of the shareholders representing 93.34215% of the share capital and 93.34249% of the total voting rights, with the affirmative and secret votes of the shareholders representing 93.34211% of the share capital and 100% of the casted votes, **appoints Mr. Rainer Seele - a German citizen, born on 2 September 1960 in Bremerhaven, domiciled in Stubenring Street 2/11, 1010 Vienna, Austria, identified with passport no. C5YRT5PML issued by German authorities on 31 January 2014 and valid until 30 January 2020, as new member of the Supervisory Board for the remaining term of Mr. Gerhard Roiss mandate, respectively until 28 April 2017.**

**Item 2 a.** In the presence of the shareholders representing 93.34215% of the share capital and 93.34249% of the total voting rights, with the affirmative votes of the shareholders representing 93.34211% of the share capital and 100% of the casted votes, **establishes 9 October 2015 as "Record Date"**, more specifically, the date which serves to the identification of the shareholders upon which the resolutions of the OGSM will take effect as per article 238, para. (1) of Capital Market Law no. 297/2004.

**Item 2 b.** In the presence of the shareholders representing 93.34215% of the share capital and 93.34249% of the total voting rights, with the affirmative votes of the shareholders representing 93.34211% of the share capital and 100% of the casted votes, **establishes 8 October 2015 as "Ex-Date"** in accordance with article 2, letter f) of the National Securities Commission Regulation no.



6/2009, more specifically, the date falling before the record date with a settlement cycle minus one working day, as of the financial instruments forming the object of the corporate bodies' resolutions are traded without the rights resulting from this resolution of OGMS.

**Item 3.** In the presence of the shareholders representing 93.34215% of the share capital and 93.34249% of the total voting rights, with the affirmative votes of the shareholders representing 93.34215% of the share capital and 100% of the casted votes, approves empowering any of the two Ms. Mariana Gheorghe, President of Executive Board and Chief Executive Officer or Mr. Andreas Matje, member of the Executive Board and Chief Financial Officer, to sign in the name of the shareholders the decisions of the OGMS and to perform any act or formality required by law for the registration of the decisions of the OGMS. Ms. Mariana Gheorghe or Mr. Andreas Matje may delegate all or part of the above mentioned powers to any competent person(s) to perform such mandate.

This resolution is signed today, 22 September 2015, in Bucharest, in 4 original counterparts.

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

