



**Results of the votes on the Resolutions
of the Ordinary General Meeting of Shareholders
of OMV Petrom SA held on 26 April 2016**

In accordance with article 19 of Regulation no. 6/2009 of the National Securities Commission regarding the exercise of some rights of the shareholders in the general meetings of shareholders, **OMV Petrom SA** a company managed in a two tier system, incorporated and functioning under the laws of Romania, registered with the Bucharest Trade Registry Office under number J/40/8302/1997, sole registration code 1590082, having the headquarters at 22 Coralilor Street, Sector 1, Bucharest ("Petrom City"), having the subscribed and paid share capital of RON 5,664,410,833.50 divided in 56,644,108,335 common, nominative shares of stock with a face value of RON 0.1 each (hereinafter referred to as the „**Company**”), hereby publishes the results of the votes from the Ordinary General Meeting of Shareholders (hereinafter referred to as “**OGMS**”) held upon first convening and in observance of legal validity requirements on 26 April 2016, starting with 9:00 AM, at **Radisson Blu Hotel, “Atlas” Room, 63-81 Calea Victoriei Street, sector 1, Bucharest, Romania**, as follows,

A. Status of shares and voting rights as at the date of OGMS:

Share capital: RON 5,664,410,833.50

Nominal value per share: RON 0.1

Voting rights per share: 1

Type of shares: common, nominative:

Total number of shares: 56,644,108,335

Voting right shares: 56,644,108,335

Total number of voting rights: 56,643,903,559

Suspended voting right shares: 204,776

B. Results of the votes in the OGMS held on 26 April 2016

1. For the appointment of Mrs. Camelia Dragomirescu as secretary of the OGMS,

the following results were recorded:

- Quorum: 51,346,129,277 shares representing 90.64690% of the share capital and 90.64722% of the voting rights;
- Total number of valid votes cast: 51,346,129,177;
- Total number of shares for which valid votes were cast 51,346,129,177 representing 90.64690% of the share capital;
- Votes:



- For: 51,346,129,167 votes representing 90.64690% of the share capital and 99.99999% of the casted votes;
- Against: 10 votes;
- Abstentions: 100 votes.

- 2. For item no. 1 on the agenda of the OGMS,** regarding the approval of the separate financial statements of OMV Petrom for the financial year ended on 31 December 2015 prepared in accordance with International Financial Reporting Standards (IFRS), as stipulated into Ministry of Finance Order no.1286/2012, based on the Independent Auditor's Report, the Report of the Executive Board and the Report of the Supervisory Board for the 2015 financial year,

the following results were recorded:

- Quorum: 52,924,028,512 shares representing 93.43253% of the share capital and 93.43287% of the voting rights.
- Total number of valid votes cast: 52,918,912,477;
- Total number of shares for which valid votes were cast 52,918,912,477, representing 93.42350% of the share capital;
- Votes:
 - For: 52,918,912,467 votes representing 93.42350% of the share capital and 99.99999% of the casted votes;
 - Against: 10 votes;
 - Abstentions: 5,116,035 votes.

- 3. For item no. 2 on the agenda of the OGMS,** regarding the approval of the consolidated financial statements of OMV Petrom for the financial year ended on 31 December 2015, prepared in accordance with IFRS, as endorsed by the European Union, based on the Independent Auditor's Report, the Report of the Executive Board and the Report of the Supervisory Board for the 2015 financial year,

the following results were recorded:

- Quorum: 52,924,028,512 shares representing 93.43253% of the share capital and 93.43287% of the voting rights.
- Total number of valid votes cast: 52,918,917,536;
- Total number of shares for which valid votes were cast 52,918,917,536, representing 93.42351% of the share capital;
- Votes:
 - For: 52,918,917,526 votes representing 93.42351% of the share capital and 99.99999% of the casted votes;
 - Against: 10 votes;



- Abstentions: 5,110,976 votes.

4. For item no. 3 on the agenda of the OGMS, regarding the approval of the Annual Report which includes the Report of the Executive Board and the Report of the Supervisory Board for the 2015 financial year.

the following results were recorded:

- Quorum: 52,924,028,512 shares representing 93.43253% of the share capital and 93.43287% of the voting rights;
- Total number of valid votes cast: 52,918,914,248;
- Total number of shares for which valid votes were cast 52,918,914,248, representing 93.42351% of the share capital;
- Votes:
 - For: 52,918,914,238 votes representing 93.42351% of the share capital and 99.99999% of the casted votes;
 - Against: 10 votes;
 - Abstentions: 5,114,264 votes.

5. For item no. 4 on the agenda of the OGMS, regarding the approval of the Executive Board's proposal not to distribute dividends for the 2015 financial year,

the following results were recorded:

- Quorum: 52,924,028,512 shares representing 93.43253% of the share capital and 93.43287% of the voting rights.
- Total number of valid votes cast: 52,924,019,249;
- Total number of shares for which valid votes were cast 52,924,019,249, representing 93.43252% of the share capital;
- Votes:
 - For: 30,473,019,179 votes representing 53.79733% of the share capital and 57.57880% of the casted votes;
 - Against: 22,451,000,070 votes;
 - Abstentions: 9,263 votes.

6. For item no. 5 on the agenda of the OGMS, regarding the approval of the 2016 Income and Expenditure Budget.

the following results were recorded:



- Quorum: 52,924,028,512 shares representing 93.43253% of the share capital and 93.43287% of the voting rights.
 - Total number of valid votes cast: 42,165,303,577;
 - Total number of shares for which valid votes were cast 42,165,303,577, representing 74.43899% of the share capital;
 - Votes:
 - o For: 42,165,303,567 votes representing 74.43899% of the share capital and 99.99999% of the casted votes;
 - o Against: 10 votes;
 - o Abstentions: 10,758,724,935 votes.
- 7. For item no. 6 on the agenda of the OGMS, regarding the discharge of liability of the members of the Executive Board and of the members of the Supervisory Board for the 2015 financial year.**
- the following results were recorded:**
- Quorum: 52,924,028,512 shares representing 93.43253% of the share capital and 93.43287% of the voting rights.
 - Total number of valid votes cast: 52,918,914,248;
 - Total number of shares for which valid votes were cast 52,918,914,248, representing 93.42351% of the share capital;
 - Votes:
 - o For: 52,918,914,238 votes representing 93.42351% of the share capital and 99.99999% of the casted votes;
 - o Against: 10 votes;
 - o Abstentions: 5,114,264 votes.
- 8. For item no. 7 on the agenda of the OGMS, regarding the establishment of the remuneration of the members of the Supervisory Board for the current year and the general limit of the additional remunerations of the Supervisory Board members who were assigned specific positions within the Supervisory Board, namely approval for the current year, a gross remuneration of each member of the Supervisory Board corresponding to a net remuneration of EUR 20,000/ year and an additional gross remuneration, corresponding to the net remuneration of EUR 4,000/ meeting/ member, for the members of the committees established by the Supervisory Board.**

the following results were recorded:

- Quorum: 52,923,792,285 shares representing 93.43212% of the share capital and 93.43245% of the voting rights.
- Total number of valid votes cast: 52,503,136,337;



- Total number of shares for which valid votes were cast 52,503,136,337, representing 92.68949% of the share capital;
 - Votes:
 - o For: 52,503,073,461 votes representing 92.68938% of the share capital and 99.99988% of the casted votes;
 - o Against: 62,876 votes;
 - o Abstentions: 420,655,948 votes.
- 9. For item no. 7¹ on the agenda of the OGMS**, whereas the Company was notified by Mr. Bogdan Nicolae Badea about his waiver of his mandate as member of the Supervisory Board of OMV Petrom, effective starting on 26 April 2016, the waiver being registered with the Company under no. 114/25.04.2016, Mr. Bogdan Nicolae Badea ceased to hold any position in OMV Petrom's Supervisory Board and thus his seat became vacant, effective starting of 26 April 2016. Therefore, item 7¹ on the agenda of OGMS regarding the revocation of Mr. Bogdan Nicolae Badea from his capacity as member of the Supervisory Board of OMV Petrom remained without object and consequently item 7¹ was not anymore submitted to voting.
- 10. For item no. 7² on the agenda of the OGMS**, regarding the appointment of a new member of the Supervisory Board of OMV Petrom for the remaining period of the mandate granted to Mr. Bogdan Nicolae Badea, namely the appointment of Mr. Dan Manolescu, as the new member of the Supervisory Board for the remaining term of Mr. Bogdan Nicolae Badea's mandate, respectively until 28 April 2017,
- the following results were recorded:**
- Quorum: 52,923,657,026 shares representing 93.43188% of the share capital and 93.43222% of the voting rights.
 - Total number of valid votes cast: 42,163,863,100;
 - Total number of shares for which valid votes were cast 42,163,863,100, representing 74.43644% of the share capital;
 - Votes:
 - o For: 41,230,451,958 votes representing 72.78859% of the share capital and 97.78622% of the casted votes;
 - o Against: 933,411,142 votes;
 - o Abstentions: 10,759,792,282 votes.
- 11. For item no. 8 on the agenda of the OGMS**, regarding the appointment of the Company's financial auditor, pursuant to the expiry of the audit service agreement, establishment of the minimum duration of the audit service agreement and the remuneration of the financial auditor.



For 8 a) regarding the appointment of Ernst & Young Assurance Services SRL as financial auditor of the Company, to audit 2016 financial year, the duration of the financial audit agreement being one year,

the following results were recorded:

- Quorum: 52,923,662,085 shares representing 93.43189% of the share capital and 93.43222% of the voting rights.
- Total number of valid votes cast: 52,918,553,885;
- Total number of shares for which valid votes were 52,918,553,885, representing 93.42287% of the share capital;
- Votes:
 - o For: 41,105,314,922 votes representing 72.56767% of the share capital and 77.67656% of the casted votes;
 - o Against: 11,813,238,963 votes;
 - o Abstentions: 5,108,200 votes.

For 8 b) regarding the approval of the remuneration amounting to EUR 427,500 to be paid to Ernst & Young Assurance Services SRL for auditing the financial statement for 2016 financial year,

the following results were recorded:

- Quorum: 52,923,662,085 shares representing 93.43189% of the share capital and 93.43222% of the voting rights.
- Total number of valid votes cast: 52,886,934,675;
- Total number of shares for which valid votes were 52,886,934,675, representing 93.36705% of the share capital;
- Votes:
 - o For: 41,054,255,986 votes representing 72.47753% of the share capital and 77.62646% of the casted votes;
 - o Against: 11,832,678,689 votes;
 - o Abstentions: 36.727.410 votes.

12. For item no. 9 on the agenda of the OGMS, regarding the approval in accordance with article 129² of the National Securities Commission Regulation no. 1/2006 of **20 May 2016** as **Registration Date** for identifying 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 and of **19 May 2016** as **Ex-Date**, computed in accordance with article 2, letter f) of National Securities Commission Regulation no. 6/2009.



the following results were recorded:

- Quorum: 52,923,662,085 shares representing 93.43189% of the share capital and 93.43222% of the voting rights.
- Total number of valid votes cast: 52,923,642,085;
- Total number of shares for which valid votes were 52,923,642,085, representing 93.43185% of the share capital;
- Votes:
 - o For: 52,923,601,636 votes representing 93.43178% of the share capital and 99.99992% of the casted votes;
 - o Against: 40,449 votes;
 - o Abstentions: 20,000 votes;

- 13. For item no. 10 on the agenda of the OGMS,** empowering individually each of Ms. Mariana Gheorghe, President of Executive Board and Chief Executive Officer and 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.

the following results were recorded:

- Quorum: 52,923,641,925 shares representing 93.43185% of the share capital and 93.43219% of the voting rights.
- Total number of valid votes cast: 52,923,641,925;
- Total number of shares for which valid votes were 52,923,641,925, representing 93.43185% of the share capital;
- Votes:
 - o For: 52,923,641,915 votes representing 93.43185% of the share capital and 99.99999% of the casted votes;
 - o Against: 10 votes;
 - o Abstentions: 0 votes.