



Ad hoc report

March 25, 2015

OMV Petrom S.A.

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

Date of report: **March 25, 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 event to be reported:

- ▶ **Convening of the Ordinary General Meeting of Shareholders of OMV Petrom S.A. for April 28, 2015**
- ▶ **Proposed gross dividend per share of RON 0.0112**

In compliance with Company Law no. 31/1990, Capital Market Law no. 297/2004 and Regulation no. 1/2006 of the National Securities Commission on issuers and securities, OMV Petrom S.A. herewith convenes the Company's shareholders at the **Ordinary General Meeting of Shareholders (OGMS) on April 28, 2015** attached hereto as Appendix A.

The supporting materials of OGMS agenda will be available to the shareholders the latest starting with 27 March 2015.



The Executive Board proposes to OGMS to distribute to the shareholders dividends with a gross value per share amounting to RON 0.0112. Details can be found in Appendix B of this ad-hoc report.

The convening notice of the OGMS, and the proposal for distribution of dividends were approved by the Executive Board and, subsequently, by the Supervisory Board at its meeting as of March 24, 2015. The convening notice of the OGMS is to be published in the Romanian Official Gazette Part IV and in two widely-spread newspapers.

Appendices:

A. Convening notice Ordinary General Meeting of Shareholders on April 28, 2015 – 7 pages

B. Executive Board's proposal regarding dividend distribution for the financial year 2014 – 2 pages



Mariana Gheorghe
Chief Executive Officer
President of the Executive Board



OMV Petrom



CONVENING NOTICE

The Executive Board of **OMV Petrom S.A.**, a company managed in a two-tier system, incorporated and operating 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 up share capital of RON 5,664,410,833.50 (hereinafter referred to as "**OMV Petrom**" or the "**Company**"), **hereby convenes the Ordinary General Meeting of Shareholders ("OGMS") on 28 April 2015, starting with 11.00 AM, at "Crown Ballroom" conference room of the CROWNE PLAZA Hotel, located in Bucharest, 1 Poligrafiei Boulevard, sector 1, with the following AGENDA:**

1. Approval of the separate financial statements of OMV Petrom for the financial year ended on 31 December 2014 prepared in accordance with International Financial Reporting Standards (IFRS), as stipulated into Ministry of Finance Order no.1286/2012, based on the Financial Auditor's Report, the Report of the Executive Board and the Report of the Supervisory Board for the 2014 financial year.
2. Approval of the consolidated financial statements of OMV Petrom for the financial year ended on 31 December 2014, prepared in accordance with IFRS based on the Financial Auditor's Report, the Report of the Executive Board and the Report of the Supervisory Board for the 2014 financial year.
3. Approval of the Annual Report which includes the Report of the Executive Board and the Report of the Supervisory Board for the 2014 financial year.
4. Approval of the Executive Board's proposal to distribute dividends for the 2014 financial year to OMV Petrom's shareholders registered in the shareholders' register at the Registration Date with a **gross value per share RON 0.0112**. Moreover, it is proposed to empower the Executive Board to appoint a payment agent in line with the applicable regulatory requirements for the payment of dividends. Also, to approve **May 26, 2015** as **Payment Date**, as defined by Article 2 letter g) of Regulation No. 6/2009 and Article 129^A3, paragraph 2 of Regulation no. 1/2006. In case of regulatory changes concerning the computation of the Payment Date, the Payment Date is established as the last working day of the maximum period regulated by the legal provisions, as amended, between the Registration Date and Payment Date. In such case, the Executive Board will submit and publish an ad-hoc report, to be found on the Company's website also, on the modified Payment Date.
5. Approval of the 2015 Revenue and Expenditure Budget.
6. Discharge of liability of the members of the Executive Board and of the members of the Supervisory Board for the 2014 financial year.
7. Appointment of a new member of the Supervisory Board for the remaining period of the mandate granted to Mr. Hans-Peter Floren, further to the waiver of his mandate of member of the Supervisory Board.
8. Establishing 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.
9. 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.
10. In accordance with Regulation no. 1/2006, approval of:



- (i) The date of **21 May 2015** as **Registration Date** as per article 238, para. (1) of Capital Market Law no. 297/2004.
- (ii) The date of **20 May 2015** as **Ex-Date**, computed in accordance with the definition provided by article 2, letter f) of Regulation no.6/2009

11. Empowering Ms Mariana Gheorghe, President of Executive Board, 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 and the application of the decisions of the OGMS. Ms Mariana Gheorghe may delegate all or part of the above mentioned powers to any competent person(s) to perform such mandate.

Only shareholders who are registered as OMV Petrom shareholders at **18 April 2015** (the **"Reference Date"**) in the shareholders' register issued by Depozitarul Central S.A. may attend and cast their votes in OGMS.

The current convening note, financial statements for the year ended on 31 December 2014, the Financial Auditor's Report, the Annual Report, which includes the Report of the Executive Board and the Report of the Supervisory Board for 2014 financial year, the Proposal of the 2015 Revenue and Expenditure Budget, the Executive Board's proposal regarding the distribution of dividends for the 2014 financial year, accompanied by the information related to the distribution of dividends, the Draft Resolutions of the OGMS and proposals for new items on the agenda of the OGMS received in due time (if applicable), as well as the list including information about the name, domicile and professional qualifications of the persons proposed to be appointed as new member of the Supervisory Board, the total number of shares and voting rights at the date of the convening note, the special powers of attorney and correspondence voting bulletins (**"Voting bulletin"**) for OGMS, as well as documents and informing materials related to the items included on the agenda of OGMS will be available both in Romanian and in English at the latest starting with **27 March 2015**, at the registry desk of the Company, located in 22 Coralilor Street, Infinity Building, Sector 1, Bucharest (**"Petrom City"**), postal code 013329 (**"Correspondence Entry"**) and on the website of the Company (www.omvpetrom.com).

Please consider that the Correspondence Entry is closed during the non-business days and legal holidays. During business days it is opened between 9.00 -16.30 (from Monday until Thursday) and between 9.00-14.00 (on Friday).

One or more shareholders, representing individually or jointly at least 5% of the share capital (hereinafter referred to as **"Initiators"**) will have the right to add new items on the agenda of OGMS.

Proposals with respect to adding new items on the agenda of OGMS shall be accompanied by copies of the Initiators' valid identification documents (identity card/passport for natural persons and for legal persons, identity card/passport of the legal representative). In accordance with the legislation in force, in case of the shareholders, legal persons or entities without legal personality the capacity of legal representative shall be attested based on the shareholders' register at the Reference date made available by the Central Depository to OMV Petrom. However, if the shareholder has not informed on time the Central Depository S.A. in relation with his legal representative or this information is not updated in the shareholders' register of OMV Petrom, then the capacity of legal representative shall be attested based on an excerpt issued by the Trade Registry, original or certified copy, or any other document issued by a competent authority from the country where the shareholder is registered, original or certified copy, issued the latest 3 months before the date when OGMS convening notice is published. Likewise, each and every new item on the agenda shall have to be accompanied by a justification or a draft resolution proposed for approval by OGMS.

Proposals with respect to adding new items on the agenda of OGMS can be submitted as follows:

- a) at the Correspondence Entry **no later than 14 April 2015, 16.30 hrs**, by mail or courier with confirmation of receipt, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 28 April 2015"**, or



- b) by e-mail having attached an extended electronic signature, in compliance with Law on Digital Signature No. 455/2001, **no later than 14 April 2015, 16.30 hrs**, at aga@petrom.com indicating in the "subject matter" field: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 28 April 2015"**.

The shareholders of the Company, regardless of the participation held in the share capital, **may submit proposals for the appointment as member of the Supervisory Board** containing information about the name, domicile and professional qualifications of the proposed persons, accompanied by copies of the shareholder's valid identification documents (identity card/passport for natural persons and for legal persons, identity card/passport of the legal representative). In accordance with the legislation in force, in case of the shareholders, legal persons or entities without legal personality the capacity of legal representative shall be attested based on the shareholders' register at the Reference date made available by the Central Depository to OMV Petrom. However, if the shareholder has not informed on time the Central Depository S.A. in relation with his legal representative or this information is not updated in the shareholders' register of OMV Petrom, then the capacity of legal representative shall be attested based on an excerpt issued by the Trade Registry, original or certified copy, or any other document issued by a competent authority from the country where the shareholder is registered, original or certified copy, issued the latest 3 months before the date when OGMS convening notice is published, as follows:

- a) at the Correspondence Entry **no later than 14 April 2015, 16.30 hrs**, by mail or courier with confirmation of receipt, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 28 April 2015"**, or
- b) by e-mail having attached an extended electronic signature, in compliance with Law on Digital Signature No. 455/2001, **no later than 14 April 2015, 16.30 hrs**, at aga@petrom.com, indicating in the "subject matter" field: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 28 April 2015"**.

The Initiators are also entitled to submit draft resolutions for the items on the agenda or proposed to be added on the agenda of OGMS.

The draft resolutions with respect to the items already on the agenda or items proposed to be added on the agenda of OGMS, accompanied by copies of the Initiators' valid identification documents (identity card/passport for natural persons and for legal persons, identity card/passport of the legal representative). In accordance with the legislation in force, in case of the shareholders, legal persons or entities without legal personality the capacity of legal representative shall be attested based on the shareholders' register at the Reference date made available by the Central Depository to OMV Petrom. However, if the shareholder has not informed on time the Central Depository S.A. in relation with his legal representative or this information is not updated in the shareholders' register of OMV Petrom, then the capacity of legal representative shall be attested based on an excerpt issued by the Trade Registry, original or certified copy, or any other document issued by a competent authority from the country where the shareholder is registered, original or certified copy, issued the latest 3 months before the date when OGMS convening notice is published, **may be submitted as follows:**

- a) at the Correspondence Entry **no later than 14 April 2015, 16.30 hrs**, by mail or courier with confirmation of receipt, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 28 April 2015"**, or
- b) by e-mail having attached an extended electronic signature in compliance with Law on Digital Signature No. 455/2001, **no later than 14 April 2015, 16.30 hrs** at aga@petrom.com, indicating in the "subject matter" field: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 28 April 2015"**.

The shareholders of the Company, regardless of the participation held in the share capital, **may submit written questions with respect to the items on the agenda of OGMS.**



The shareholders shall submit such questions only accompanied by copies of the shareholder's identification documents (identity card/passport for natural persons and for legal persons, identity card/passport of the legal representative). In accordance with the legislation in force, in case of the shareholders, legal persons or entities without legal personality the capacity of legal representative shall be attested based on the shareholders' register at the Reference date made available by the Central Depository to OMV Petrom. However, if the shareholder has not informed on time the Central Depository S.A. in relation with his legal representative or this information is not updated in the shareholders' register of OMV Petrom, then the capacity of legal representative shall be attested based on an excerpt issued by the Trade Registry, original or certified copy, or any other document issued by a competent authority from the country where the shareholder is registered, original or certified copy, issued the latest 3 months before the date when OGMS convening notice is published. The written questions, together with the excerpt issued by the Trade Registry, if the case, **may be submitted as follows:**

- a) at the Correspondences Entry **no later than 27 April 2015, 11.00 AM**, by mail or courier with confirmation of receipt, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 28 April 2015"**, or
- b) by e-mail no later than **27 April 2015, 11.00 AM** at aga@petrom.com, indicating in the "subject matter" field: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 28 April 2015"**

The shareholders **may attend in person or may be represented in OGMS either by their legal representative or by an appointed representative ("Proxy Holder")** having been granted a special or a general power of attorney.

The general power of attorney shall be granted for a period not exceeding 3 years, expressly allowing the Proxy Holder to vote on all issues on the agenda of the general meetings of shareholders of the Company, including the disposal deeds, provided that the general power of attorney: (i) is granted by the shareholder as a customer, of an intermediary as defined under Capital Market Law no. 297/2004 or a lawyer and (ii) the general power of attorney must provide the Proxy Holder's capacity of intermediary or lawyer. The Proxy Holder cannot be substituted by another person. However, if the Proxy Holder is a legal person, it may exercise the mandate received by any person belonging to the administrative or management body or of its employees. The Proxy Holder shall prove its capacity via a statement of the Proxy Holder given on the form published together with the support materials for OGMS on the Company's website and signed by the Proxy Holder at the entrance in the meeting room before the meeting organizers. Shareholders may not be represented in OGMS based on a general power of attorney by a person who is in a situation of conflict of interest which may arise in particular in the following cases:

- a) is a majority shareholder of the Company, or another entity controlled by such shareholder;
- b) is a member of the administrative, management or supervisory body of the Company, a majority shareholder or controlled entity as provided at letter a);
- c) is an employee or an auditor of the Company or of a majority shareholder or controlled entity as provided at letter a);
- d) is a spouse, relative by blood or relative by marriage up to forth degree of one of the individuals referred to under letter a) -c).

Before their first use, copies of the general powers of attorney bearing the mention "in accordance with the original" and the signature of the Proxy Holder accompanied by a o copy of the valid identity card of the shareholder (identity card/passport for natural persons and for legal persons, identity card/passport of the legal representative registered with the shareholders' list of the Company, issued by Central Depository S.A.) shall be submitted to the Correspondence Entry of the Company or sent via any other type of courier with confirmation of receipt **no later than 26 April 2015, 11.00 AM** in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 28 April 2015"**. The powers of attorney can be also sent by e-mail having attached an extended electronic signature, in compliance with Law on Digital Signature No. 455/2001, **no later than 26 April 2015**, at aga@petrom.com, indicating in the "subject matter" field: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 28 April 2015"**.



In accordance with the legislation in force, in case of the shareholders, legal persons or entities without legal personality the capacity of legal representative shall be attested based on the shareholders' register at the Reference date made available by the Central Depository to OMV Petrom. However, if the shareholder has not informed on time the Central Depository S.A. in relation with his legal representative or this information is not updated in the shareholders' register of OMV Petrom, then the capacity of legal representative shall be attested based on an excerpt issued by the Trade Registry, original or certified copy, or any other document issued by a competent authority from the country where the shareholder is registered, original or certified copy, issued the latest 3 months before the date when OGMS convening notice is published.

The **special power of attorney** form shall be made available by the Company, under the law. The special power of attorney form can be obtained at the latest starting with **27 March 2015** from the Correspondences Entry of the Company and from the Company's website (www.omvpetrom.com). The special power of attorney form shall be updated in case new items will be added on the agenda of the OGMS.

The **special power of attorney** has to contain specific voting instructions for each item on the agenda of the OGMS in respect of which the Proxy Holder is to vote on behalf of the shareholder (i.e.: vote "for" or "against" or "abstention"). A shareholder may be represented in the OGMS only by one Proxy Holder holding a special power of attorney granted only for the OGMS dated 28/29 April 2015.

Also, a shareholder may appoint by special power of attorney one or more alternate representatives to ensure his representation in OGMS, if the representative appointed by the special power of attorney is unable to fulfill his mandate. If more alternate representatives are appointed by the special power of attorney, the order in which they will exercise their mandate shall be determined.

In case the **special power of attorney is granted to a financial institution providing custodian service**, the power of attorney having the content mentioned herein, signed by the shareholder, must be accompanied by a statement on the financial institution liability, in original (signed and stamped) attesting that:

- i) the financial institution provides custodian services for the respective shareholder
- ii) the instructions from the special power of attorney are identical with the instructions from SWIFT message received by the financial institution to vote in the name of the respective shareholder;
- iii) the power of attorney is signed by the shareholder.

The original special power of attorney, in Romanian or English language I, filled in and signed by the shareholder, as accompanied by copies of the shareholder's identification documents (identity card/passport for natural persons and for legal persons, identity card/passport of the legal representative) shall be submitted to the Correspondence Entry or sent by mail or courier with confirmation of receipt at the Correspondence Entry **no later than 26 April 2015, starting with 11.00 hrs**, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 28 April 2015"**.

The special powers of attorney in Romanian or English language may be sent also by e-mail having attached an extended electronic signature, in compliance with Law on Digital Signature No. 455/2001, **no later than 26 April , starting with 11.00 hrs**, at aga@petrom.com, indicating in the "subject matter" field: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 28 April 2015"**.

In accordance with the legislation in force, in case of the shareholders, legal persons or entities without legal personality the capacity of legal representative shall be attested based on the shareholders' register at the Reference date made available by the Central Depository to OMV Petrom. However, if the shareholder has not informed on time the Central Depository S.A. in relation with his legal representative or this information is not updated in the shareholders' register of OMV Petrom, then the capacity of legal representative shall be attested based on an excerpt issued by the Trade Registry, original or certified copy, or any other document issued by a competent authority from the country where the shareholder is registered, original or certified copy, issued the latest 3 months before the date when OGMS convening notice is published



Documents attesting the capacity of the legal representative of the shareholder, as detailed herein, as well as any other documents which need to be transmitted to the Company for exercising certain rights in accordance with this Convening Note and the applicable legislation in force which are drafted in a foreign language, other than English language, should be accompanied by a translation made by an authorized translator in Romanian language or English language, with no notarization or apostile required.

On the day of the OGMS, upon going into the meeting room, the shareholders- natural persons (in case they attend the OGMS in person) and the Proxy Holders must present for checking by the Company's representative the original of the identity card/passport. In case a shareholder - legal person will attend the OGMS through its legal representative, the latter must present for checking by the Company's representative the original of the identity card/passport, The Proxy Holders will hand over to the Company's representative the original of the power of attorney, if the power of attorney was sent by e-mail having attached an extended electronic signature.

The shareholders of the Company registered at the **Reference Date** in shareholders' register issued by Depozitarul Central S.A. may vote by correspondence, prior to the OGMS, by using the Voting bulletin. The Voting bulletin may be obtained, at the latest starting with **27 March 2015**, from the Correspondence Entry and from the website of the Company (www.omvpetrom.com) and will be updated if new items are added on the agenda of the OGMS.

In case of voting by correspondence, the Voting bulletin, filled in and signed accompanied by copies of the shareholders' identification documents (identity card/passport for natural persons and for legal persons, identity card/passport of the legal representative) can be submitted as follows:

- a) submitted to the Correspondence Entry, by any type of recorded delivery courier, **as to allow its recording as received at the registry desk of the headquarters of the Company no later than 26 April , starting with 11.00 hrs** in sealed envelope, bearing the clearly written statement in capital letters: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 28 April 2015"**, or
- b) by e-mail with attached extended electronic signature, in compliance with Law on Digital Signature No. 455/2001, **no later than 26 April , 11:00 hrs**, at aga@petrom.com, indicating in the "subject matter" field: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 28 April 2015"**.

In accordance with the legislation in force, in case of the shareholders, legal persons or entities without legal personality the capacity of legal representative shall be attested based on the shareholders' register at the Reference date made available by the Central Depository to OMV Petrom. However, if the shareholder has not informed on time the Central Depository S.A. in relation with his legal representative or this information is not updated in the shareholders' register of OMV Petrom, then the capacity of legal representative shall be attested based on an excerpt issued by the Trade Registry, original or certified copy, or any other document issued by a competent authority from the country where the shareholder is registered, original or certified copy, issued the latest 3 months before the date when OGMS convening notice is published.

The Company will accept the Voting bulletins sent by a shareholder for whom a financial institution providing custodian service, if the Voting bulletin is signed by the respective shareholder and is accompanied by a statement given by the legal representative of the financial institution, attesting that:

- (i) the financial institution provides custodian services for the respective shareholder
- (ii) the Voting bulletin is signed by the shareholder and contains voting options identical with those mentioned by the shareholder in a SWIFT message received by the financial institution in the name of the respective shareholder

The Voting bulletins which were not received at the Correspondence Entry or by e-mail within the above mentioned deadlines shall not be counted towards the quorum and majority in the OGMS. In case the shareholder who expressed his vote via Voting bulletin attends personally or by representative



OGMS, the vote by correspondence expressed for that OGMS shall be cancelled and only the vote expressed in person or by representative shall be considered. If the person representing the shareholder to the OGMS is other than the person who expressed his vote via Voting bulletin by correspondence, then for the validity of his vote he has to present in OGMS a written revocation of the vote by correspondence signed by the shareholder or by the representative who expressed his vote via Voting bulletin. This is necessary in case the shareholder or his legal representative attends personally the OGMS.

When filling in the special power of attorney and the Voting bulletin, please consider that new items could be added on the Agenda, in which case the complemented Agenda will be published **no later than 17 April 2015**. In this case, the **updated special power of attorney and Voting bulletin both in Romanian and in English** may be obtained from the Correspondence Entry and from the website of the Company (www.omvpetrom.com) **starting with the date of publication of the supplemented agenda**.

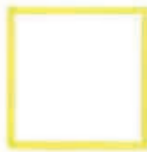
For the avoidance of any doubt, if the agenda is supplemented and the shareholders do not send their updated special powers of attorney and/or Voting bulletins, the special powers of attorney and the Voting bulletins sent prior to publication of the supplemented agenda shall be taken into account only in respect of the points on the supplemented agenda.

Should the statutory quorum laid down by the Companies Law or/and the Articles of Association not be met on the aforementioned date stated for the first convening, the OGMS is convened on the date of **29 April 2015, 11:00 AM** at OMV Petrom headquarters located in 22 Coralilor Street, sector 1, Bucharest ("Petrom City") Infinity building, Oval B with the same agenda as at the first convening.

Additional information can be obtained from the Investors Relations Department, at telephone numbers 0800 800 064 (free of charge in Romania) or +40 214.022.206 and from the website of the Company (www.omvpetrom.com).

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





Propunerea Directoratului cu privire la distribuirea de dividende pentru anul financiar 2014

Executive Board's proposal regarding dividend distribution for the financial year 2014

Directoratul OMV Petrom S.A., societate administrată în sistem dualist, înființată și funcționând în conformitate cu legislația română, supune Adunării Generale Ordinare a Acționarilor ("AGO") convocată în data de 28 aprilie 2015 următoarea propunere, pe baza situațiilor financiare individuale întocmite în conformitate cu Ordinul Ministrului Finanțelor Publice nr 1286/2012 pentru aprobarea reglementărilor contabile conforme cu Standardele Internaționale de Raportare Financiară:

Distribuirea către acționarii Societății înregistrați la Data de Înregistrare de dividende cu o valoare brută pe acțiune de 0,0112 RON pentru anul financiar 2014, în valoare totală de 634 milioane RON.

Plata dividendelor va fi efectuată în RON începând cu data de 26 mai 2015 („Data Plătii”). În cazul în care intervin modificări ale cadrului de reglementare cu privire la modul de calcul al Datei Plătii, Data Plătii este stabilită în ultima zi lucrătoare a perioadei maxime prevăzută de prevederile legale, astfel modificate, dintre Data de Înregistrare și Data Plătii. Într-un asemenea caz, Directoratul va transmite și publica un raport curent, disponibil și pe pagina de internet a Societății, cu privire la Data Plătii modificată.

De asemenea, se propune mandatarea Directoratului să desemneze agentul de plată în conformitate cu cerințele cadrului de reglementare aplicabil pentru plata dividendelor.

Detalii privind modalitățile de plată, agentul de plată, data plății și documentele suport vor fi comunicate acționarilor înainte de data începerii efectuării plății prin intermediul unui comunicat de presă și vor fi prezentate Bursei de Valori București și Autorității de Supraveghere Financiară printr-un raport curent. Comunicatul de presă împreună cu lista agenților agentului de plată vor fi postate pe site-ul de internet al Societății

The Executive Board of OMV Petrom S.A., a company managed in a two-tier system, incorporated and operating under the laws of Romania, hereby submits to the Ordinary General Meeting of Shareholders ("OGMS"), convened on April 28, 2015, the following proposal, based on separate financial statements prepared in accordance with Order of the Ministry of Public Finance no.1286/2012 approving the accounting regulations compliant with International Financial Reporting Standards:

The distribution to the Company's shareholders recorded at the Registration Date of the dividends with a gross value per share amounting to RON 0.0112 for the 2014 financial year, in total amount of RON 634 million.

The payment of dividends is to be made in RON starting with May 26 2015 („Payment Date”). In case of regulatory changes concerning the computation of the Payment Date, the Payment Date is established as the last working day of the maximum period regulated by the legal provisions, as amended, between the Registration Date and Payment Date. In such case, the Executive Board will submit and publish an ad-hoc report, to be found on the Company's website also, on the modified Payment Date.

Likewise, it is proposed to empower the Executive Board to appoint a payment agent in line with the applicable regulatory requirements for the payment of dividends.

The details of the payment methods, payment agent, payment date and the supporting documents will be communicated to the shareholders before the starting of the payment period through a press release and will be disclosed to Bucharest Stock Exchange and Financial Supervisory Authority through an ad-hoc report. The press release together with the list of the payment agent offices will be posted on the website of the Company (www.omvpetrom.com),

(www.omvpetrom.com), la secțiunea dedicată relației cu investitorii.

În conformitate cu prevederile articolului 238 din Legea nr. 297/2004 privind piața de capital, **Data de Înregistrare propusă** pentru identificarea acționarilor care vor beneficia de dividende sau alte drepturi și asupra cărora se vor răsfărânga hotărârile AGOA este **21 mai 2015** și **Ex-Date** propusă este **20 mai 2015**.

under the section dedicated to investors' relations.

In accordance with article 238 of Capital Markets Law no. 297/2004, the **proposed Registration Date** which serves to the identification of the shareholders who are to benefit from dividends or other rights and who are affected by the resolutions of the OGMS, is **21 May 2015** and the proposed "**Ex-Date**" is **20 May 2015**.



Mariana Gheorghe
Chief Executive Officer
President of the Executive Board



Andreas Matje
Chief Financial Officer

