**PETROM**

Member of OMV Group

PETROM S.A.

239 Calea Dorobanților
sector 1, postal code 010567
Bucharest, Romania
Fiscal attribute R,
C.U.I. 159 0082,
RC J40/8302/1997
www.petrom.com

RESOLUTIONS
of the Ordinary General Meeting of Shareholders
of April 22, 2008

In accordance with the Convening Notice published in the Official Gazette of Romania, part IV, no. 1592 of March 20, 2008 and in the newspapers "Ziarul Financiar", "Bursa", "Business Standard" and "Financiarul" of March 21, 2008, the Ordinary General Meeting of Shareholders of Petrom SA ("the Company") took place today, April 22, 2008, 10:30 hours, at the Room "Le Diplomate" at the Hotel Athenee Palace Hilton, located in Bucharest, 1-3 Episcopiei street, sector 1, under legal conditions of validity, with the participation of the shareholders representing 94.7658% of the share capital, as follows: the OMV Aktiengesellschaft representatives, holder of 51.011% of the Company's share capital, the Authority for State Assets Recovery representatives, holder of 20.639% of the Company's share capital, the Fondul Proprietatea representatives, holder of 20.110% of the Company's share capital, the EBRD representatives, holder of 2.026% of the Company's share capital and of a number of 42 shareholders, natural persons and representatives of legal entities, holders of 0.9801% of Petrom S.A. ("the Company") share capital. Under the Companies Law no. 31/1990, as amended and republished, and the Articles of Association of the Company, the Ordinary General Meeting of Shareholders of Petrom SA Bucuresti resolved:

Resolution no. 1.1 : The Financial Statements prepared in accordance with Romanian Accounting Standards for the year ended December 31, 2007 based on the Annual Report including the Report of the Administrators, the Report of the Supervisory Board, and the Auditors' Report for the financial year 2007, were approved with a majority of votes, with the following key performance indicators:

RON mn

▪ Turnover	12,284.378
▪ EBIT	1,964.598
▪ Net profit	1,778.042
▪ Gross profit	2,149.627
▪ Cash flow from operating activities	2,485.377

Resolution no. 1.2 : The Consolidated Financial Statements prepared in accordance with International Financial Reporting Standards for the year ended December 31, 2007 based on the Report of the Supervisory Board and the Auditors' Report were approved with a majority of votes, with the following key performance indicators:

RON mn

- Revenue	14,940.957
- Earning before interest and taxes	1,900.620
- Profit from ordinary activities	1,839.876
- Net income for the year	1,540.868

Resolution no. 2: The payment of dividends to the shareholders of the Company, relating to the financial year 2007, in a total gross amount of RON 0.0191 per share and in a total gross amount of RON 1,081.9 million, representing 61% of the net profit, is approved with a majority of votes.

The distribution of dividends will be performed based on the following procedure:

1. To the natural-person shareholders having their residence in Romania, the payment of the dividend will be made by the BANCPOST S.A. units, starting with May 22, 2008, upon the presentation of a valid identification document;
2. To the Romanian legal-entity shareholders, the payment of the dividend will be made by bank transfer, based on a specific request addressed to Petrom SA, Corporate Affairs & Compliance Department, Corporate Projects Office, mentioning the full name of the holder, the bank and the account number where the payment should be made;
3. To the foreign natural-person shareholders, payment of the dividends will be made by bank transfer, based on a specific request addressed to Petrom SA, Corporate Affairs & Compliance Department, Corporate Projects Office, mentioning the full identity data of the holder (surname, name, individual identification number, domicile), the bank and the account number where the payment should be made, the bank address and SWIFT code, accompanied by the Fiscal Residence Certificate, in original and notarized translation, and a copy of the valid identity card;
4. To the foreign legal-entity shareholders, payment of dividend will be made by bank transfer, based on a specific request addressed to Petrom SA, Corporate Affairs & Compliance Department, Corporate Projects Office, mentioning the holder's full name, the bank and the account number where the payment should be made, the address of the bank and its SWIFT code, together with the Fiscal Residence Certificate, in original and notarized translation.

The indicated amount (0.0191 RON/share) is the gross amount. The net amount will result by applying the corresponding dividend tax rate for each type of shareholder (resident, non-resident, etc.).

May 22, 2008 is the date when the payment of dividends will commence, in accordance with the above stipulations.

The dividend payment will be made only to the shareholders registered in the Shareholders' Registry maintained by the Depozitarul Central S.A., as at the Registration Date established by the General Meeting of the Shareholders.

The company acknowledges as shareholders only the persons registered with the Depozitarul Central S.A.

Resolution no. 3: The Revenues and Expenditures Budget for 2008 is approved with a majority of votes, with the following key performance indicators:

mil lei

- Sales Revenues (without excise tax)	11,973
- EBIT	2,581
- EBT	2,857
- Net Income	2,422
- NOPAT	2,453
- EBITD	3,770
- Investments	6,125

Resolution no. 4: Granting discharge to the Board of Directors members for the period January 1 – April 17, 2007, to the Executive Board members for the period April 17 – 31 December 2007 and to the Supervisory Board members for the period April 17 – 31 December 2007, is approved with a majority of votes.

Resolution no. 5: The annual net remuneration of each member of the Supervisory Board and the net remuneration of the members of the committees established by the Supervisory Board based on article no. 153¹⁰ of the Companies Law no. 31/1990, for the current year, is approved with a majority of votes, in the amount proposed in the meeting.

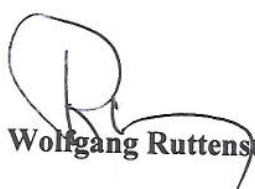
Resolution no. 6: Deloitte Audit SRL, located in Bucharest, 4-8 Nicolae Titulescu Street, sector 1, Trade Register no. J 40/ 6775/ 1995, Fiscal code: 7756924, member of the Accountant Experts and Authorized Accountants Group (CECCAR) and member of the Financial Auditors Chamber of Romania, represented by Ahmed Hassan, Pakistani citizen, domiciled in Romania, Bucharest, 5-7 Cotroceni Street, sector 6, passport AS 6801151, issued by the Authorities of Pakistan, on June 05, 2006, is appointed with a majority of votes as financial auditor of the Petrom. Executive Board is authorized to establish the remuneration of the financial auditor.

The duration of 1 (one) year for the financial audit contract, respectively for the financial year 2008, is also approved.

Resolution no. 7: The rejection of the request submitted by AVAS as the transaction was concluded with the observance of the exclusive and full powers of the Executive Board and Supervisory Board in accordance with the law and the Articles of Incorporation and therefore it meets the legal requirements, is approved with a majority of votes.

Resolution no. 8: May 09, 2008 is established, with a majority of votes, as the Registration Date of this General Meeting of Shareholders, in accordance with the provisions of art. 238 of Law no. 297/2004.

Resolution no. 9: Mrs. Mariana Gheorghe, Chief Executive Officer of the Company, is empowered with a majority of votes to sign on behalf of the shareholders the Resolutions of this General Meeting of Shareholders and to perform any act or formality requested by law for the registration and the application of the Resolutions of this General Meeting of Shareholders.


Wolfgang Ruttensdorfer
President of the Supervisory Board

