

SPECIAL POWER-OF-ATTORNEYⁱ
for representation in the Ordinary General Meeting of
Shareholders of OMV Petrom S.A. of 29 / 30 April 2014

I, the undersigned _____ [*name of the shareholder – natural person*], identified with _____ [*identity card*], series _____, number _____, issued by _____, on _____, having the domicile in _____, personal identification number _____,

or

I, the undersignedⁱⁱ _____ [*name of the shareholder – legal person*], having the registered office located at _____, registered with the Trade Registry/equivalent body - for non resident legal person under no. _____, sole registration code / equivalent identification no. - for non resident legal person _____, legally representedⁱⁱⁱ by _____,

shareholder at **the Reference Date i.e. 18 April 2014** of SC OMV PETROM S.A., a company managed in a two tier system, incorporated and functioning under the laws of Romania registered with the Bucharest Trade Registry Office under no. J 40/8302/1997, sole registration code 1590082, having the headquarters at 22 Coralilor Street, Sector 1, (Petrom City) Bucharest, Romania, having the subscribed and paid share capital of 5,664,410,833.50 RON, (the **"Company"** or **"OMV Petrom"**),

owner of _____ shares, representing _____ % of the total number of shares issued by the Company,

hereby empower^{iv} _____ having the domicile in _____, identified with _____ [*identity card*], series _____, number _____, issued by _____, on _____, personal identification number _____,

or

_____ [*name of the proxy holder -legal person*], having the registered office located at _____, registered with the Trade Registry/equivalent body - for non resident legal person under no. _____, sole registration code / equivalent identification no. - for non resident legal person _____, represented by^v _____ having the domicile in _____, identified with _____ [*identity card*], series _____, number _____, issued by _____, on _____, personal identification number _____,

for the Ordinary General Meeting of Shareholders of OMV Petrom convened for 29 April 2014, 11.00 AM, at "Crown Ballroom" conference room of the CROWNE PLAZA Hotel, located in Bucharest, 1 Poligrafiei Boulevard, sector 1, or,

should the Ordinary General Meeting of Shareholders of OMV Petrom not be held at the first convening date of 29 April 2014, for the second convening of the Ordinary General Meeting of Shareholders of OMV Petrom set for 30 April 2014, starting at 11.00 AM, at OMV Petrom's headquarters located in 22 Coralilor Street, sector 1, Bucharest ("Petrom City") Infinity building, Oval B,

as to exercise the voting rights associated to the shares held by the undersigned as follows:

1. For item 1 on the Agenda, [i.e. **"Approval of the individual financial statements of OMV Petrom for the financial year ended on 31 December 2013 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 2013 financial year."**]:

For _____ Against _____ Abstention _____

2. For item 2 on the Agenda, [i.e. **"Approval of the consolidated financial statements of OMV Petrom for the financial year ended on 31 December 2013, 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 2013 financial year."**]:

For _____ Against _____ Abstention _____

3. For item 3 on the Agenda, [i.e. **"Approval of the Annual Report which includes the Report of the Executive Board and the Report of the Supervisory Board for the 2013 financial year."**]:

For _____ Against _____ Abstention _____

4. For item 4 on the Agenda, [i.e. **"Approval of the Executive Board's proposal to allocate the amount of RON 93,233,693 to legal reserves in order to comply with the legal requirements regarding the mandatory allocation of a profit quota for legal reserves."**]:

For _____ Against _____ Abstention _____

5. For item 5 on the Agenda, [i.e. **"Approval of the Executive Board's proposal to distribute dividends for the 2013 financial year, the manner of payment and the starting date of the payment; the Executive Board proposes to distribute dividends via the payment agent BRD Groupe Societe Generale S.A., having a gross value per share as its mentioned in the supporting materials, to OMV Petrom's shareholders recorded at the Registration Date, the payment being made starting with 5 June 2014."**]:

The proposal for the distribution of dividends is the following:

- **the distribution** to the Company's shareholders recorded at the Registration Date **of the dividends with a gross value per share amounting to RON 0.0308** for the 2013 financial year in total gross amount of **RON 1,745 million**.
- the payment of the dividends will be made **in RON, via the Payment Agent - BRD Groupe Societe Generale S.A., starting with 5 June 2014**; the net dividend and related tax on dividend amount is to be determined using the following computation method: the gross dividend corresponding to each shareholder will be computed by multiplying the number of shares held at the Registration Date by the respective shareholder with the gross dividend per share; the resulting amount should be rounded up/down to two decimals; therefore, the tax on dividend will be computed by applying the relevant tax rate to gross dividends already rounded up/down to two decimals; consequently, the net dividend will represent the difference between the gross dividend rounded up/down to two decimals and related tax on dividend rounded according to the legal provisions.
- the payment methods will be the following:
 - (i) **for natural persons only: cash** – at the pay desks of any of the Payment Agent's offices;
 - (ii) **for natural and/or legal persons: via banking transfer.**

The payment will be done only further to the beneficiary of the dividend filling in and sending to the Payment Agent a payment request form (based on the template communicated to the shareholders through the press release) having attached the supporting documents (as mentioned in the press release).

- **the details of the payment methods, including the template of the payment request form and the supporting documents will be communicated to the shareholders before the starting of the payment period (i.e. before 5 June 2014) via a press release and will be disclosed to Bucharest Stock Exchange and Financial Supervisory Authority via 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.petrom.com), under the section dedicated to investors' relations.**

For _____ Against _____ Abstention _____

6. For item 6 on the Agenda, [i.e. **"Approval of the 2014 Revenue and Expenditure Budget."**]:

For _____ Against _____ Abstention _____

7. For item 7 on the Agenda, [i.e. **"Discharge of liability of the members of the Executive Board and of the members of the Supervisory Board for the 2013 financial year."**]:

For _____ Against _____ Abstention _____

8. For item 8 on the Agenda, [i.e. **"Appointment of a new member of the Supervisory Board for the remaining period of the mandate granted to Mr. Gerardus Jacobus Huijskes, further to the waiver of his mandate of member of the Supervisory Board."**]^{vi}:

The proposal no. 1 for the new member of the Supervisory Board is the following: Mr. Johann Pleininger

For _____ Against _____ Abstention _____

Note! The proposals for the position of Supervisory Board member received by the time of publishing the convening notice and the supporting materials are included on the list mentioning the candidates for the position of member of the Supervisory Board. The deadline for the shareholders to submit such proposals is 14 April 2014. Further to the lapse of the above mentioned deadline, OMV Petrom will publish an updated power of attorney including the complete list of the proposals, if applicable.

9. For item 9 on the Agenda, [i.e. **"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."**]:

The proposal for the above mentioned remunerations for 2014 is the following: EUR 20,000/year - net remuneration for each member of Supervisory Board and EUR 4,000/meeting - additional net remuneration of each member of the committee/ committees established by the Supervisory Board

For _____ Against _____ Abstention _____

10. For item 10 on the Agenda, [i.e. **"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. a. Appointment of ERNST & YOUNG ASSURANCE SERVICES SRL as financial auditor auditing 2014 financial year

For _____ Against _____ Abstention _____

10. b. Establishing the remuneration amounting to EUR 416,000 to be paid to ERNST & YOUNG ASSURANCE SERVICES SRL for auditing 2014 financial year.

For _____ Against _____ Abstention _____

11. For item 11 on the Agenda, [i.e. **"Establishing 16 May 2014 as the "Registration Date" as per article 238 of Capital Market Law no. 297/2004, i.e. the 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 decisions of the general meetings of shareholders."**]:

For _____ Against _____ Abstention _____

12. For item 12 on the Agenda, [i.e. **"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.”]:

For _____ Against _____ Abstention _____

I hereby attach a copy of my valid identification document ^{vii}/ a copy of the registration certificate^{viii}

Date _____

ix _____ [*signature*]

x _____

(Surname and name of the natural-person shareholder or of the representative of the legal-person shareholder, in capital letters)

ⁱ a shareholder may be represented in the OGMS only by one Proxy Holder holding a special power of attorney granted specifically for the OGMS held on 29/30 April 2014

ⁱⁱ to be filled in only by legal persons

ⁱⁱⁱ to be entered the legal representative of the legal person mentioned in the documents attesting the legal representative capacity

^{iv} to be entered the name of the appointed representative (i.e. proxy holder)

^v to be entered the details of the proxy holder to represent the legal person who may be a different person than the legal representative

^{vi} in case a proposal for cumulative voting is received in due time, for this item of the agenda a specific power of attorney will be made available.

^{vii} applicable for natural persons

^{viii} applicable for legal persons

^{ix} in case of natural persons, to be signed; in case of legal persons, to be signed by the legal representative(s) and stamped (if a stamp exist)

^x in case of legal persons, the position of the legal representative shall be mentioned.