

**PETROM**

Member of OMV Group

DECISIONS

of the Extraordinary General Meeting of Shareholders dated April 28, 2009

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
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In accordance with the Convening Notice published in the Official Gazette of Romania, part IV, no 1806 dated March 26, 2009, and in "Ziarul Financiar", "Bursa", "Business Standard" and "Financiarul" newspapers date March 27, 2009, the Extraordinary General Meeting of Shareholders of Petrom SA („the Company”) took place today, April 28, 2009, 12:00 hours, at the „Le Diplomate” Hall 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 96.106% of the share capital, as follows: the OMV Aktiengesellschaft representatives, holder of 28,894,467,414 shares, representing 51.011% of the Company's share capital, the Ministry of Economy representatives, holder of 11,690,694,418 shares, representing 20.639% of the Company's share capital, the Fondul Proprietatea representatives, holder of 11,391,130,186 shares, representing 20.110% of the Company's share capital, the EBRD representatives, holder of 1,147,770,061 shares, representing 2.026% of the Company's share capital and of a number of 40 shareholders, natural persons and representatives of legal entities, holders of 1,314,574,567 shares, representing 2.320% of the Company's share capital.

As per the Company Law no. 31/1990, republished and modified and the Constitutive Act of the Company, the Extraordinary General Meeting of Shareholders of Petrom SA Bucuresti decided:

Decision no. 1: The amendment of the Articles of Association of the Company according to the proposal that was published together with the Convening Notice of the Meeting, is approved with a majority of votes, as follows:

1. Amendment of Article 7

Article 7 shall be amended and shall have the following wording:

Article 7

Share capital

The issued share capital of PETROM SA is as much as RON 5,664,410,833.50, fully subscribed and paid up, of which RON 5,602,816,732.80 and EUR 9,544,163.19 in cash, and RON 26,697,708.80 in kind contribution, divided in 56,644,108,335 common, nominative shares of stock with a face value of RON 0.1 each.

The shareholding structure is as follows:

Nr. crt.	Shareholders	Domicile (or corporate registered office)	Number of shares	Share capital, of which:	Percentage [%]
1.	OMV AKTIENGESELLSCHAFT	A-1090 Viena, Otto Wagner-Platz nr. 5,	28,894,467,414	RON 2,889,446,741.40 , out of which:	51.011

		Austria		RON 2,856,025,810.00	EUR 9,140,624.74	
2.	MINISTRY OF ECONOMY, on behalf of the Romanian State	152 Calea Victoriei,, 1st district, 010096, Bucharest	11,690,694,418	RON 1,169,069,441.80 , out of which:		20.639
				RON 1,142,371,733.00	RON 26,697,708.80 contribution in kind	
3.	FONDUL PROPRIETATEA S.A.	Bucuresti, str. Apolodor nr. 17, sector 5	11,391,130,186	RON 1,139,113,018.60, out of which:		20.110
				RON 1,139,113,018.60		
4.	EUROPEAN BANK FOR RECONSTRUCTION AND DEVELOPMENT	One Exchange Square, London, EC2A 2JN, Anglia	1,147,770,061	RON 114,777,006.10 , out of which		2.026
				RON 113,449,432.10	EUR 363,091.49	
5.	Natural and Legal Persons, mentioned with Depozitarul Central S.A. București		3,520,046,256	RON 352,004,625.60, out of which		6.214
				RON 351,856,739.10	EUR 40,446.96	
TOTAL			56,644,108,335	RON 5,664,410,833.50, out of which:		100.00
				RON 5,602,816,732.80	EUR 9,544,163.19 and RON26,697,708.80 contribution in kind	

2. Amendment of Article 17.5

Article 17.5 is amended and shall have the following wording:

17.5 As long as the Romanian state or any Romanian public authorities collectively hold shares representing more than 15% of the share capital of Petrom, two of the four Independent Members of the Supervisory Board shall be elected at the proposal of the Ministry of Economy. As long as the Romanian state or any Romanian public authorities collectively hold shares representing more than 10% of the share capital of Petrom, but less than 15% of such capital, one of the four Independent Members of the Supervisory Board shall be elected at the proposal of the Ministry of Economy.

3. Amendment of Article 18.9

Article 18.9 shall be amended and shall have the following wording:

18.9 However, until 31 December 2009, the decisions of the Supervisory Board provided in Article 19.2, letters (b) and (c) shall be validly passed by the affirmative vote of eight (8) members of the Supervisory Board. The members of the Supervisory Board that were elected at the proposal of the Ministry of Economy shall validly express their vote in respect of these decisions only to the extent that they were granted a special mandate from the Ministry of Economy in respect thereof.


4. Amendment of Article 21.1

Article 21.1 shall be amended and shall have the following wording:

21.1 The execution of any agreement (*act juridic*) by the Company or any subsidiary of the Company with or the delivery of any order to, or a series of related agreements, related deliveries or related orders, with or to the Majority Shareholder or an Affiliate of the Majority Shareholder, shall be allowed provided that this transaction is carried out in good faith and in compliance with the Company's interests ("arm's length transaction"). As long as the Romanian state or any Romanian public authority is a shareholder of the Company, the Ministry of Economy shall be allowed full access to all registers and information held by the Company in relation to any transaction concluded by the Company with the Majority Shareholder or an Affiliate of the Majority Shareholder.

Decision no. 2: May 14, 2009 is established, with majority of votes, as the "Registration Date" as per article 238 of the Capital Market Law no. 297/2004, i.e. the registration date 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.

Decision no. 3: Mrs. Mariana Gheorghe, Chief Executive Officer of the Company, is empowered with majority of votes to sign in the name of the shareholders the Decisions of this General Meeting of Shareholders and to perform any act or formality requested by law for the registration and the application of the decisions of this General Meeting of Shareholders.

A handwritten signature in black ink, consisting of a large, stylized 'R' followed by a horizontal line and a small vertical stroke.

Wolfgang Ruttenstorfer

President of the Supervisory Board

**Daniela Vrabie
GMS Secretary**

A handwritten signature in blue ink, featuring a stylized 'D' and 'V' with a long horizontal stroke extending to the right.