

CONVENING NOTICE

The Executive Board of **OMV Petrom SA**, 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 J/40/8302/1997, sole registration code 1590082, registered office at 239 Calea Dorobanților, sector 1, Bucharest, Romania, 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 03 August 2010, 10.30 AM**, at "D" conference room of the JW MARRIOTT Hotel, located in Bucharest, 90 Calea 13 Septembrie, sector 5, with the following **AGENDA**:

1. Acknowledging the resignation from the position of member of the Supervisory Board of OMV Petrom of Mr. **Helmut LANGANGER** and appointment of Mr. **Jacobus Gerardus HUIJSKES**, a Dutch citizen born on 05 March 1965 in Den Haag, Netherlands, domiciled in the city of 's-Gravenhage, Netherlands, as member of the Supervisory Board of OMV Petrom;
2. Establishing **19 August 2010** as the "Registration Date" (i.e. the registration date of the shareholders who are to benefit of dividends or other rights and who are affected by the resolutions of this OGMS) as referred to under article 238 of Capital Law Markets no. 297/2004 ;;
3. Empowering Mrs. Mariana Gheorghe, Chief Executive Officer, to sign in the name of the shareholders the resolutions of the OGMS and to carry out any and all the formalities required by law for the registration, enforcement and for third party opposability of the resolutions passed by the OGMS. Mrs. Mariana Gheorghe is conferred upon the right to delegate her mandate with respect to performing the above-mentioned formalities to other persons.

Starting with **02 July 2010**, the informative (supporting) documents, materials as well as all other information and documents in relation to the ordinary general meeting of shareholders, in accordance with the legislation in force, may be consulted by the shareholders at the Corporate Projects Office of the Company, located at the above mentioned registered office, during working days between 10 a.m. – 12 p.m. and on the Company's website (www.petrom.com).

Only shareholders who are registered as OMV Petrom shareholders at **24 July 2010**, the "**Reference Date**", in the shareholders' register issued by Depozitarul Central SA, may attend and cast their votes in the OGMS.

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

Proposals with respect to adding new items on the agenda of the OGMS shall be accompanied by copies of the Initiators' identification documents (for natural persons, identity card and for legal persons, identity card of the legal representative together with updated excerpt issued by the Trade Registry not older than 30 days). 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 the OGMS.

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

- a) at the headquarters of the Company located in Bucharest, 239 Calea Dorobanților, sector 1, **no later than 19 July 2010, 16:30 PM**, end of business day for the Company, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 03 AUGUST 2010"**, or
- b) by e-mail having attached an extended electronic signature, in compliance with the Law no. 455/2001 on Digital Signature, **no later than 19 July 2010, 16:30 PM**, end of business day for the Company, indicating in the "subject matter" field **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 03 AUGUST 2010"**.

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

The draft resolutions referring to the items already included on the agenda or items proposed to be added on the agenda of the OGMS, accompanied by copies of the Initiators' identification documents (for natural persons, identity card and for legal persons, identity card of the legal representative together with updated excerpt issued by the Trade Registry not older than 30 days), may be submitted as follows:

- a) at the headquarters of the Company located in Bucharest, 239 Calea Dorobanților, sector 1, **no later than 19 July 2010, 16:30 PM**, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 03 AUGUST 2010"**, or
- b) by e-mail having attached an extended electronic signature in compliance with Law no. 455/2001 on Digital Signature, **no later than 19 July 2010, 16:30 PM**, at investor.relations.petrom@petrom.com, indicating in the "subject matter" field **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 03 AUGUST 2010"**.

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 the OGMS. The shareholders shall submit such questions only accompanied by copies of their valid identification documents (for natural persons, identity card and for legal persons, identity card of the legal representative together with updated excerpt issued by the Trade Registry not older than 30 days) at the headquarters of the Company located in Bucharest, 239 Calea Dorobanților, sector 1, **no later than 02 August 2010, 10:30 AM**, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 03 AUGUST 2010"**.

The shareholders may also send such questions by e-mail having attached an extended electronic signature, in compliance with Law no. 455/2001 on Digital Signature, as accompanied by copies of valid identification documents (for natural persons, identity card and for legal persons, identity card of the legal representative together with updated excerpt issued by the Trade Registry not older than 30 days), **no later than 02 August 2010, 10:30 AM** at: investor.relations.petrom@petrom.com, indicating in the "subject matter" field **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 03 AUGUST 2010"**.

The shareholders may attend in person or may be represented in the general meeting either by their legal representatives or by representatives having a special proxy, based on the special proxy template made available by the Company in accordance with the law. Such proxy template may be obtained from the Company's headquarters and/ or from the Company's website (www.petrom.com) starting with **02 July 2010**.

The original special proxies, completed in and signed by the empowering shareholder, accompanied by copies of the shareholder's identification documents (for natural persons, identity card and for legal persons, identity card of the legal representative together with updated excerpt issued by the Trade Registry not older than 30 days) shall be filed at OMV Petrom's Correspondence Entry located in Bucharest, 239 Calea Dorobanților, sector 1, postal code 010567 **no later than 02 August 2010**,

10.30 AM, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 03 AUGUST 2010"**.

The special proxies may be sent also by e-mail having attached an extended electronic signature, in compliance with Law no. 455/2001 on Digital Signature, **no later than 02 August 2010, 10.30 AM**, at investor.relations.petrom@petrom.com indicating in the "subject matter" field **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 03 AUGUST 2010"**.

On the day of the OGMS, upon entering the meeting room, the shareholder's representative will hand over to the Company's representative the original proxy (should such proxy have been sent by e-mail having attached an extended electronic signature), and a copy of the identification documents of the shareholder's appointed representative (i.e. identity card).

OMV Petrom's shareholders 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 for the votes by correspondence (the **"Correspondence Voting Bulletin"**) made available by the Company. The Correspondence Voting Bulletin may be obtained, starting with **02 July 2010**, from the Company's registered office and/ or from the Company's website (www.petrom.com).

In case of voting by correspondence, the Correspondence Voting Bulletin, completed in and signed, and accompanied by a copy of the shareholder's identification documents (for natural persons, identity card and for legal persons, identity card of the legal representative together with updated excerpt issued by the Trade Registry not older than 30 days) can be submitted as follows:

- a) sent to the registered office of the Company located in Bucharest, 239 Calea Dorobanților, sector 1, postal code 010567, by any type of recorded delivery courier, **as to allow its recording as received at OMV Petrom's Correspondence Entry no later than 02 August 2010, 10.30 AM**, in sealed envelope, bearing the clearly written statement in capital letters: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 03 AUGUST 2010"**, or
- b) by e-mail with attached extended electronic signature, in compliance with Law no 455/2001 on Digital Signature, **no later than 02 August 2010, 10.30 AM**, at investor.relations.petrom@petrom.com, indicating in the "subject matter" field **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 03 AUGUST 2010"**.

The Voting Bulletins which were not received at OMV Petrom's Correspondence Entry within the above –mentioned deadlines shall not be counted towards the quorum and majority in the general meeting.

When completing proxies and correspondence voting bulletin, please consider that it is possible that new items should be added on the meeting agenda, in which case the updated agenda will be published by 23 July 2010.

The list including the information regarding the name, the domicile and the professional qualification of the person proposed to be appointed as member of the Supervisory Board is available for OMV Petrom' shareholders and may be checked and/or supplemented by OMV Petrom' shareholders. If any of OMV Petrom' shareholders will submit proposals for appointment of another person as member of the Supervisory Board their request should comprise the information regarding name, domicile and professional qualification of such person. The proposals accompanied by a copy of the shareholder's identification documents (for natural persons, identity card and for legal persons, identity card of the legal representative together with updated excerpt issued by the Trade Registry not older than 30 days) can be submitted as follows:

- a) sent to the registered office of the Company located in Bucharest, 239 Calea Dorobanților, sector 1, postal code 010567, by any type of recorded delivery courier, **as to allow its recording as received at OMV Petrom's Correspondence Entry no later than 19 July 2010, 16:30 PM**, in sealed envelope, bearing the clearly written statement in capital letters: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 03 AUGUST 2010"**, or

b) by e-mail with attached extended electronic signature, in compliance with Law no 455/2001 on Digital Signature, no later than 19 July 2010, 16:30 PM, at investor.relations.petrom@petrom.com, indicating in the "subject matter" field **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 03 AUGUST 2010"**.

Please consider that OMV Petrom's Copresponder Entry is closed during the non-business days.

Should the statutory quorum laid down by the Companies Law or/and OMV Petrom's Articles of Association fail to be met on the aforementioned date stated for the first convening, the Ordinary General Meeting of Shareholders is convened on the date of **04 August 2010, 10.30 am** at the same venue and with the same agenda.

Additional information is available from Corporate Projects Office, at telephone numbers 021/4060122, 021/4060104 and from the website of the Company (www.petrom.com).

Mariana Gheorghe

Chief Executive Officer
President of the Executive Board
OMV Petrom SA

