



## SUPPLEMENTED AGENDA

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**"),

Considering the convening notice ("**Convening Notice**") of OMV Petrom's Ordinary General Meeting of Shareholders ("**OGMS**") which will take place on 28 April 2015, at 11.00 AM, at "**Crown Ballroom**" conference room of the **CROWNE PLAZA Hotel, located in Bucharest, 1 Poligrafiei Boulevard, sector 1** and which was published in the Romanian Official Gazette, part IV, no. 1614 of 26 March 2015 and in the widely spread newspapers "Ziarul Financiar" and "Bursa" of 26 March 2015,

In accordance with article 117<sup>1</sup> of Law no. 31/1990, republished, and

- A. Considering the amendments brought to the procedure for payment of dividends by Regulation of the Financial Supervisory Authority no. 3/2015, amending and supplementing Regulation no. 1/2006 and Regulation no. 6/2009, and in light of the provisions of paragraph 2 of Article III of Regulation no. 3/2015, item 4 on the agenda of AGOA is updated as follows:**

*"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. At the same time, it is proposed to approve **June 12, 2015 as Payment Date**, as defined by Article 2 letter g) of Regulation no. 6/2009 and Article 129<sup>3</sup> of Regulation no. 1/2006 (respectively, the last working day of the maximum period between the Registration Date and the Payment Date, regulated by the legal provisions, as amended)."*

- B. Pursuant to the request of the shareholder - Ministry of Energy, Small and Medium Enterprises and Business Environment, no. 1501544/31.03.2015, two new items on the agenda of OGMS will be added, as follows:**

*"7<sup>1</sup> Revocation of Mr. Lucian-Dan Vlădescu from his capacity as member of the Supervisory Board of OMV Petrom."*

*"7<sup>2</sup> Appointment of a new member of the Supervisory Board of OMV Petrom for the remaining period of the mandate granted to Mr. Lucian-Dan Vlădescu, further to his revocation from his capacity as member of the Supervisory Board."*

Therefore, the agenda of the OGMS is the following:

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. At the same time, it is proposed to approve **June 12, 2015** as **Payment Date**, as defined by Article 2 letter g) of Regulation no. 6/2009 and Article 129<sup>3</sup> of Regulation no. 1/2006 (respectively, the last working day of the maximum period between the Registration Date and the Payment Date, regulated by the legal provisions, as amended).
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.
- 7<sup>1</sup>. Revocation of Mr. Lucian-Dan Vlădescu from his capacity as member of the Supervisory Board of OMV Petrom.
- 7<sup>2</sup>. Appointment of a new member of the Supervisory Board of OMV Petrom for the remaining period of the mandate granted to Mr. Lucian-Dan Vlădescu, further to his revocation from his capacity as 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 documents and informing materials related to the items included on the agenda of OGMS are **available**, both in Romanian and in English, 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](http://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).

Please consider that all the rights stipulated to the benefit of OMV Petrom's shareholders under the Convening Notice, as well as the terms and conditions in which these rights may be exercised remain unchanged.

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](http://www.omvpetrom.com)).

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

