



**Resolution no. 1
of the Extraordinary General Meeting of Shareholders
of OMV Petrom S.A. as of 22 September 2015**

The Extraordinary General Meeting of Shareholders (hereinafter referred to as the “EGMS”) of **OMV PETROM S.A.**, a company managed in a two-tier system, incorporated and functioning 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 share capital of RON 5,664,410,833.50 divided in 56,644,108,335 common, nominative shares, having a face value of RON 0.1 each (hereinafter referred to as the „**Company**” or “**OMV Petrom**”),

convened via the convening notice published in the Official Gazette of Romania, Part IV, no as of August 2015 and in the following widely-spread newspapers: “Bursa” and “Ziarul Financiar” as of August 2015,

held on **22 September 2015, 11:00 AM**, at “Crown Ballroom” conference room of the CROWNE PLAZA Hotel, located in Bucharest, 1 Poligrafiei Boulevard, Sector 1, at the first convening,

in accordance with Company Law no. 31/1990, republished, Capital Markets Law no. 297/2004, National Securities Commission Regulation no. 1/2006 on issuers and trading of securities, National Securities Commission Regulation no. 6/2009 on the exercise of certain rights of shareholders in general shareholders meetings of the companies and with Articles of Association of the Company,

Hereby decides upon items no. 1, 2, 3, 4 of the agenda of the EGMS as follows:

Item 1. In the presence of the shareholders representing% of the share capital and % of the total voting rights, with the affirmative votes of the shareholders representing % of the share capital and% of the casted votes, approves the secondary listing of OMV Petrom on the London Stock Exchange by issuance of global depositary receipts representing interests in OMV Petrom’s existing shares, which are intended to be admitted to listing on the official list of the United Kingdom Financial Conduct Authority and to be admitted to trading on the London Stock Exchange’s main market for listed securities, such approval being valid until 31 December 2016.

Item 2. In the presence of the shareholders representing% of the share capital and % of the total voting rights, with the affirmative votes of the shareholders representing % of the share capital and % of the casted votes, approves the empowerment of the Executive Board of OMV Petrom to, depending on favourable market conditions, (i) take all necessary actions in order to complete such secondary listing, to execute the intermediation agreement and any other agreements, if the case, to appoint a depositary bank and to execute the depositary agreement, to appoint any advisers and subcontractors, if necessary, and prepare and execute all documentation in connection with the secondary listing, including without being limited to the prospectus; (ii) represent OMV Petrom with full power and authority in front of any third party and authorities, either in Romania, the United Kingdom or elsewhere abroad, in connection with all secondary listing activities; (iii) seek all necessary regulatory approvals; (iv) carry out any marketing activities; and (v) perform any other action or formality which may be necessary or desirable to ensure the full effectiveness of the



matters set out at this point and point 1 above (such authorisation of the Executive Board being valid until 31 December 2016), as well as the express ratification of any and all actions and formalities carried out and documents signed by OMV Petrom, its Executive Board members, directors, employees and consultants in connection with this matter.

Item 3. In the presence of the shareholders representing% of the share capital and% of the total voting rights, with the affirmative votes of the shareholders representing% of the share capital and % of the casted votes, **establishes 9 October 2015 as "Record Date"**, more specifically, the date which serves to the identification of the shareholders upon which the resolutions of the EGSM will take effect as per article 238, para. (1) of Capital Market Law no. 297/2004 and **8 October 2015 as "Ex-Date"** in accordance with article 2, letter f) of the National Securities Commission Regulation no. 6/2009, more specifically, the date falling before the record date with a settlement cycle minus one working day, as of the financial instruments forming the object of the corporate bodies' resolutions are traded without the rights resulting from this resolution of EGMS.

Item 4. In the presence of the shareholders representing % of the share capital and% of the total voting rights, with the affirmative votes of the shareholders representing % of the share capital and % of the casted votes, approves empowering any of the two Ms. Mariana Gheorghe, President of Executive Board and Chief Executive Officer or Mr. Andreas Matje, member of the Executive Board and Chief Financial Officer, to sign in the name of the shareholders the decisions of the EGMS and to perform any act or formality required by law for the registration of the decisions of the EGMS. Ms. Mariana Gheorghe or Mr. Andreas Matje may delegate all or part of the above mentioned powers to any competent person(s) to perform such mandate.

This resolution is signed today, 22 September 2015, in Bucharest, in 4 original counterparts.

Andreas Matje
Member of the Executive Board
OMV Petrom S.A.
