

**SPECIAL POWER-OF-ATTORNEY<sup>i</sup>**  
**for representation in the**  
**Extraordinary General Meeting of Shareholders of OMV Petrom S.A. as of**  
**22 / 23 September 2015**

I, the undersigned<sup>ii</sup> \_\_\_\_\_ [*name and surname of the shareholder – natural person*], identified with \_\_\_\_\_ [*identity card*], series \_\_\_\_, number \_\_\_\_\_, issued by \_\_\_\_\_, on \_\_\_\_\_, valid until \_\_\_\_\_, having the domicile in \_\_\_\_\_, personal identification number \_\_\_\_\_,

or

I, the undersigned<sup>iii</sup> \_\_\_\_\_ [*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 represented<sup>iv</sup> by \_\_\_\_\_,

shareholder at the **Reference Date of 11 September 2015** of **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. J40/8302/1997, 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 RON 5,664,410,833.50 divided in 56,644,108,335 common, nominative shares, having a face value of RON 0.1 each (the "**Company**" or "**OMV Petrom**"),

holding a number of \_\_\_\_\_ shares, representing \_\_\_\_\_ % of the total number of shares issued by the Company,

I hereby empower<sup>v</sup>

\_\_\_\_\_ [*name of the proxy holder - natural person*]  
having the domicile in \_\_\_\_\_, identified with \_\_\_\_\_  
[*identity card*], series \_\_\_\_, number \_\_\_\_\_, issued by \_\_\_\_\_, on \_\_\_\_\_, valid until \_\_\_\_\_, 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<sup>vi</sup> \_\_\_\_\_ having the domicile in \_\_\_\_\_,  
identified with \_\_\_\_\_ [*identity card*], series \_\_\_\_, number \_\_\_\_\_, issued by \_\_\_\_\_,  
on \_\_\_\_\_, valid until \_\_\_\_\_, personal identification number \_\_\_\_\_,

to represent me in the **Extraordinary General Meeting of Shareholders ("EGMS") of OMV Petrom, convened for 22 September 2015, starting at 11:00 AM**, at "Crown Ballroom" conference room of the CROWNE PLAZA Hotel, located in Bucharest, 1 Poligrafiei Boulevard, sector 1, or, should the EGMS of OMV Petrom not be held at the first convening date of 22 September 2015, for the second convening of the EGMS of OMV Petrom set for 23 September 2015, starting at 11:00 AM, at OMV Petrom's headquarters located in 22 Coralilor Street, sector 1, Bucharest ("Petrom City"), Infinity building, Oval B,

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

1. For item 1 on the EGMS Agenda, [i.e. **"Approval of 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."**]:

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

2. For item 2 on the EGMS Agenda, [i.e. **"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."**]:

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

3. For item 3 on the EGMS Agenda, [i.e. **"In accordance with National Securities Commission Regulation no. 1/2006, approval of: (i) the date of 9 October 2015 as Record Date, for identifying 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; (ii) the date of 8 October 2015 as Ex-Date, computed in accordance with the definition provided by article 2, letter f) of National Securities Commission Regulation no. 6/2009."**], as follows:

- a) The proposal to approve the date of **9 October 2015** as Record Date as per article 238, para. (1) of Capital Market Law no. 297/2004:

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

- b) The proposal to approve the date of **8 October 2015** as Ex-Date, computed in accordance with the definition provided by article 2, letter f) of National Securities Commission Regulation no. 6/2009:

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

4. For item 4 on the EGMS Agenda, [i.e. **"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."**]:

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

**I hereby attach a copy of my valid identification document (i.e. identity card/passport for natural persons and for legal persons, identity card/passport of the legal representative).**

Date \_\_\_\_\_

vii \_\_\_\_\_ [signature]

viii \_\_\_\_\_

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

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<sup>i</sup> a shareholder may be represented in the EGMS only by one proxy holder, holding a special power of attorney granted specifically for the EGMS held on 22/23 September 2015

<sup>ii</sup> to be filled in only by shareholders - natural persons

<sup>iii</sup> to be filled in only by shareholders - legal persons

<sup>iv</sup> to be entered the legal representative of the legal person mentioned in the documents attesting the legal representative capacity

<sup>v</sup> to be entered the name of the appointed representative (i.e. proxy holder)

<sup>vi</sup> to be entered the details of the proxy holder to represent the legal person who may be a different person than the legal representative

<sup>vii</sup> 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)

<sup>viii</sup> in case of legal persons, the position of the legal representative shall be mentioned