

**PETROM**

Member of OMV Group

DECISIONS**of the Ordinary 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
www.petrom.com

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 dated March 27, 2009, the Ordinary General Meeting of Shareholders of Petrom SA („the Company”) took place today, April 28, 2009, 10:00 hours, at the „Le Diplomate” Hall at the Hotel Athenée Palace Hilton, located in Bucharest, 1-3 Episcopiei street, sector 1, under legal conditions of validity, with the participation of the shareholders representing 94.733% 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 29 shareholders, natural persons and representatives of legal entities, holders of 536,805,408 shares, representing 0.947% 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 Ordinary General Meeting of Shareholders of Petrom SA decided:

Decision no. 1: The Financial Statements prepared in accordance with Romanian Accounting Standards (RAS) for the year ended December 31, 2008 based on the the Financial Auditors' Report and the Annual Report including the Report of the Executive Board and the Report of the Supervisory Board for the financial year 2008, were approved with a majority of votes, with the following key performance indicators:

	RON mn
▪ Net Turnover	16,751
▪ EBIT	1,309
▪ EBITDA	3,565
▪ Net profit	1,022
▪ Gross profit	1,605

▪ Investments	6,404
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Decision no. 2: The consolidated Financial Statements prepared in accordance with International Financial Reporting Standards (IFRS) for the year ended December 31, 2008 based on the Financial Auditor's Report and the Report of the Supervisory Board, were approved with majority of votes, with the following key performance indicators:

	RON mn
- Net Sales (without excise tax)	20,127
- EBIT	1,205
- Profit from ordinary activities	1,129
- Net Profit	896

Decision no. 3: The proposal not to distribute dividends for the 2008 financial year, is approved with majority of votes.

Decision no. 3A: The proposal of the Ministry of Economy to distribute the profit after the legal reserves as follows:

- the employee profit sharing in the limit of 10% of the net profit but not more than the level of an average monthly base salary achieved in 2008, and
- dividends granted to the shareholders of the company in a portion of minimum 50% of the distributed profit

was rejected with majority of votes.

Decision no. 4: The Income and Expenditures Budget for 2009 is approved with majority of votes, with the following key performance indicators:

	RON mn
- Turnover (without excise tax)	11,125
- EBIT	771
- Gross Profit (EBT)	1,321
- Net Profit (NI)	1,110
- NOPAT	976
- EBITDA	2,220
- Investments	4,726

Decision no. 5: The discharge of responsibility of the members of the Executive Board and the members of the Supervisory Board for the financial year 2008 is approved with majority of votes.

Decision no. 6: The following members of the Supervisory Board of Petrom SA are elected, for a period of 4 (four) years, with majority of votes, based on secret voting:

1. **Mr. Wolfgang Ruttenstorfer**, Austrian citizen, born in Vienna, Austria, on October 15, 1950, domiciled in Modling, Austria, passport S 1000297, issued by the Austrian Authorities, on December 07, 2006, representative of OMV AG, the majority shareholder of the Company;
2. **Mr. Gerhard Roiss**, Austrian citizen, born in Linz, Austria, on April 02, 1952, domiciled in Linz, Austria, passport S 1000121, issued by the Austrian Authorities, on January 19, 2007, representative of OMV AG, the majority shareholder of the Company;
3. **Mr. Werner Auli**, Austrian citizen, born in Vienna, Austria, on November 20, 1960, domiciled in Vienna, Austria, passport P 2486117 issued by the Austrian Authorities, on November 16, 2008, representative of OMV AG, the majority shareholder of the Company;
4. **Mr. David C. Davies**, British citizen, born in Liverpool, GB, on May 06, 1955, domiciled in Vienna, Austria, passport 761037486, issued by the British Authorities, on March 09, 2004, representative of OMV AG, the majority shareholder of the Company;
5. **Mr. Helmut Langanger**, Austrian citizen, born in Knittelfeld, Austria, on April 25, 1950, domiciled in Strasshof, Austria, passport L 0574344 0, issued by the Austrian Authorities, on May 30, 2005, representative of OMV AG, the majority shareholder of the Company;
6. **Mr. Riccardo Puliti**, Italian citizen, born in Firenze, Italy, on 26.02.1962, domiciled in Italy, passport Y 248915, issued by the Italian Authorities, on 10.09.2003, representative of the European Bank for Reconstruction and Development;
7. **Mr. Marian Țurlea**, Romanian citizen, born in Lucieni, Dambovită County, Romania, on 06.12.1962, domiciled in Bucharest, sector 3, str. Voievod Alexandru Moruzzi nr. 6, bl. B6, sc. 2, ap.63, Romania, CI seria RR nr. 525918, issued by the SPCEP S3 biroul nr.2, on 14.05.2008, PIN 1621206151784, representative of The Ministry of Economy;
8. **Mr. Gheorghe Ionescu**, Romanian citizen, born in Malureni, Argeș County, Romania, on 17.02.1953, domiciled in Bucharest, sector 2, str. Scheiul de Jos, nr. 10-12, Romania, CI seria RR nr. 543424, issued by the SPCEP S2 biroul nr.1, on 10.10.2008, PIN 1530217400420, representative of The Ministry of Economy;
9. **Mr. Daniel Costea**, Romanian citizen, born in Tecuci, Galați County, Romania, on 27.10.1974, domiciled in Bucharest, str. Drumul Taberei nr. 20, bl. C2, sc. 6, ap. 212, sector 6, Romania, CI seria RR nr. 259100, issued by the Sectia 1 Politie Bucuresti, on 24.01.2003, PIN 1741027173175, representative of the Property Fund SA.

Decision no. 7: 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 latter, is approved with majority of votes, in the amount proposed in the meeting.

Decision no. 8: Deloitte Audit SRL, located in Bucharest, 4-8 Nicolae Titulescu Street, sector 1, Trade register no. J 40/ 6775/ 1995, Fiscal cod: 7756924, member of the Accountant Experts and Authorized Accountants Group (CECCAR) and member of the Financial Auditors Chamber from Romania, represented towards Petrom by Farrukh Khan, British citizen, domiciled in Romania, Bucharest, 1H șos. Tunari, Ilfov County, passport no. 706023297,

issued by the British Authorities, NIP: 7690526400017, is appointed with majority of votes as financial auditor of the Company.

The duration of 1 (one) year for the financial audit contract, respectively for the financial year 2009, is also approved. The Executive Board of the Company is empowered to establish the remuneration of the financial auditor.

Decision no. 9: 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. 10: 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.



Wolfgang Ruttenstorfer

President of the Supervisory Board

Daniela Vrabie
GMS Secretary

