

**DECISIONS**  
**of the Ordinary General Meeting of Shareholders**  
**from 11.01.2005**

In accordance with the Convening Notice published in the Official Gazette of Romania, part IV, No. 3929/22.12.2004 and in "Adevarul" newspaper from 23.12.2004, the Ordinary General Meeting of Shareholders of Petrom SA ("Company") took place today, 11/01.2005, 11,00 hours, at the Peco Baneasa Station in Bucharest, Bucuresti-Ploiesti Road no. 2, sector 1 under legal conditions of validity, with the participation of OMV Aktiengesellschaft representatives, holder of 51,000% of the company share capital, of the Ministry of Economy and Commerce representatives, holder of 40,740% of the company share capital and of a number of 27 shareholders, natural persons and representatives of legal entities, holders of 4,401% of the Company's share capital. As per the Law no 31/1990 republished and modified and the Constitutive Act of the Company, the Ordinary General Meeting of Shareholders decided:

Decision no 1: It is approved with majority of votes the Interim Directors' discharge from all obligations and liabilities against the Company for the period of their mandate.

Decision no 2: The directors of PETROM SA are elected with majority of votes, secretly stated, for the next 4 years, forming the Board of Directors, as follows:

- 1 - Mr. Wolfgang Ruttendorfer, having Austrian citizenship, born on 15.10.1950, in Vienna, country Austria, domiciled in Mödling, country Austria, Passport S 0012330 0;
- 2 - Mr. Gerhard Roiss, having Austrian citizenship, born on 02.04.1952, in Linz, country Austria, domiciled in Linz, country Austria, Passport S 0014943 3;
- 3 - Mr. David C. Davies, having British citizenship, born on 06.05.1955, in Liverpool, country United Kingdom, domiciled in Vienna, country Austria, Passport 030429295 ;



4 - Mr. Helmut Langanger, having Austrian citizenship, born on 25.04.1950, in Knittelfeld, country Austria, domiciled in Strasshof, country Austria, Passport S 0015780 3 ;

5 - Mr. Dorinel Mihai Mucea, having Romanian citizenship, born on 18.09.1947, in Turda, country Romania, domiciled in Bucharest, district 2, 3 Soldat Calota Marin street, country Romania, Personal Identification Code 1470918400150 ;

6 - Mr. Sebastian Teodor Gheorghe Vladescu, having Romanian citizenship, born on 03.04.1958, in Bucharest, country Romania, domiciled in Bucharest, district 5, 38 Dr. Nicolae Staicovici street, country Romania, Personal Identification Code 1580403400262 ;

7 - Mrs. Mariana Gheorghe, having both Romanian and British citizenship, born on 12.04.1956, in Garbou, country Romania, domiciled in London, country United Kingdom, Personal Identification Code 2560412401115 ;

The General Meeting appoints Mr. Wolfgang Rutenstorfer as the President of the Board of Directors with unanimity of votes.

Decision no 3: The guarantee for the members of the Board of Directors is approved with majority of votes at the level of two monthly net remunerations.

Decision no 4: The extension of the mandate of the Censors Commission for one year term, i.e. for the financial year 2005, is approved with majority of votes. The members of the Censors Commission are as follows:

1. Mr. Gheorghe Lampert, having Romanian citizenship, born on 03.12.1928, in Andrasesti, country Romania, domiciled in Bucharest, district 2, 260 Mihai Eminescu street, blok 25 A, entrance 2, floor 5, ap. 43, country Romania, Personal Identification Code 1281203400187;
2. Mr. Nicolae Cristescu, having Romanian citizenship, born on 25.02.1939, in Leicesti, country Romania, domiciled in Bucharest, district 6, 5 – 13 Conductei street, blok 57, entrance 2, parter, ap. 23, country Romania, Personal Identification Code 1390225400566;
3. Mr. Iulian Stefan, having Romanian citizenship, born on 19.05.1940, in Visina, country Romania, domiciled in Bucharest, district 1, 24 – 26 Lascar Catargiu blv. country Romania, Personal Identification Code 1400519400530.

Decision no 5: The monthly net remuneration for 2005 of the members of the Board of Directors is established in the amount of ROL 17 million and the monthly net remuneration for 2005 of the members of the Censors Commission is established in the amount of ROL 17 million, both with majority of votes.

Decision no 6:

6.1 The current financial auditor of the Company, S.C. Elite Consulting S.A. Bucuresti is revoked with unanimity of votes.

6.2 Deloitte & Touche Romania SRL, registered at Commerce Registry under No. J40/6775/1995 is appointed with unanimity of votes as the financial auditor of the Company for 2004 and 2005.

6.3 The Managing Committee of the Company is mandated with majority of votes to negotiate and conclude the contract with the new financial auditor, for 2004 and 2005, within the limits of the maximum remuneration of EUR 90,000 for the audit reports prepared for the financial year to be audited.

Decision no 7:

The Decision no. 2 of the Extraordinary General Meeting of Shareholders of the Company dated 14.12.2000 is revoked with majority of votes. The delegation to the Board of Directors of the power to adopt Rules of Procedure for the Board of Directors and to subsequently modify these Rules if necessary is approved with majority of votes.

Decision no 8: 26<sup>th</sup> of January 2005 is established with majority of votes as the registration date of this General Meeting.

Decision no 9: Mr. Gheorghe Constantinescu, Chief Executive Officer of the Company, is empowered with unanimity of votes by the General Meeting of Shareholders to sign 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.

Chief Executive Officer  
Gheorghe Constantinescu

Secretaries of the General Meeting of Shareholders:

Aurel Chiriac

Claudia Racovițan

Carmen Dobre