

CONVENING NOTICE

The Executive Board of **OMV Petrom SA**, 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 J/40/8302/1997, sole registration code 1590082, registered office at 239 Calea Dorobanților, sector 1, Bucharest, Romania, with a subscribed and paid up share capital of RON 5,664,410,833.50 (hereinafter referred to as "**OMV Petrom**" or the "**Company**"), hereby convenes the **Extraordinary General Meeting of Shareholders ("EGMS")** on **03 August 2010, 11:00 AM**, at "D" conference room of the JW MARRIOTT Hotel, located in Bucharest, 90 Calea 13 Septembrie, sector 5, with the following **AGENDA**:

1. **Approval in substance of the spin-off in the interest of the Company of a part of its patrimony related to marketing activities of the Company to be transferred to S.C. OMV PETROM Marketing S.R.L. (a company fully owned by OMV Petrom), by means of universal title legal transfer of assets and liabilities pertaining to such activities under the terms and conditions set out in the spin-off plan, published in Official Gazette of Romania, part IV, nr. 2124 dated 14 May 2010 and, hence, approval of the spin-off plan, as well as of the effects of such corporate actions, including but not limited to**
 - a. **Universal title legal transfer of a part of OMV Petrom's patrimony to S.C. OMV PETROM Marketing S.R.L.**
 - b. **Increase of the share capital of S.C. OMV PETROM Marketing S.R.L., as a result of the transfer of a part of the Company's patrimony, by issuing a number of 7,755,989 shares with a nominal value of RON 100 each, which will be fully allocated to OMV Petrom. Following the share capital increase, the share capital of OMV PETROM Marketing S.R.L. will amount to RON 980,379,200 divided in 9,803,792 shares, each having a nominal value of RON 100, fully held by OMV Petrom.**
 - c. **The date on which the spin-off will produce effects is 1 October 2010.**
2. **Approval of the sell-out procedure with respect to the shareholders of the Company, in accordance with article 134 of Company Law no. 31/1990, as amended and supplemented to date.**
3. **Establishing 19 August 2010 as the "Registration Date" as per article 238 of the Capital Market Law no. 297/2004, i.e. the date which serves for the identification of the shareholders who are entitled to benefit of dividends or other rights and who are affected by the resolutions of this EGMS.**
4. **Empowering Mrs. Mariana Gheorghe, Chief Executive Officer, to sign in the name of the shareholders the resolutions of the EGMS and to carry out any and all of the formalities required by law for the registration, the enforcement of and for making valid against third parties the resolutions passed by the EGMS. Mrs. Mariana Gheorghe is conferred upon the right to delegate her mandate with respect to performing the above-mentioned formalities to other persons.**

Starting with **02 July 2010**, the draft resolutions, the informative (supporting) documents, materials as well as all other information and documents in relation to the items on the agenda of the convening notice for the EGSM, in accordance with the legislation in force, may be consulted by the shareholders at the Corporate Projects Office of the Company, located at the above mentioned registered office, during working days between 10 a.m. – 12 p.m. and on the Company's website (www.petrom.com).

Only shareholders who are registered as OMV Petrom shareholders on **24 July 2010**, i.e. the **"Reference Date"**, in the shareholders' register kept by S.C. Depozitarul Central SA, may attend and cast their votes in the EGSM.

One or more shareholders, representing individually or jointly at least 5% of the share capital (hereinafter referred to as "initiators") shall have the right to supplement the agenda of the EGSM with new items.

Proposals for supplementing the agenda of the EGSM with new items shall be made in writing and shall be accompanied by copies of the initiators' identification documents (for natural persons, identity card and for legal persons, identity card of the legal representative together with an updated excerpt issued by the Trade Registry not older than 30 days). Likewise, each and every new item on the agenda must be accompanied by a justification or a draft resolution submitted to the approval by the EGSM.

Proposals for the new items to supplement the agenda of the EGSM shall be submitted as follows:

- a) at the headquarters of the Company located in Bucharest, 239 Calea Dorobanților, sector 1, **no later than 19 July 2010, 16:30 PM**, end of business day for the Company, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 03 AUGUST 2010"**, or
- b) by e-mail having attached an extended electronic signature, in compliance with Law on Digital Signature No. 455/2001, **no later than 19 July 2010, 16:30 PM**, close of business day for the Company, at investor.relations.petrom@petrom.com indicating in the "subject matter" field **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 03 AUGUST 2010"**.

One or more shareholders, representing individually or jointly at least 5% of the share capital (hereinafter referred to as "initiators") are also entitled to submit draft resolutions for the items stated on the agenda or proposed to be added on the agenda of the EGSM.

The draft resolutions with respect to the items already on the agenda or items proposed to be added on the agenda of the EGSM, accompanied by copies of the initiators' identification documents (for natural persons, identity card and for legal persons, identity card of the legal representative together with an updated excerpt issued by the Trade Registry not older than 30 days), shall be submitted as follows:

- a) at the headquarters of the Company located in Bucharest, 239 Calea Dorobanților, sector 1, **no later than 19 July 2010, 16:30 PM**, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 03 AUGUST 2010"**, or
- b) by e-mail having attached an extended electronic signature in compliance with Law on Digital Signature No. 455/2001, **no later than 19 July 2010, 16:30 PM**, at investor.relations.petrom@petrom.com indicating in the "subject matter" field **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 03 AUGUST 2010"**.

The shareholders of the Company, regardless of the participation held in the share capital, may submit written questions with respect to the items on the agenda of the EGSM. The shareholders shall submit such questions only accompanied by copies of their valid identification documents (for natural persons, identity card and for legal persons, identity card of the legal representative together with an updated excerpt issued by the Trade Registry not older than 30 days) at the headquarters of the Company located in Bucharest, 239 Calea Dorobanților, sector 1, **no later than 02 August 2010**,

11:00 AM, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 03 AUGUST 2010"**.

The shareholders may also send such questions by e-mail having attached an extended electronic signature, in compliance with Law on Digital Signature No. 455/2001, as accompanied by copies of valid identification documents (for natural persons, identity card and for legal persons, identity card of the legal representative together with an updated excerpt issued by the Trade Registry not older than 30 days), **no later than 02 August 2010, 11:00 AM** at: investor.relations.petrom@petrom.com, indicating in the "subject matter" field **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 03 AUGUST 2010"**.

The shareholders may attend in person or may be represented in the EGSM either by their legal representatives or by representatives having been granted a special proxy, based on the special proxy template made available by the Company in accordance with the law. A proxy template may be obtained from the Company's headquarters starting with **02 July 2010** and from the Company's website (www.petrom.com).

The original special proxies, completed in and signed by the empowering shareholder, accompanied by copies of the shareholder's identification documents (for natural persons, identity card and for legal persons, identity card of the legal representative together with an updated excerpt issued by the Trade Registry not older than 30 days) shall be filed with OMV Petrom's Correspondence Entry located in Bucharest, 239 Calea Dorobanților, sector 1, postal code 010567 **no later than 02 August 2010, 11:00 AM**, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 03 AUGUST 2010"**.

The special proxies, accompanied by copies of the shareholder's identification documents may also be sent by e-mail having attached an extended electronic signature, in compliance with Law on Digital Signature No. 455/2001, **no later than 02 August 2010, 11:00 AM**, at investor.relations.petrom@petrom.com indicating in the "subject matter" field **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 03 AUGUST 2010"**.

On the day of the EGSM, upon entering the meeting room, the shareholder's appointed representative will hand over to the Company's representative the original proxy, should it have been sent by e-mail having attached an extended electronic signature, and a copy of the identification documents of the shareholder's appointed representative (identity card).

OMV Petrom's shareholders registered as at the **"Reference Date"** in the shareholders' register kept by S.C. Depozitarul Central S.A. may vote by correspondence, prior to the EGSM, by using the voting bulletin for the votes by correspondence (the "Voting Bulletin"). The Voting Bulletin may be obtained, starting with **02 July 2010**, from the Company's registered office and from the website of the Company (www.petrom.com).

In case of voting by correspondence, the Voting Bulletin, completed and signed, and accompanied by a copy of the shareholder's identification documents (for natural persons, identity card and for legal persons, identity card of the legal representative together with an updated excerpt issued by the Trade Registry not older than 30 days) can be submitted as follows:

- a) sent to the registered office of the Company located in Bucharest, at 239 Calea Dorobanților, sector 1, postal code 010567, by any type of recorded delivery courier, **so that it shall be registered as received at OMV Petrom's Correspondence Entry no later than 02 August 2010, 11:00 AM**, in a sealed envelope, bearing the clearly written statement in capital letters: **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 03 AUGUST 2010"**, or
- b) by e-mail with attached extended electronic signature, in compliance with Law on Digital Signature No. 455/2001, **no later than 02 August 2010, 11:00 AM**, at investor.relations.petrom@petrom.com indicating in the "subject matter" field **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 03 AUGUST 2010"**.

The Voting Bulletins which were not received at OMV Petrom's Correspondence Entry within the above –mentioned deadlines shall not be counted towards the quorum and majority for the resolutions to be passed by the EGSM.

When completing proxies and correspondence voting bulletin, please consider that it is possible that new items should be added on the meeting agenda, in which case the updated agenda will be published by 23 July 2010.

Please consider that OMV Petrom's Correspondence Entry is closed during the non-business days.

Should the statutory quorum laid down by the Company Law or/and the Articles of Association fail to be met on the aforementioned date stated for the first convening, the EGSM is convened on the date of **04 August 2010, 11:00 AM** at the same venue and with the same agenda.

Additional information is available from Corporate Projects Office, at telephone numbers 021/4060122, 021/4060104, and from the website of the Company (www.petrom.com).

Mariana Gheorghe

Chief Executive Officer

President of the Executive Board

OMV Petrom SA

