

I, the undersigned * _____, identified with _____,
[name of the shareholder – individual] [identity card]
series _____, number _____, issued by _____,
on _____, having the domicile in _____, and personal
identification number _____,

or

I, the undersigned ** _____, having the registered
[name of the shareholder – legal entity]
office located at _____, registered with the Trade Registry under
no. _____, sole registration code _____, represented
by _____, personal identification number _____,

shareholder at the Reference Date of 24 July 2010, of SC OMV PETROM SA (the "Company"), company
managed in a dualist system, incorporated and functioning under the laws of Romania registered
with the Bucharest Trade Registry Office under no. J 40/8302/1997, sole registration code 1590082,
having the headquarters at 239 Calea Dorobanților, Sector 1, Bucharest, Romania, having the fully
subscribed and paid share capital of 5,664,410,833.50 lei, divided in 56,644,108,335 common nominative
shares,

owner of _____ shares, representing _____ % of the total number of shares issued
by the Company, which confer upon me _____ voting rights, representing _____ %
of the total number of the voting rights

hereby empower _____
[name of the appointed representative]
having the domicile in _____, identified with _____,
[identity card]
series _____, number _____, issued by _____,
on _____, personal identification number _____,

to represent me for the Extraordinary General Meeting of the Shareholders of OMV PETROM SA which
will take place at "D" Hall of the JW MARRIOTT Hotel, located in Bucharest, 90 Calea 13 Septembrie
Street, Sector 5, on 03 August 2010 (date of the first convening), or on 04 August 2010 (date of the
second convening), should the Extraordinary General Meeting of the Shareholders not be held at the first
convening date, starting at 11:30 AM,

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

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 SA), 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 SA. 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 SA.

- c. The date on which the spin-off will produce effects is 1 October 2010;

For

Against

Abstention

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;

For

Against

Abstention

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;

For

Against

Abstention

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

For

Against

Abstention

I hereby attach a copy of my valid identification document***/ identity card of the legal representative together with updated excerpt issued by the Trade Registry not older than 30 days ****

Date _____

[the position of the legal representative]

Note:

- * to be completed only by natural persons;
- ** to be completed only by legal persons;
- *** applicable only to natural persons;
- **** applicable only to legal persons;
- ***** in case of individuals, to be signed; in case of legal persons, to be signed and stamped;

Criteria for the validity of vote:

- a vote shall be validly cast by ticking off one of the voting options " **For**", " **Against**" or " **Abstention**" for each proposal submitted to voting;
- failure to tick off any of the voting options " **For**", " **Against**" or " **Abstention**" for the proposal submitted to voting shall be deemed as unexpressed vote;

- ticking off two or three voting options "**For**", "**Against**" or "**Abstention**" for for the proposal submitted to voting shall result in vote cancellation;