

## RESOLUTIONS of the Extraordinary General Meeting of Shareholders of OMV Petrom SA of 03 August 2010

The Extraordinary General Meeting of Shareholders of OMV Petrom SA, a company managed in a dualist system, incorporated and functioning under the laws of Romania, registered with the Bucharest Trade Registry Office under number J/40/8302/1997, sole registration code 1590082, having the headquarters at 239 Calea Dorobanților, sector 1, Bucharest, Romania, having the subscribed and paid share capital of 5,664,410,833.50 lei divided in 56,644,108,335 common, nominative shares with a face value of RON 0.10 each (hereinafter interchangeably referred to as the „**Company**” or “**OMV Petrom**”),

convened by the convening notice published in the Official Gazette of Romania, Part IV, no \_ of 02 July, 2010 and in the following newspapers: “Bursa”, “Financiarul” and “Ziarul Financiar” of 02 July 2010,

in accordance with the provisions of Company Law no 31/1990, republished, Law no 297/2004 on capital markets, NSC Regulation no 1/2006 on issuers and trading of securities, NSC Regulation no 6/2009 on the exercise of certain rights of shareholders in general shareholders meetings of the companies and with the provisions of the Articles of Association of the Company,

held on 03 August, 2010, 11:30 AM, at “D” conference room of the JW MARRIOTT Hotel, located in Bucharest, 90 Calea 13 Septembrie, Sector 5, at the first convening, in the presence of the shareholders representing \_ % of the share capital and \_ % of the total voting rights respectively, passed the following resolutions:

**Resolution no. 1:** With a total number of votes validly expressed by the Company’s shareholders present or represented in the meeting, representing \_ shares of the Company’s share capital, namely \_% of the Company’s share capital and \_% of the voting rights of the shareholders present or represented at the meeting, out of which \_ votes expressed “for”, \_ votes expressed “against” and \_ votes expressed “abstained”, approves in substance the spin-off in the interest of OMV Petrom of a part of the patrimony of the Company related to marketing activities to be transferred to S.C. OMV PETROM Marketing S.R.L. (a company fully owned by 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 the 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

**Resolution no. 2:** With a total number of votes validly expressed by the Company's shareholders present or represented in the meeting, representing \_ shares of the Company's share capital, namely \_% of the Company's share capital and \_% of the voting rights of the shareholders present or represented at the meeting, out of which \_ votes expressed "for", \_ votes expressed "against" and \_ votes expressed "abstained", approves 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.

**Resolution no. 3:** With a total number of \_ votes validly expressed by the Company's shareholders present or represented in the meeting, representing \_ shares of the Company's share capital, namely \_% of the Company's share capital and \_% of the voting rights of the shareholders present or represented at the meeting, out of which \_ votes expressed "for", \_ votes expressed "against" and \_ votes expressed "abstained", the date of **19 August 2010** is established as the "Registration Date" as per article 238 of Capital Markets Law no. 297/2004, more specifically, 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 all resolutions of this Extraordinary General Meeting of Shareholders.

**Resolution no. 3:** With a total number of \_ votes validly expressed by the Company's shareholders present or represented in the meeting, representing \_ shares of the Company's share capital, namely \_% of the Company's share capital and \_% of the voting rights of the shareholders present or represented at the meeting, out of which \_ votes expressed "for", \_ votes expressed "against" and \_ votes expressed "abstained", Mrs. Mariana Gheorghe, Chief Executive Officer of the Company, is empowered to sign in the name and on behalf of the shareholders the Resolutions of this Extraordinary General Meeting of Shareholders 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 Extraordinary General Meeting of Shareholders. Mrs. Mariana Gheorghe is conferred upon the right to delegate her mandate with respect to performing the above-mentioned formalities to other persons.

The resolutions set out above are passed and signed today, 03 August 2010, at Bucharest, in 4 original copies.

**Mariana Gheorghe**

**President of Executive Board  
OMV Petrom SA**

**Secretar:**