Annual Report 2015

OMV Petrom

OMV Petrom Group – at a glance

Operational results

	2013	2014	**2015**
Total hydrocarbon production (mn boe)	66.64	65.82	65.19
Gas sales volumes (TWh) [1]	52.7	47.7	51.4
Net electrical output (TWh)	2.9	1.3	2.7
Petrobrazi refinery utilization rate (%) [2]	90	89	88
Total refined product sales (mn t)	5.22	4.81	5.03
Number of filling stations	785	780	788
Number of employees at the end of period	19,619	16,948	16,038

[1] Gas sales volumes include transfers within OMV Petrom S.A. (e.g. Brazi power plant).
[2] After the finalization of the Petrobrazi refinery modernization, the opportunity was taken to demonstrate the maximum throughput based on a timeframe of the best 30 consecutive days. As a result, the annual refining capacity has been updated from 4.2 mn t to 4.5 mn t as of Q1/15; previously reported figures were not adjusted accordingly.

Financial results

	2013	2014	**2015**
Sales (RON mn)	24,185	21,541	18,145
EBIT (RON mn)	5,958	3,338	(530)
Net income/(loss) attributable to stockholders (RON mn)	4,821	2,103	(676)
Clean CCS EBIT (RON mn) [1]	6,015	5,202	2,522
Clean CCS net income attributable to stockholders (RON mn) [1]	4,869	3,764	1,801
Cash flow from operating activities (RON mn)	8,048	6,830	5,283
Capital expenditure (RON mn)	5,303	6,239	3,895
EPS (RON)	0.0851	0.0371	(0.0119)
ROACE (%)	19.0	7.6	(2.2)
Clean CCS ROACE (%) [1]	19.2	13.6	6.5

[1] Clean CCS figures exclude special items and inventory holding effects (current cost of supply – CCS effects) resulting from Downstream Oil.

Contents

OMV Petrom Group – at a glance

Company
2 Statement of the Chief Executive Officer
4 Members of the Executive Board
6 Members of the Supervisory Board
7 OMV Petrom objectives and strategy
11 Sustainability
18 OMV Petrom shares
20 Business environment

Business segments
22 Upstream
29 Downstream Oil
33 Downstream Gas

Report of the governing bodies
35 Report of the Supervisory Board
42 Directors' report
53 Corporate governance report
60 Corporate governance statement
71 Declaration of the management

72 Abbreviations and definitions

Financial statements
74 Independent auditor's report
76 Consolidated statement of financial position
78 Consolidated income statement
79 Consolidated statement of comprehensive income
80 Consolidated statement of changes in equity
81 Consolidated statement of cash flows
83 Notes to the consolidated financial statements

Note: In this report, "the company", "OMV Petrom", "OMV Petrom Group" and "the Group" are sometimes used for convenience where references are made to OMV Petrom S.A. and its subsidiaries in general. The financials presented in the report are audited and represent OMV Petrom Group's consolidated results prepared according to IFRS; all the figures refer to OMV Petrom Group unless otherwise stated. Figures may not add up due to rounding differences.
Starting with April 1, 2015, the business segments were renamed as follows: Exploration and Production to Upstream, Refining and Marketing to Downstream Oil, Gas and Power to Downstream Gas.

Statement of the Chief Executive Officer

Dear shareholders,

Swift response to the weak market fundamentals

2015 was a challenging year for the global oil and gas industry, with oil prices continuing to drop significantly. Our organisation has responded swiftly to the weak market fundamentals through intensified cost optimisation programs and scaled back investments, which allowed us to maintain a strong balance sheet and protect our cash flow position. Also our integrated business model proved important benefits, with the Downstream business successfully offsetting the impact of the weak contribution from Upstream. Nevertheless, the decline in oil prices and market volatility have led to reviews of OMV Petrom's oil price assumptions for both the short- and long-term, which have resulted in the impairment of some producing assets in Romania and Kazakhstan, leading to a negative net result at the end of the year.

Underlining our ongoing commitment to safety, combined LTIR for employees and contractors further improved, reaching 0.16 in 2015, the lowest level since privatization and lower than the international benchmark. This achievement highlights once more that operational and personnel safety remains our first priority and that we constantly strive to ensure the highest standards of health and safety for our own employees as well as contractors'.

Efficiency and optimization programs successfully implemented in 2015

Throughout the year, we delivered on our commitments announced early 2015 to adjust our activity by containing capital spending and operational costs, whilst continuing our planned exploration and appraisal activity in the Black Sea. We clearly demonstrated capital discipline, prioritizing our investments based on long-term value generation and thus reducing capital spend by 38% compared with 2014. Moreover, the efficiency and optimization programs implemented led to cost reductions of around RON 500 mn in 2015. I am particularly encouraged by the good response of the entire organization to the measures implemented, which shows the cultural change and business agility we have achieved at OMV Petrom over the past decade.

The international business environment showed a mixed picture in 2015, with oil prices falling by approx. 50%, global oil demand increasing by 1.8% and higher refining margins compared with 2014. Global growth remained subdued and uneven, growing by only 3.1%, at a slower pace compared with 2014. In Europe, economic recovery continued (1.5% growth in 2015) being supported by positive developments in private consumption. Romania followed the same upward trend as Europe, growing by an estimated 3.7% in 2015 with domestic consumption being the main trigger. The recovery in private consumption was fostered by both tax cuts and wage increases. Foreign direct investment reached an estimated EUR 3 bn, almost a quarter higher than in 2014, however with the highest part of the amount coming from reinvested profits of foreign entities in Romania.

In this context, on the operational side, we delivered on several important objectives, in line with our Strategy 2021.

In **Upstream,** we managed to maintain a broadly stable hydrocarbon production, capitalizing on previous years' investments and discoveries. We succeded in transforming additional reserves into production, improving FRDs (including Totea) contribution by 60% in 2015 and in reducing production losses. In the Neptun Block, together with our partner ExxonMobil, we have further explored the potential for upstream growth, completing the second exploration drilling campaign in January 2016, which included in total seven wells drilled, most of which encountered gas, and a successful well test of the Domino structure. The program required total investments in excess of USD 1.5 bn since 2008, thereof 50% are OMV Petrom's share. The results of the drilling campaign are sufficiently encouraging to progress more detailed work to determine if commercial development is viable, while the final investment decision could be expected in around two years.

In **Downstream Oil,** we capitalized on the favourable market environment and on the improved operational performance after the finalization of the Petrobrazi modernization

program and achieved remarkable results. The indicator refining margin increased significantly and we maintained a high refinery utilization rate, thus processing the entire Romanian crude oil delivered by our Upstream business. Moreover, total refined product sales were 5% higher compared with 2014, supported also by higher demand.
Thus, our integrated business model allowed us to benefit from the positive development in the Downstream Oil business in this period of depressed crude price environment. Moreover, we continued to deliver on our promises, achieving sustainable energy efficieny improvements and further progressing with our "3+3 terminals strategy" by completing the modernization of the Cluj fuel terminal in December.

In **Downstream Gas,** the Romanian market environment has remained challenging, mainly due to gas demand, which has continued the declining trend started a few years ago. Despite this fact, an improved performance of our gas business was recorded against the previous year, with higher sales and lower stored volumes. In terms of gas market liberalization, 2015 was the first year with fully liberalized prices for the non-household sector, while for the household sector the liberalization has progressed, according to the new calendar. The Brazi power plant continued to be an important gas sales channel, sustainably integrated in our gas value chain.

Looking ahead, the operating environment is challenging, volatile and hard to predict. Our priority in these circumstances will be to focus on a profitable and sustainable performance to deliver on the main strategic objectives, in a safe and efficient manner, whilst not loosing sight of long-term needs and opportunities particularly in the Black Sea.
We also need to remain prudent and we are prepared to curb spending further and to adjust our activity level in order to maintain a strong balance sheet and protect our free cash flow. Also, given the higher liquidity level required to sustain our investment needs, management proposes that no dividends will be distributed for the 2015 financial year. Moreover, we further reduced our CAPEX plans and we will continue the cost and portfolio optimization programs across all business segments. We will further focus on sustainable performance, profitability and optimization of asset portfolio.

Employees' commitment is essential for strategy implementation

Our people have shown strong commitment and resilience in 2015 and we rely on their solid and sustained performance in 2016 and the years ahead to enable our company the implementation of the Strategy 2021 and to meet all stakeholders' expectations.

Although 2016 poses continuing challenges, we remain committed to take the necessary steps to deliver value and secure our future growth.

Mariana Gheorghe

Members of the Executive Board

The Executive Board is elected by the Supervisory Board and consists of five members. It manages the day-to-day business of the company and monitors the activity of its group companies in accordance with the law, the company's Articles of Association, the internal rules and guidelines, as well as the resolutions of the Supervisory Board and of the General Meeting of Shareholders.

The Executive Board's current mandate started in April 2015 and runs until April 2019. The Executive Board has the following structure as of the date of this report:

From left to right: Neil Anthony Morgan, Lăcrămioara Diaconu-Pințea, Andreas Matje, Mariana Gheorghe, Gabriel Selischi

Mariana Gheorghe (1956)

Chief Executive Officer and President of the Executive Board

She graduated from the Academy of Economic Studies, International Relations in 1979, the University of Bucharest, Law School in 1989 and London Business School, Corporate Finance in 1995. She worked for various Romanian companies and for the Ministry of Finance. Between 1993 and 2006, she worked for the EBRD in London where she held various banking positions with a geographical focus on Southeastern Europe and the Caucasus Region, her last position being of Senior Banker. After Petrom's privatization in 2004 and following the EBRD's proposal, she became a member of the Board of Directors of Petrom until June 15, 2006, when she was appointed as Chief Executive Officer of Petrom. As of April 2007, following the adoption of the two-tier management system, she is also the President of the Executive Board.

Andreas Matje (1964)

Chief Financial Officer

He studied Business Administration at the University of Vienna, specializing in Industrial Management and Marketing. He then followed a doctoral and various management programs, including a Global Executive MBA with Rotman Business School, University of Toronto. Between 1995 and 1999, he was employed with OMV AG as division controller upstream. After several years spent on management positions with Polyfelt GmbH (a subsidiary of OMV AG until 2005, then known as TenCate Geosynthetics Austria), he rejoined OMV AG in 2009 as Senior Vice President Controlling. He joined OMV Petrom on January 1, 2013 as Chief Financial Officer and member of the Executive Board.

Gabriel Selischi (1967)
Responsible for Upstream [i]
He studied engineering at the Polytechnical Institute of Bucharest. He finished his studies in France, where he also graduated with a master degree in Paris in 1994. He served as Senior Manager at Schlumberger Paris and as Principal at Bossard Gemini Consulting Company in Paris and Johannesburg. He successfully managed the post-acquisition transfer of several offshore oil and gas concessions in Africa while stabilizing production of such assets. He acted as Program Manager for the post-merger business integration of Total in nine countries in the EU. In 2006, he joined the Petrom E&P division where he served as Head of Strategy, Project and Engineering; during 2011-2013 he was Director of the Domestic Asset Business Unit. He was appointed Executive Board member in charge of Exploration and Production starting September 1, 2013.

Neil Anthony Morgan (1959)
Responsible for Downstream Oil [i]
He graduated in Chemical Engineering from the University of Salford (Manchester, UK). His experience in the Refining and Petrochemicals business spans over 20 years. Before joining Petrom, he worked four years for Petronas Penapisan (Malaysia), where he held the position of Project Director, Refinery Expansion Project. Prior to Petronas, he worked for 12 years for Engen Petroleum (Durban, South Africa). After joining the company in 1992 as a Process Control Specialist, he held several positions during his tenure there, from Chief Engineer Process Control and Information Technology to Technical Services Manager and Operations Manager. During 1985-1990, he was Production Manager, Operations Manager and Chief Process Engineer in Sentrachem Ltd (Johannesburg, South Africa). He joined Petrom in 2008 and was assigned responsibility for Refining and Petrochemicals. Further to the consolidation of OMV Petrom Group's marketing activities in OMV Petrom Marketing S.R.L., Neil Anthony Morgan, has taken over responsibility for Marketing starting April 17, 2011.

Lăcrămioara Diaconu-Pințea (1973)
Responsible for Downstream Gas [i]
She graduated from the Academy of Economic Studies Bucharest in 1997 with a degree in Finance and from the MBA program of Wirtschaftsuniversität Wien (University of Economics Vienna) in 2008. She started her career in Petrom in 1998 in the Strategy, Planning and Development Division. Subsequently, she held various managerial positions within Petrom, from Corporate Development Director having responsibilities in Mergers and Acquisitions, Investor Relations and Strategy, to Director of Business Unit Power since its establishment in 2007. During 2012-2013, she was Vice-President Investor Relations for OMV Group. Subsequently, she was in charge with Exploration & Production Business Support of OMV E&P GmbH in Vienna until April 2015. She was appointed member of the OMV Petrom Executive Board starting April 17, 2015.

In January 2016, Peter Rudolf Zeilinger (1965) was appointed as member of the Executive Board in charge with Upstream activity starting with April 1, 2016, for the remaining term of the mandate granted to Gabriel Selischi, i.e. until April 17, 2019. Peter Zeilinger holds a Masters of Engineering degree in Petroleum Engineering from the Technical University of Clausthal-Zellerfeld in Germany. In the past, he held various technical and management positions within OMV Group as well as in OMV Petrom, including the position as OMV Petrom's Head of Domestic Assets during 2008-2011.

[i] Starting with April 1, 2015, the business segments were renamed as follows: Exploration and Production to Upstream; Refining and Marketing to Downstream Oil; Gas and Power to Downstream Gas.

Members of the Supervisory Board

The Supervisory Board represents the interests of the company and of its shareholders and is responsible for the supervision of the company's overall management. At the date of the report, the Supervisory Board of OMV Petrom consists of nine members, elected for a four-year mandate between April 28, 2013 and April 28, 2017, as follows:

Rainer Seele (1960) – President
Chief Executive Officer of OMV and Chairman of the OMV Executive Board. He graduated from the University of Göttingen, where he obtained a doctorate in Chemistry, and joined OMV as CEO starting July 1, 2015.
On September 22, 2015, he was appointed as member of the OMV Petrom Supervisory Board by the GMS and confirmed as President of the OMV Petrom Supervisory Board by the Supervisory Board.

David C. Davies (1955) – Deputy President
Chief Financial Officer of OMV and Deputy Chairman of the OMV Executive Board. He graduated from the Liverpool University and joined OMV in 2002.
First elected at the GMS held on January 11, 2005.

Manfred Leitner (1960)
Member of the OMV Executive Board, responsible for Downstream. He studied commerce at the Vienna University of Economics and Business and began his career with OMV in 1985.
First elected at the GMS held on April 26, 2011.

Johann Pleininger (1962)
Member of the OMV Executive Board, responsible for Upstream. He attended the Technical College for Mechanical Engineering and Economics in Vienna, obtained the International Project Management certificate and graduated in Industrial Engineering. He joined OMV in 1977.
First elected at the GMS held on April 29, 2014.

Christoph Trentini (1968)
Senior Vice-President and Group controller of OMV. He graduated from the University of Innsbruck, Austria, holding a degree in Business Administration and a Senior Executive Program at Stanford GSB, USA. He joined OMV in 2004.
First elected at the GMS held on April 28, 2015.

George Băeșu (1970) – independent [ii]
President of the National Authority for Property Restitution. He graduated from the Faculty of Law within the Petre Andrei University, sustained his graduation paperwork at the Lucian Blaga University in Sibiu and was awarded the MA Degree in Business Law by the Nicolae Titulescu University. In 2011, he was awarded the PhD Degree in Law by the University of Bucharest.
First elected at the GMS held on April 22, 2013.

Bogdan-Nicolae Badea (1978)
He graduated from the Technical University of Civil Engineering of Bucharest and was awarded the MA Degree in Defense diplomacy at the Lucian Blaga University of Sibiu.
First elected at the GMS held on April 28, 2015.

Joseph Bernhard Mark Mobius (1936)
Executive Chairman, Templeton Asset Management Ltd. He earned a Bachelor and Master Degree from Boston University, and a PhD in economics and political science from the Massachusetts Institute of Technology.
First elected at the GMS held on April 29, 2010.

Riccardo Puliti (1962) – independent [ii]
Managing Director in charge of the energy and natural resources sectors at the EBRD. He is an MBA alumnus of Instituto de Estudios Superiores de la Empresa (IESE) and a postgraduate alumnus of the Kennedy School of Government (Harvard University) and Imperial College. He started working for the EBRD in 1996.
First elected at the GMS held on April 28, 2009.

[ii] Independent member as per the criteria of the Bucharest Stock Exchange Corporate Governance Code, criteria which are substantially similar with those provided by the Company law.

OMV Petrom objectives and strategy

OMV Petrom in brief

OMV Petrom is the largest integrated oil and gas group in Southeastern Europe. The company is Romania's largest Upstream player and an important one in Downstream, through its two business segments: Downstream Oil, which refines the entire Romanian equity crude oil production and markets it through the Group's extensive filling stations network and efficient commercial business, and Downstream Gas, which markets the Romanian equity gas produced by the Upstream segment and the electricity generated by the Brazi power plant.

OMV Petrom is part of the OMV Group, also an integrated, international oil and gas player. OMV Aktiengesellschaft, the holding company of the OMV Group, holds a 51% share in OMV Petrom and is one of Austria's largest listed industrial companies.

OMV Petrom consolidated its position in the oil and gas market following a comprehensive modernization and efficiency enhancement program backed by investments totaling more than EUR 12 bn over the past eleven years. Throughout these years, OMV Petrom has been a stability pillar for Romania's economy, as a reliable energy supplier, a major employer and contributor to the state budget.

Resilience in a highly volatile market

In **2015,** OMV Petrom experienced various challenges: a steep drop in global oil prices, refining overcapacity in European markets, increased competition in downstream as well as the regulatory and fiscal environment at a local level. The fundamental transformation undergone by OMV Petrom since privatization has enabled it to be resilient in a highly volatile market and well equipped to adapt to this environment.

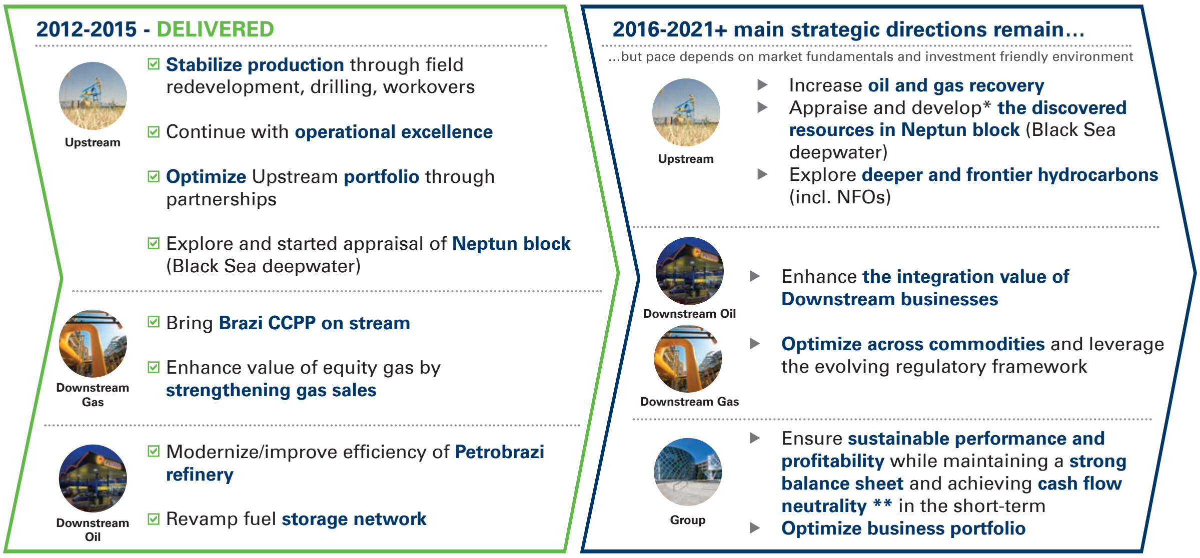
The steep decline in oil prices has led the company to lower its crude price assumptions, which resulted in asset impairments. Throughout the year, the company responded swiftly to the weakening market fundamentals and, in line with new crude price assumptions, a number of cost optimization programs were implemented across all business segments: renegotiations with suppliers, reduction in the use of consultancy, tight personnel policy and reprioritization of discretionary spend. These measures led to a Group-wide reduction of approx. RON 500 mn in operational costs versus 2014, while CAPEX was reduced by approx. RON 2.3 bn year on year as a result of reprioritization of projects in Upstream and lower investments across all business segments.

Nevertheless, overall operational performance was good, supported by previous years' investments, which enabled the Group to fully capture available market opportunities.

2016-2021+ Strategic directions

OMV Petrom will continue to pursue the main strategic directions of its Strategy 2021, capitalizing on the existing foundation, although the pace will be impacted by adjustments to the market environment. As such, the company aims to maximize the upstream portfolio value via prioritization of projects and pursuit of deep onshore and offshore opportunities, and to continuously optimize the downstream business, while enhancing the value of integrated equity gas and equity oil. At the Group level, in 2016 the focus will be on maintaining a strong balance sheet and achieving free cash flow neutrality (before dividends) in order to preserve the flexibility to leverage the balance sheet for future investment and development opportunities.

A strong HSSE record is the foundation of OMV Petrom's operations and therefore will continue to be a focus, especially in relation to health and safety among employees and contractors.



People: Develop and empower human capital to achieve operational excellence
Resourcefulness: Create shared value with stakeholders for long-term sustainable operations, having high safety and environmental standards.

* Development subject to confirmation of commercial viability.
**Before dividends.

Upstream

Significant progress in delivering strategic objectives

Despite a challenging year for Upstream, OMV Petrom continued to make significant progress in delivering its strategic objectives. Benefitting from an increased contribution from the redevelopment projects and capitalizing on previous years' investments, the company managed to maintain a broadly stable hydrocarbon production level, in spite of CAPEX reductions and upgrade operations at key wells. Moreover, the constant focus on operational excellence in the past years continues to yield results, as 2015 has marked the first year in the history of OMV Petrom when the company reached a value of 500 days for the MTBF (Mean Time Between Failure) indicator. Field redevelopment projects were continued subject to value-based prioritization.

In 2016, OMV Petrom expects to see a hydrocarbon production decrease of up to 4% compared to 2015 in the full year average Group production, largely due to lower investments in the previous year and a planned surface facilities' upgrade at Totea Deep. Operational activities will focus on maintaining the safety conditions and fulfillment of integrity programs, while continuing operational excellence initiatives, with particular emphasis on efficiency measures. Moreover, in line with the "value over volume" approach, the company intends to continue the optimization of its portfolio through reprioritization of projects, as well as potential shutdown of any uneconomic wells or divestment of marginal fields.

In 2015, partnerships have continued to deliver favorable outcomes. In joint venture with Repsol, OMV Petrom has further progressed with the deep onshore exploration activity. Moreover, the company has successfully finalized the second drilling program in the offshore Neptun Deep block together with its partner ExxonMobil, thus continuing the exploration and appraisal phase with seven wells drilled up to date. Most of the wells encountered gas and a successful well test of Domino structure was performed, therefore the results of the drilling campaign are sufficiently encouraging to continue to assess the commercial viability for developing the discovered resources, with final investment decision expected in around two years. Furthermore, OMV Petrom will also aim for new partnerships for onshore deep exploration targets, in order to sustain its long-term perspectives.

Downstream

In 2015, the **Downstream Oil** segment showcased the integration value by partially compensating for the steep decrease in oil prices which impacted the Upstream results. The indicator refining margin significantly increased which reflects the benefits of the completion of the Petrobrazi refinery modernization program, while total refined product sales increased by 5%. In 2015, the modernization of the Cluj fuel terminal was completed, as part of the "3+3 terminals" strategy aimed at optimizing the fuel storages to fully support the distribution channels. In the Retail business, OMV Petrom introduced the mobile filling station concept and opened the first eight such stations in Romania. Moreover, the company continued to leverage value by developing long-term partnerships to further optimize efficiency and maintain market share, by pursuing the collaboration with Subway and opening three additional restaurants in the filling stations network.

In 2016, refining margins are expected to come down from 2015 levels due to persistent overcapacity in the European markets. However, lower product prices resulting from the decrease in the international crude and oil product quotations, together with the reduced VAT in Romania starting 2016, will likely support market demand and partially offset the effect of increased competition. The refinery utilization rate, adjusted for the one-month turnaround scheduled to take place in Q2/16, is targeted to remain high, as the company expects to maintain the strong performance in all sales channels, supporting the stable profit and cash contribution from the Downstream Oil business; moreover, the focus on improving operational performance and delivering on economic energy efficiency upgrades will continue. At the same time, the company plans to further optimize the terminal network. In the Retail business, OMV Petrom will focus on positioning itself for the future by consolidating its two brands – Petrom as "value for money" leader and OMV as "high quality" leader – while exploring additional strategic partnership opportunities within its network.

In 2015, the **Downstream Gas** segment managed to increase sales, despite the almost 5% decline in national gas demand versus 2014. This was supported by the substantially higher electricity production at the Brazi power plant, reflecting the value of integration also in this business segment. In addition, Downstream Gas streamlined its organization, strengthening the interface with the gas and power markets. All these developments supported the strategic direction of enhancing the value of equity gas by strengthening gas sales.
In 2016, gas demand in Romania is expected to remain broadly flat versus 2015, with increased competition and margin pressure, taking into consideration the potentially increased competitiveness of import gas. The gas price liberalization in the household segment is envisaged to continue in 2016, while the non-household segment continues to be fully liberalized. In this context, OMV Petrom aims to maintain its position in the gas market through continuous portfolio optimization and strengthened customer orientation, while continuing to leverage the important role of the Brazi power plant within the integrated value chain and its contribution to the security of the national power system. Moreover, in line with the strategy to focus on the core oil and gas business, OMV Petrom envisages a divestment of the Dorobanțu wind park.

Aim to maintain position in the gas market

People and Resourcefulness

Key enablers in implementing OMV Petrom strategy are qualified and empowered staff, following high safety and environmental standards in pursuing operational excellence.

ICPT Câmpina modernization completed

Building on the long-standing experience of the company in the extraction of oil and gas, several programs were launched in 2015, in order to invest today in tomorrow's professionals, such as "The Oilmen's School", the Summer School for Oil Students or Fresh Graduates Program in Upstream. Moreover, OMV Petrom completed the modernization of the Institute for Research and Technological Design (ICPT) in Câmpina, a project financed both from own sources and from European funds. Using new technologies, like the ones currently available at ICPT Câmpina, the company can get more accurate data regarding geological structures and can test new solutions for the production of existing fields, so that it can increase their productivity.

Engagement with the stakeholders is equally important in positioning OMV Petrom towards a sustainable and profitable business development in a volatile and challenging market and regulatory environment.

Operations Excellence / Kaizen events

The Operations Excellence (OEx) program is a company-wide initiative focusing on understanding and creating value, identifying and eliminating waste, and continuously improving the ways in which the company operates. In this environment, OMV Petrom has managed to create a context that fosters employee engagement and encourages them to take on responsibilities, ultimately leading to a shift in mindset and attitude both for the organization and for its partners.

OEx started in March 2013 and was initially implemented as a pilot project in three Upstream organizational units, being currently rolled out in all Upstream organizational units. One of the main results of the program has been achieved by reducing production losses by 3,800 boe/d (24.4%) between 2012-2015, with significant contribution from OEx. Another very important achievement of the program is reaching the MTBF target of 500 days in November 2015.

Kaizen events represent one of the main pillars of the program, together with Operations Academy (a total production impact of 5,277 boe/d, from new and accelerated ideas) and with Technical Streams. Consisting of three-day activities delivered by a multidisciplinary team, a Kaizen event is focused on eliminating waste and inefficiencies in a specific production facility. Since 2013, 300 Kaizen events were conducted across the majority of the production sectors, with the support of the 112 OEx Champions, selected from the most dedicated employees.

More than 1,500 employees from all business divisions took part in 143 such activities in 2015 alone, while maintaining the zero safety incidents/ accidents indicator. The progress and accomplishments of the OEx program highlight the organization's potential to continuously improve its operations and generate value, but, most importantly, to engage and empower its people to contribute on a daily basis to safer and simplified processes.

Sustainability

OMV Petrom sustainability strategy: Resourcefulness

As the largest integrated oil and gas producer in Southeastern Europe, OMV Petrom's aim is to secure a reliable energy supply for society, now and in the future, especially in times when the industry faces significant challenges, seeking to minimize business risks, support development of the communities where the company operates and minimize its environmental impact.

OMV Petrom's sustainability strategy, Resourcefulness, brings together the company's responsible commitments on HSSE, diversity, business ethics, human rights and stakeholder engagement and it focuses on three key areas:

- Eco-Efficiency
- Eco-Innovation
- Skills to Succeed

The Resourcefulness Steering Committee, the governance body that manages and oversees OMV Petrom's Sustainability strategy, continued to meet in 2015. The committee is chaired by the company's CEO, comprises representatives of each Resourcefulness topic and business segment and is responsible for developing projects, informing and aligning all functions and business units in all sustainability initiatives. In 2015, more than 200 managers integrated Resourcefulness objectives in their performance and development goals. Furthermore, the internal engagement in Resourcefulness is obtained through volunteering programs initiated by employees with the aim of contributing to solving community issues.

Eco-Efficiency

OMV Petrom aims to limit the environmental impact, particularly in the area of energy efficiency, greenhouse gas (GHG) emissions and water management. In 2015, OMV Petrom made good progress in driving energy performance and the Energy Management System underwent the surveillance audit according to ISO 50001, covering all Upstream and Downstream business activities.

GHG emissions reduced by 9.4%

Energy efficiency projects contributed to a further reduction of the company's GHG emissions, by 9.4% in 2015 versus 2014. In Upstream, the initiatives to reduce GHG intensity consisted of decreasing gas consumption (e.g. by upgrading the degasolination plants with a new low temperature separation unit), reducing vented gas (e.g. by optimization of gas compressors stations and the pipeline network) and improving the accuracy of the assessment methodology for flaring and venting. As part of the G2P/CHP Energy Efficiency Program, three new G2P units were commissioned in 2015, reaching a total installed capacity of 58 MW since the beginning of the program. In 2015, OMV Petrom developed and implemented a specific methodology and process to improve the way in which air emissions are calculated in Upstream. In Downstream Oil, the implementation of projects to improve heating efficiency by revamping and optimizing the steam system at the Petrobrazi refinery continued in 2015. These projects entail optimizing the steam consumption for the floating roof tanks, upgrading the steam tracers' batteries, and improving the thermal insulations of the steam pipelines and hot feed in the coker unit.

Eco-Innovation

OMV Petrom aims to find and secure alternative energy sources and opportunities. In 2015, the company set up a dedicated team, in charge of identifying and evaluating possible directions/ projects for Eco-Innovation. Progress on this topic will be further reported as the work develops.

Skills to Succeed

OMV Petrom builds trust with its communities in order to gain a social license whilst running an efficient business. The company's utmost social responsibility is to stimulate economic growth in almost 80 local communities where it operates and it does so by fostering the skills that people need in order to be successful.

"România Meseriașă„ – main vocational education program

The strategic focus on Skills to Succeed is on vocational education and entrepreneurship. The main program on vocational education is "Romania Meseriașă". The objective is to put the topic on the public agenda and find solutions for improving the education of future craftsmen.

In 2015, OMV Petrom launched the second edition of "Made in Andrei's Country" – a project for entrepreneurial education shaped as a grant competition. The project has as objective to set up ten social businesses in order to bring economic and social value in the OMV Petrom communities by offering grants of over EUR 350,000 and almost 1,000 hours of consultancy for business development.

The construction of the new Community Resource Center in Boldești-Scăieni, according to the highest environmental standards, was finalized and opened its doors in 2015. Over 100 children and 100 parents benefitted from social and educational support, in order to reduce school abandonment and to help integrating the disadvantaged community members.

How the company performed

The company has identified the key topics influencing its performance and, for each of them, it measures the effects of its actions, with the purpose of subsequently identifying the most adequate improvement measures, both for OMV Petrom and its stakeholders.

Health, safety, security and resilience (HSSE)

HSSE is a key value of OMV Petrom's business. The physical and mental well-being and safety of employees, as well as the integrity of operating facilities, are of crucial importance for the company. Loss prevention and proactive risk management are essential to maintaining the company's license to operate and to reach its "ZERO harm – NO losses" vision.

Health highlights:

- Consolidation of the "Health: On!" platform among employees by: (i) "Health: On! Your personal guide" distributed to all employees, (ii) "Win Health: On!" contest, successfully run for the first time with the participation of over 130 employees while celebrating the World Heart Day, on September 29; 50 contestants representing all assets were rewarded for a healthy lifestyle with prizes, (iii) health services fair held in the OMV Petrom headquarters with over 150 participants.
- Maintain private health insurance, as one of the most important employee benefits: over 7,400 beneficiaries and over 46,000 claims files resolved in 2015.
- Annual screening programs offered to eligible employees: over 9,600 employees screened for cardio-vascular risks, over 9,600 for hepatic risks, over 5,900 for cancer risks (skin, breast, prostate), over 3,400 vaccinated for flu.

Safety highlights:

- OMV Petrom was awarded by the European Transportation Safety Council. The company has taken outstanding measures to improve road safety at work (e.g. integrated vehicle monitoring systems covering more than 10,000 car users, road safety requirements for

contractors). As a result, no work related road fatalities or serious injuries occurred in past three years.
- OMV Petrom continued to use its online safety and emergency training platform "Virtual University" and more than 2,500 employees accessed the training materials and tests available through the platform.
- OMV Petrom implemented a behavior based safety project having clear steps and methodology defined to identify and train an internal network of people who can further make a difference for a safety growing culture. The roll out process was initiated in all Upstream onshore organizational units.

In line with the process safety strategy, OMV Petrom focused in 2015 on auditing the status of process safety implementation across all business divisions through a specific assessment program. Other process safety activities focused on increasing awareness and competences of OMV Petrom's operating personnel by:
- Process Safety Knowledge sharing campaign
- Process Safety Awareness campaign
- Process Safety Computer Based Training program covering more than 8,000 employees.

	2013	2014	**2015**
Lost-time injury rate (LTIR) per one million hours worked for own employees	0.37	0.47	0.23
Lost-time injury rate (LTIR) per one million hours worked for contractors	0.31	0.21	0.13
Lost-time injury rate (LTIR) per one million hours worked combined employees and contractors	0.33	0.30	0.16
Total recordable injury rate (TRIR) per one million hours worked for own employees	0.67	0.90	0.50
Total recordable injury rate (TRIR) per one million hours worked for contractors	0.51	0.56	0.31
Total recordable injury rate (TRIR) per one million hours worked combined employees and contractors	0.57	0.68	0.38

Environmental management highlights

OMV Petrom manages its environmental impact along the entire value chain, aiming to use natural resources efficiently and minimize waste and emissions to air, water and land. The company aims to prevent and reduce oil spills and leakages.

In 2015, the risk based inspection and pipeline integrity software were successfully completed and rolled out allowing the Upstream segment to be proactive in managing the pipeline integrity and process safety risks. Over 80% of the actions from HAZOPs completed in previous years are closed out to support risk reduction of the high risk facilities. Emergency drills were performed in all Upstream's organizational units to strenghen the response in case of incidents.

Extensive environmental awareness campaign

In 2015, OMV Petrom rolled out an extensive environmental awerness campaign "Shaping environmental values through performance", which targeted around 300 employees and aimed at promoting environmental performance and good practices.

Efforts to protect water resources resulted in a further reduction of water withdrawal in 2015. In Upstream, OMV Petrom continued carrying out preventative maintenance and repairs to reduce water losses, as well as optimizing fresh

Start construction of a new produced water treatment plant

water supply systems and improving fresh water treatment and heat generation. The construction of a new produced water treatment plant started on Suplacu de Barcău oil field. This new plant, which will replace the existing one, will incorporate the latest available technology.
In Downstream, the Petrobrazi refinery reduced water withdrawal by implementing a number of projects. These included recovering condensate from the sour water stripper re-boiler in the gas desulfurization and sulphur recovery plant, upgrading steam tracers' batteries, reducing purges of the catalytic reformer and the fluid catalytic cracking cooling towers, and optimizing the drinking water network.

Security and resilience (S&R) highlights

In the field of security and resilence, OMV Petrom focused on three main directions in 2015:

- Detection and prevention of significant losses

As part of the proactive approach to identify vulnerable business processes, all S&R activities were undertaken in close cooperation with the business units.
Following security risk assessment conducted in 2013 and 2014 on over 2,000 objectives from Upstream, the methodology scope was expanded to Petrom City campus offices and to more than 200 filling stations of the OMV Petrom Group in the Republic of Moldova, Bulgaria and Serbia.

- Increase operational effectiveness of service providers

Cooperation protocols with authorities continued

Cooperation protocols with authorities were expanded in 2015. Relations with the General Inspectorate of Gendarmerie were set up to further increase the protection of operations environment and efficiently respond to security threats. OMV Petrom also signed a cooperation protocol with the General Inspectorate for Emergency Situations (IGSU), to ensure an efficient emergency response and crisis management in case of major emergency situations, which enabled organizing a joint Crisis Management Exercise.
Security & Resilience department promoted even more the human rights standards in order to increase awareness on this topic among business partners. OMV Petrom applied the scope of the Voluntary Principles of Human Rights to the security services providers.

- Community engagement for reduction of security incidents

A pilot project was implemented in one of OMV Petrom's Upstream organizational units (Moesia), which aimed to engage with one of the local community (Poeni) through an ample community engagement event. The aim of the project was to bring the company closer to the people living in the community where it operates. The company representatives discussed with more than 100 people from this community on security related topics, they conducted volunteering activities and together with the authorities (Police, Gendarmerie and IGSU), they implemented preventive campaigns for more than 200 children.

Human rights

As a member of the United Nations Global Compact (UNGC), OMV Petrom embedded their principles into its own human rights policy and Code of Conduct. The company moved further and defined human rights key performance indicators. OMV Petrom aims to communicate openly with its employees and stakeholders on human rights issues, and to demonstrate the actions it has taken to meet EU legislation and Global Compact principles. OMV Petrom's Human Rights Policy and Matrix guide the company business decisions.
In 2015, OMV Petrom became a member of UNGC, the local network, Global Compact Network Romania (GCNR). Therefore, OMV Petrom interacted and shared experience with bussiness partners who commit to a responsible conduct towards employees, environment and the local communities. Moreover, by virtue of its UNGC membership, the company organized stakeholders' debates and forums, maintaining constant contact with suppliers and sharing its values from the Code of Conduct and international examples of best practice. These events were organized in June and September and constituted a good education exercise

for the company and for its partners in the spirit of accountability for human rights, risk management, business ethics.

A series of internal advertising activities were implemented with the occasion of International Human Rights Day, demonstrating that human rights topic is permanently embedded in the company's daily activities.

2015 was the second year when the company benefited from the services of the ombudsman department, called PetrOmbudsman. Efforts continued in order to create the necessary conditions for people to feel comfortable at work. Thus, PetrOmbudsman was directly involved in the initiation of discussions and workshops to improve vertical and horizontal communication, the ability of employees to express and support ideas in a productive manner and to cope with changes in their lives. In 2015, about 120 workshop sessions were organized on the topics of conversational communication and change management, with the voluntary participation of more than 2,000 employees and managers. As recognition of the progress achieved by PetrOmbudsman, the company was invited to host the second European Ombudsman Meeting of 2015, which was used as a means for knowledge sharing with other ombudsmen and benchmarking the company's own practice.

Diversity and employee development

As OMV Petrom's workforce is made up of more than 40 different nationalities, diversity, inclusion and equal opportunities are high on the agenda at all its operating locations. Diversity contributes to OMV Petrom being acknowledged as an employer of choice, and it aims to keep it that way. Achieving gender balance has always been a challenge in the industry OMV Petrom operates. By the end of 2015, the proportion of women across the OMV Petrom Group was 22.5%, thereof 28% (273) were in management positions, slightly above industry benchmarks.

To promote gender balance, for the third year OMV Petrom supported the Women Leadership Cross-Company Mentoring Program, participating with some of the most experienced managers of the company.

OMV Petrom's scope, as an organization, is also to attract the best students and offer them the opportunity to complete formal education by attending practical activities, specific to a certain business area. Open4U is the company's very successful internship program, through which, in 2015, it hosted 93 students who undertook a two-month paid internship.

Open4U internship program for students

Business ethics and compliance

Trust and integrity form the basis for all the company's activities and OMV Petrom aims for a culture of ethics and responsibility. All OMV Petrom employees, as well as its contractors and other business partners, are expected to demonstrate honesty, transparency and integrity in their business dealings. OMV Petrom's Code of Business Ethics includes, amongst others, clear rules on conflicts of interest as well as gifts and hospitality.

Every year, the company delivers comprehensive training on topics related to business ethics, antitrust, and insider trading. In 2015, more than 900 employees were trained on business ethics, 150 on antitrust and 570 on insider trading matters. The company developed online training kits related to business ethics and insider trading which are available to all employees on the company's intranet. The company strengthened its compliance program, which combines training, guidelines, internal rules and expert advice. It started a series of "Compliance and Beyond" events at its headquarters and also in the territory, with workshops addressing compliance matters.

Community relations

OMV Petrom engages with a wide range of stakeholders. In 2015, OMV Petrom continued to be the number one company in Romania in social and ecological projects and recognized by its external stakeholders as the most involved company in education projects [iii].

OMV Petrom – recognized as the most involved company in education projects in Romania

Through all the projects, in 2015, almost 19,000 people from OMV Petrom communities benefitted from educational initiatives, out of which 317 received scholarships. Almost 720 people received qualifications and support in order to raise competitivity on the labor market

[iii] Public perception is a KPI measuring stakeholder engagement, according to OMV Group defined sustainability controlling KPIs dashboard. The perception study is done bi-annually targeting general public and key opinion leaders from media, NGOs and public authorities sectors. The study is conducted by Integral.

and 1,500 students were assisted through career orientation and trained for leadership and performance. All the projects were carried out through the social responsibility platform "Andrei's Country".

As education is a very important topic for the company, the seventh edition of the OMV Petrom Stakeholder Dialog Forum in 2015 raised debates on vocational education with relevant stakeholders (NGOs, Ministry of Education and Ministry of Labor representatives, education experts, other companies' representatives and teachers). The objective of the event was to further continue and enhance the company's dialog on professional education with key players, in order to identify win-win projects which contribute to a national strategy on vocational education and training.

A very important category of stakeholders for OMV Petrom is represented by the local communities where it operates.

Strengthened dialog and engagement with stakeholders

In 2015, OMV Petrom continued to strengthen the dialog and engagement with its stakeholders by supporting all eleven community based organizations which were created with full support from OMV Petrom – local NGOs financed and organized by OMV Petrom involving local authorities, community members and private companies representatives with the aim of finding solutions for efficient long-term local development. Besides the grants competition organized for the eleven NGOs and having as scope local development through entrepreneurship and education, OMV Petrom also focused on the NGOs organizational development and capacity building providing financial education and project management training.

OMV Petrom upgraded the stakeholder database offering permanent guidance for all business areas in order to enable a proper and consolidated stakeholder engagement plan for two main investment projects (Field Redevelopment Turburea Bibești and Preajba Cartojani). As part of its community relations approach, OMV Petrom also rolled out stakeholder dialog initiatives in ten local communities in order to maintain a transparent dialog and information platform with community members aiming to have win-win solutions for all partners involved.

Some of OMV Petrom's main partners in implementing community projects are the central and local NGOs. Thus, in 2015, 2,100 employees offered their support to the civil society and redirected 2% of their income tax to more than 230 NGOs. OMV Petrom's employees continued to be the key stakeholder in rolling out the sustainability activity. In 2015, more than 1,800 employees initiated or participated to above 100 community volunteering projects.

Improving OMV Petrom's energy efficiency

OMV Petrom is the main producer of energy (fuels, gas and electricity) and one of the most energy-intensive industrial operators on the Romanian market. As such, one of the company's key focus areas is to improve its energy performance across the entire value chain. Energy efficiency enables OMV Petrom to uphold its commitment to limit the environmental impact of its operations, while at the same time improving the economics of its projects. Last but not least, energy efficiency is also a main driver for greenhouse gas (GHG) emissions reduction.

In line with its commitment to a sustainable business, OMV Petrom has implemented a unitary Energy Management System certified according to ISO 50001. The external surveillance audit revealed zero non-conformities and is a testament to the fact that the efforts to improve energy efficiency are a deep-rooted practice in the company's organizational culture.

The optimization of steam consumption for heating the floating roof tanks by upgrading the steam tracers' batteries, the hot feed integration in the Coker unit and the thermal insulation of pipelines in the Petrobrazi refinery continued in 2015. At the same time, Upstream improved its energy efficiency through a series of modernization works at compressor stations, oil parks and pumps. Moreover, Petrom City, the company's headquarters in Bucharest, which is operated at the highest standards of energy efficiency, continued to improve energy performance in 2015 by smart usage of mobile Building Management System integrated with a system of automated blinds.

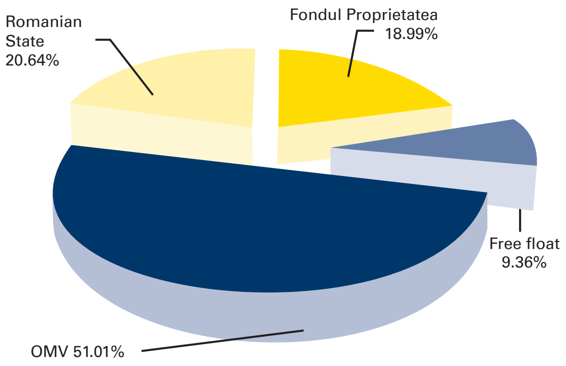
Given that energy is one of OMV Petrom's main operating costs, a more efficient energy use will improve its competitiveness in the long run and will help secure the supply of energy products to the company's customers.

OMV Petrom shares

OMV Petrom shareholding structure – broadly unchanged

Shareholder structure

As of the end of 2015, OMV Petrom S.A. had the following shareholding structure: 51.01% - OMV Aktiengesellschaft, 20.64% - Romanian State (via the Ministry of Energy), 18.99% - Fondul Proprietatea S.A. The remaining share was free float, traded within the Premium category of the Bucharest Stock Exchange (BSE). Around 500 legal entities from both Romania and abroad held approximately 7.6% of the free float shares, with the remainder (1.7%) held by almost 460,000 private individuals.



Shares

In 2015, OMV Petrom's share price started the year on a downward trend compared to end-2014, in line with the oil price evolution. Afterwards, the stock traded mixed and in mid April registered its year high of RON 0.4025. For then on, the share price continued to follow domestic and international trends and developed negatively, reaching the year low of RON 0.2895 in mid December.

Overall, OMV Petrom's share price went down by 28.9% on a full-year basis, mainly influenced by the approx. 50% drop in oil price. OMV Petrom's market capitalization at the end of 2015 stood at RON 16.4 bn (EUR 3.6 bn), accounting for 11.3% of the total market capitalization of the companies listed on the BSE.

In terms of domestic index development, 2015 was a relatively weak year compared with 2014, with the BET-NG sector index (comprising stocks in the energy and utilities sectors) down by 14.0% and the BET index (representing the ten most liquid blue chip stocks listed on the BSE) slightly lower by 1.1%. The BET-BK index (designed as a benchmark for asset managers and institutional investors) grew by 2.6% over the same period.

On the international financial markets, the European and US indices had a mixed evolution in 2015 compared with 2014: the DAX went up by 9.6%, FTSE Eurotop 100 rose by 3%, Dow Jones decreased by 2.2% while the FTSE Global Energy Index, comprising the world's largest oil and gas companies, declined by 24%.

OMV Petrom share symbols

ISIN	ROSNPPACNOR9
Bucharest Stock Exchange	SNP
Bloomberg	SNP RO
Reuters	ROSNP.BX

OMV Petrom shares at a glance

	2013	2014	**2015**
Number of shares (mn)	56,644.1	56,644.1	56,644.1
Market capitalization (RON mn) [1]	26,611	23,111	16,427
Market capitalization (EUR mn) [1]	5,961	5,156	3,627
Year's high (RON)	0.4784	0.4900	0.4025
Year's low (RON)	0.4098	0.3700	0.2895
Year end (RON)	0.4698	0.4080	0.2900
EPS (RON/share)	0.0851	0.0371	(0.0119)
Dividend per share (RON)	0.0308	0.0112	0 [2]
Dividend yield [1]	6.6%	2.7%	0
Payout ratio	36%	30%	0

[1] Calculated based on the closing share price as of the last trading day of the respective year.
[2] Dividend subject to GMS approval on April 26, 2016.

Live audio webcasts and conference calls organized

General Meeting of Shareholders

On **April 28, 2015,** the Ordinary General Meeting of Shareholders (OGMS) approved OMV Petrom S.A.'s Revenues and Expenditures Budget for the financial year 2015, the financial statements for 2014 and the distribution of a gross dividend of RON 0.0112 per share for the financial year 2014: a total amount of RON 634 mn, corresponding to a 30% payout ratio. The OGMS also approved the revocation of Mr. Lucian-Dan Vlădescu from his capacity as member of OMV Petrom's Supervisory Board and the appoitment of Mr. Bogdan-Nicolae Badea and Mr. Christoph Trentini as new members of OMV Petrom's Supervisory Board for the remaining terms of Mr. Lucian-Dan Vlădescu and Mr. Hans-Peter Floren, respectively until April 28, 2017. The OGMS also reappointed Ernst & Young Assurance Service S.R.L. as the company's financial auditor for 2015.
On **September 22, 2015,** both the OGMS and Extraordinary General Meetings of Shareholders (EGMS) were held. At the OGMS, Mr. Rainer Seele, was appointed as member of OMV Petrom's Supervisory Board for the remaining term of Mr. Gerhard Roiss.
The EGMS approved the secondary listing of OMV Petrom on the London Stock Exchange by issuance of global depositary receipts representing interests in OMV Petrom S.A.'s existing shares, which are intended to be admitted to listing on the official list of the United Kingdom Financial Conduct Authority and to be admitted to trading on the London Stock Exchange's main market for listed securities and the empowerment of the Executive Board to take all necessary actions for the implementation of this approval. Both the approval of the seconday listing and the authorization of the Executive Board are valid until 31 December 2016.

Investor Relations activities

Throughout 2015, the company's top management and the Investor Relations (IR) team have enhanced presence in the local and foreign capital markets, by regularly organizing meetings and conference calls with both local and foreign institutional investors and analysts. Moreover, with the occasion of the Q4/14, Q2/15 and Q3/15 earnings release, the company organized live presentations of the company's financial and operating results, made available through audio webcasts and conference calls, while with the occasion of the Q1/15 earnings release, a meeting and conference call were organized, all being hosted by Executive Board members. These events attracted about 80 analysts and investors, with approx. 30% of them actively participating by addressing questions.
In 2014, the company held two conference calls with equity analysts and investors to present the Q4/13 and Q2/14 financial and operational results.
Additionally, the company also attended analyst and investor conferences and roadshows organized in Romania and abroad (Europe and the US). All these events maintained a high level of accessibility of analysts and investors, who had the opportunity to address questions directly to the company's top management team as well as to the Investor Relations representatives, and discuss the company's reported results and its strategic directions. About 150 one-to-one or group meetings were held in 2015.

In the interests of transparency and timeliness, all company reports, releases and important information for shareholders, analysts and investors are promptly posted and archived, after dissemination to the BSE, on the company's website www.omvpetrom.com, under the Investor Relations section.

Dividends

The Supervisory Board has accepted the Executive Board's proposal to the Ordinary GMS that no dividends will be distributed for the year 2015.

Own shares

As at year-end 2015, OMV Petrom S.A. held a total of 204,776 own shares, representing 0.0003% of issued share capital.
In 2015, OMV Petrom did not buy back or cancel any of its own shares.

Business environment

World

World economy grew by 3.1%

Global growth remained subdued and uneven in 2015; preliminary IMF data suggests the world economy grew by only 3.1%, at a slower pace than in 2014. The gradual slowdown and rebalancing of economic activity in China, away from investment and manufacturing towards domestic consumption had a significant impact on the world economy. In addition, growth in several key emerging markets, in particular in commodity-exporting countries, remained very weak. Although the Russian economy showed some tentative recovery signs in the last part of 2015, its strong dependence on oil pushed down its annual economic growth by 3.7%. Weak domestic fundamentals in Brazil deepened the country's recession, which recorded a GDP fall of 3.8%. The tightening of monetary policy in the US at the end of 2015 ended an extraordinary seven-year period during which the federal funds rate was held near zero in order to sustain economic recovery. The US economy grew by 2.5% in 2015 as lasting strong improvements in the labour market suggested that the underlying strength of the economy continued to persist despite fears of a potential marginal slowdown. In the Eurozone, economic recovery continued, largely on the back of developments in private consumption. However, although the euro area recorded a 1.5% growth in 2015, its real GDP still remains below the pre-crisis peak level.

Consumer price inflation in advanced economies fell sharply to 0.3% in 2015, driven by the fall in commodity prices. Core inflation rates remained well below inflation objectives in advanced economies. Headline inflation in the euro area remained low, at 0.2% at the end of 2015. The divergence of monetary policy in the euro area and the US pushed the euro down by an annual 10% against the US dollar at the end of 2015. Reduced global activity and the subsequent changes in trade effective exchange rates impacted negatively world trade volumes, which slowed down further to 2.6%.

In 2015, total **global oil demand** rose by 1.7% to 94.4 mn bbl/d compared to 2014, one of the highest volume increases in recent history. OECD oil demand rose by 0.9% in 2015 to 46.1 mn bbl/d, led by the Americas and, to a lesser extent, Europe. Gasoline and jet fuel were the two most sizable contributors to US demand growth in 2015. Non-OECD annual demand grew up by a solid 2.5%, or 1.2 mn bbl/d, driven forcefully by oil demand in Asia and, in particular, China. **Global oil supply** stood at 96.4 mn bbl/d, growing by a significant 2.6 mn bbl/d, or 2.9%, compared to 2014. However, in contrast with 2014, when non-OPEC producers made up almost the entire gain in production, in 2015 growth was evenly divided between OPEC and non-OPEC producers. Increases in production from both Saudi Arabia and Iraq contributed the largest part of OPEC's total production gain. The US shale oil production showed resilience to lower oil prices, pushing up output in the Americas by 0.8 mn bbl/d. OPEC's effective spare capacity stood at 2.5 mn bbl/d at the end of 2015, with Saudi Arabia accounting for 90% of the surplus.

In 2015, the average Brent price fell for the third year in a row, standing at USD 52.3/bbl, 47% lower compared to its 2014 level. Oil prices declined markedly since September 2015 amid fears of a continuing build up in excess global supplies. The fall in oil prices had a notable impact on investment in oil and gas extraction, but it failed to push up consumption in oil import countries far enough to prevent prices falling further. The gap between Brent and Urals oil prices widened in 2015 to USD 1.0/bbl up from USD 0.4/bbl a year earlier. In 2015, the average Urals price was USD 51.45/bbl, 47% lower compared to 2014.

Romania

Romania's economy advanced by 3.7%

According to preliminary estimates by the National Institute of Statistics, Romania's economy grew by 3.7% in 2015, higher than initially forecast. Output continued to be driven by the recovery in private consumption, which was supported by both tax cuts and wage increases. Household purchasing power advanced throughout 2015 as inflation went into negative territory and annual nominal wage growth gathered strength on improved economic prospects. Throughout 2015, the consumer confidence indicator remained at significantly higher levels compared to those observed during the preceding six years. Household final consumption expenditure rose, while non-government demand for credit continued to gain strength, growing by 3.8% in annual terms.

The volume of industrial production growth slowed down to 2.7%, as gains in domestic production were much harder to sustain at levels similar to those of 2014. Manufacturing output grew by 3.5%, while volume activity in the mining and quarrying sector fell by 12.5% compared to the previous year, triggered by weaker global commodity prices. The current account deficit widened to EUR (1.8) bn in 2015, the equivalent of (1.1)% of the GDP, reversing its trend. Trade balance recorded a deficit of EUR (0.9) bn at the end of 2015, almost double compared to 2014. As it happened in 2014, the net balance of services was once again positive in 2015, counterbalancing the negative side of the goods component of the trade balance. Exports and imports advanced by 4.1% and 7.6%, respectively, as increased domestic purchasing power drew in more foreign goods. In 2015, foreign direct investment reached an estimated EUR 3 bn, almost a quarter higher than in 2014; but the entire amount came from reinvested profits of foreign entities in Romania, so fresh foreign capital financing the domestic economy remained scarce.

In 2015, the government budget deficit stood at (1.5)% of the GDP, as improved revenue collection and overall restrained public sector expenditure managed to keep the deficit under control. Total revenues rose by 9.1% in real terms, driven by higher VAT revenues and increased social security contributions. Public spending went up by 8.6% in 2015, but this occurred, once again, at the expense of diminished investment expenditure, which was lower than the budgeted figure by the equivalent of 0.8% of the GDP.
Labor market conditions improved in 2015 as the economy added jobs in each month of the year through November. Employment recovered to its June 2009 level and was just 5% below the peak in 2008. Despite the positive evolution of hiring in the economy, the year-end unemployment rate rose slightly to 6.7%, up from 6.6% at the end of 2014.

Annual harmonised consumer price inflation (HCPI) stood at (0.7)% at the end of 2015 as the VAT reduction from 24% to 9% for food and beverages drove domestic prices down. The extended fall in energy prices throughout 2015 also contributed to lower inflation. As it did in 2014, the National Bank of Romania continued to ease monetary policy throughout 2015, cutting its benchmark interest rate by a cumulative 100 basis points to a record low of 1.75%.
In 2015, the average RON/EUR exchange rate remained virtually unchanged, but the RON/USD exchange rate depreciated by close to 20%, driven by the buildup strength of the USD in global markets. The monthly average RON/EUR volatility was lower than in 2014, as domestic macroeconomic stability improved.
Romanian **energy supply** rose in 2015 by 2.0%, to 32.9 mn toe, with economic recovery gaining speed and domestic demand advancing further. Overall, total energy imports rose by 4.7%, with both coal and fuel product imports going up by 11% and 28%, respectively.

RON/USD exchange rate depreciated by close to 20%

The Upstream business explores for and extracts oil and natural gas in Romania and Kazakhstan. In Romania, OMV Petrom accounts for almost the entire crude oil production and for approximately half of the gas production.

Gabriel Selischi, EB member responsible for Upstream: "In 2015, total production in Romania was kept at a broadly stable level as the good results from production optimization initiatives and previous years' investments and discoveries successfully offset the natural decline of some key fields. The LTIR in Upstream registered the lowest level since privatization, dropping to 0.23, compared to 0.40 in 2014, below the international benchmark. Following the steep decline of the crude oil price, Upstream investments were reduced by 35% when compared with the previous year. As part of OMV Petrom's exploration focus, drilling campaigns onshore and offshore – both shallow and deep water – continued in 2015, supported by the 79% seismic coverage (weighted average for onshore and offshore) of the exploration acreage. In the deep waters of the Black Sea, we completed the second exploration drilling campaign, with encouraging results to progress more detailed work to determine if commercial development is viable."

At a glance

	2013	2014	**2015**
Segment sales (RON mn) [1]	13,220	12,889	8,979
EBIT (RON mn) [2]	5,529	3,932	(1,815)
Clean EBIT (RON mn)	5,542	4,667	919
EBITD (RON mn)	8,018	7,201	4,099
Capital expenditures (RON mn)	4,401	5,349	3,486
Total Group production (mn boe)	66.64	65.82	65.19
thereof in Romania	62.54	62.57	61.90
Proved reserves as of December 31 (mn boe)	728	690	647
thereof in Romania	707	671	625

[1] Include inter-segment sales.
[2] Excluding intersegmental profit elimination.

HSSE is Upstream's first priority

Upstream LTIR significantly improved

The overall HSSE focus was further strengthened in 2015 and additional improvement measures are being worked on. The Lost-Time Injury Rate (LTIR) in Upstream significantly improved to 0.23 in 2015, the lowest level since privatization, below the target and the international benchmark. The fatality rate has been reduced by 90% between 2008 and 2015.

Financial performance

Upstream **Clean EBIT** came in 80% lower compared to 2014, at RON 919 mn, mainly due to lower oil prices, higher exploration expenses, higher depreciation and lower oil and gas sales volumes, which more than offset favorable FX rates, lower production costs and royalties. Exploration expenses increased to RON 577 mn in 2015 (2014: RON 156 mn), which reflected the write-off of four wells, as well as increased seismic activity. The average Group realized crude price was USD 45.00/bbl, 48% lower than in 2014. The oil price hedges for the period Q4/15 through Q2/16 were monetized and together with the oil price hedges for Q3/15 have improved the clean EBIT by RON 101 mn. Group production costs stood at USD 13.16/boe, 24% lower than in 2014, mainly due to efforts made to simplify and adjust the organization, favorable FX rates as well as the reduction of tax on constructions in Romania from 1.5% to 1%. Production costs in Romania expressed in USD/boe were USD 12.79/

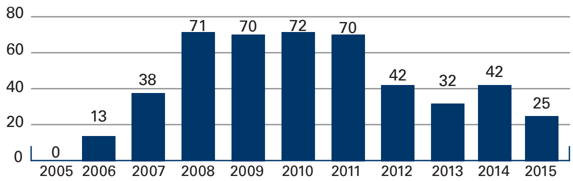
boe, down 24% versus 2014, while in RON terms they decreased to RON 51.23/boe (2014: 56.32 RON/boe), mostly due to lower services costs, personnel and materials.
Reported EBIT in 2015 amounted to RON (1,815) mn, due to higher special charges. The further decline in oil prices and market volatility have led to the review of OMV Petrom's oil price assumptions for both the short- and long-term. These revised assumptions have required impairments of production assets, which were recognized at the end of Q3/15 and Q4/15 in Romania and at the end of Q4/15 in Kazakhstan, totalling RON 2.7 bn, whereas 2014 was influenced mostly by impairments in Kazakhstan triggered by unsuccessful field redevelopment results in the TOC fields.

Upstream **capital expenditures** decreased by 35% compared to 2014, to RON 3,486 mn. The investments were mainly directed towards field redevelopments, drilling and workover activities, as well as drilling activity in Neptun Block. Exploration expenditures reached RON 1,399 mn and included mainly the capitalized expenditures in relation to the drilling activities in the Black Sea, as well as onshore drilling activities performed within the joint venture with Repsol.

Reserve replacement rate (RRR)
As of December 31, 2015, the total proved oil and gas reserves in OMV Petrom Group's portfolio amounted to 647 mn boe (of which 625 mn boe in Romania), while the proved and probable oil and gas reserves amounted to 917 mn boe (of which 873 mn boe in Romania). For the single year 2015, the Group's reserve replacement rate was 33% (2014: 42%), while in Romania it stood at 25% (2014: 42%). The Group's three-year average reserve replacement rate stood at 35% in 2015 (2014: 39%), while in Romania it stood at 33% (2014: 39%).
The reserve replacement rate of the Group was supported by continuous reservoir studies performed, diversification of recovery techniques and new extensions of existing fields, nevertheless being impacted in 2015 by the reduced level of investments.

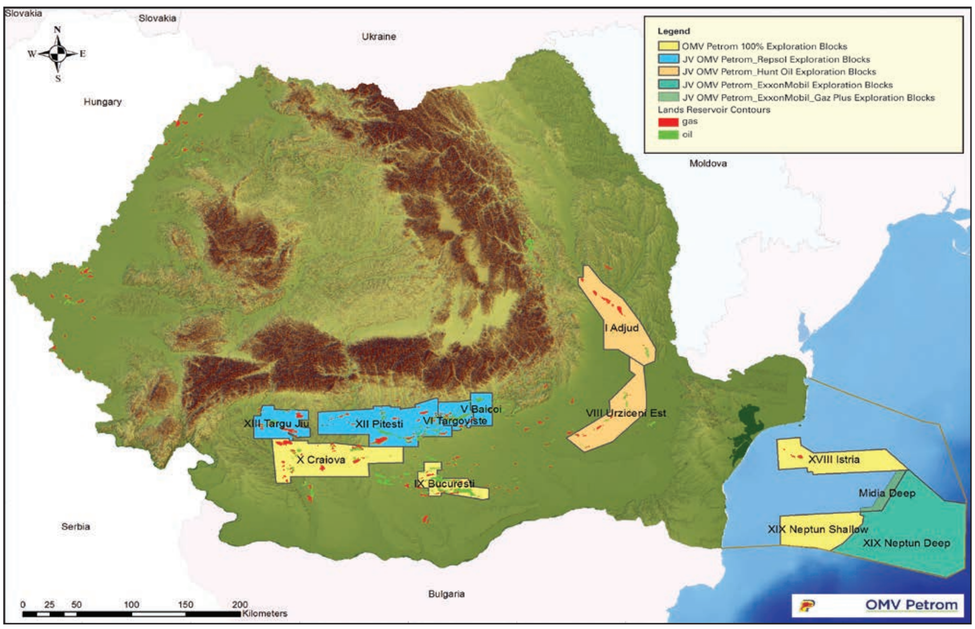
Group's three-year average RRR of 35%

Reserve replacement rate in Romania



Romanian Upstream operations

OMV Petrom's exploration, development and production concessions in Romania



Exploration

2015, as the first year of a new exploration cycle (three years extension for nine blocks), was mainly dedicated to seismic acquisition commitments and preparation of new drilling activities.

Onshore exploration success rate reached 75%

Although out of the four onshore exploration wells finalized in 2015, only two reached the initial target, the onshore exploration success rate reached 75% considering that one well (6500 Băicoi) reached a different target than initially planned.

Four seismic projects have been completed, as follows:

- 3D Padina seismic acquisition, under the JV with Hunt Oil, with the goal to better delineate the recent oil and gas discovery in the Urziceni East Block and to identify further opportunities;
- 2D Pitești and Târgu Jiu seismic acquisitions under the JV with Repsol, specially designed to better image the deep geological formations (long offsets) in order to support the identification of potential deep drilling targets;
- 3D Adjud seismic acquisition, under the JV with Hunt Oil, designed to support the exploration for complex stratigrafic traps in the northern part of Adjud Block.

Exploration and appraisal activity continued in the Neptun Deep block

Exploration and appraisal activity continued throughout 2015 in the Neptun Deep block, a joint arrangement between OMV Petrom and ExxonMobil. Pelican South-1 (spudded in October 2014) was completed in March 2015 and then the rig was moved and drilled Dolphin-1, Flamingo-1 and Califar-1 wells. In addition, a successful well test of the Domino structure was performed. The drilling activity was concluded with the Pelican South-2 well, spudded in December 2015. The exploration and appraisal campaign entailed seven exploration and appraisal wells in total, between July 2014 and January 2016, in water depths ranging from 130 m to 1,614 m, with most of them encountering hydrocarbons. The results of the drilling campaign are sufficiently encouraging to progress more detailed work to determine if commercial development is viable. Exemplary safety and environmental performance was achieved during the campaign.

In partnership with Repsol, two deep wells were spudded in 2014 and continued drilling in 2015, as follows:

- Well 6500 Băicoi, in the Băicoi Block had a target depth of more than 5,000 m. Due to technical problems, the well was abandoned at approx. 3,500 m. However, an oil discovery has been made in Dacian formations. This discovery has been further appraised by the well 680 Țintea Nord, currently in the final completion and testing phase.
- Well 4000 Piscuri reached target depth of 5,330 m and encountered hydrocarbons in multiple layers. The geophysical data interpretation suggests potential significant resources. Testing operations have been started but, due to technical problems, they have been suspended and are expected to be resumed in the second half of 2016. Following the 4000 Piscuri well results, a new deep HP/HT (High pressure/High temperature) well is considered for drilling.

With regards to the Joint Operation Agreement between OMV Petrom and Hunt Oil, capitalizing on the positive testing results of Padina Nord 1 well, the project for early development facilities was initiated in 2015. The objective is to install required equipment to gather, treat and transport gas and condensate. Moreover, further drilling activity is planned for 2016.

Production

OMV Petrom operates 232 commercial oil and gas fields in Romania, from which a combined volume of 169.6 kboe/d was produced in 2015 (2014: 171.4 kboe/d).

In 2015, OMV Petrom produced in Romania 3.81 mn t crude oil including condensate and 5.27 bcm natural gas, the equivalent of 61.90 mn boe total oil and gas. Offshore production accounted for approximately 7% of oil production and 25% of natural gas production. The daily average equivalent production has reached 169.6 kboe/d, compared to 171.4 kboe/d in 2014. New offshore wells put on stream in the middle of

the year (sidetracks on Lebăda Vest) contributed to the annual production. Workover campaign at Totea Deep field (middle of the year) and surface facilities works on Totea Deep field influenced total production of OMV Petrom. Also, the Lebăda Est NAG outages during the year impacted the 2015 total production.
A workover campaign, which commenced in early 2015 at four offshore wells, has significantly contributed to the stabilization and gradual increase of hydrocarbon production during the second half of the year. In 2015, the crude oil production obtained using enhanced oil recovery techniques accounted for approximately 25% of total domestic oil production. Heavy oil, representing crude oil with density greater than 900 kg/m^3 accounted for more than 35% of total production of crude oil including condensate.
In 2015, the average crude oil production was 75.1 kboe/d, below the level of 76.7 kboe/d achieved in 2014 due to planned workovers and surface works (both onshore and offshore).
The domestic gas production was 94.5 kboe/d, broadly in line with 2014 level. The internal gas consumption for upstream operations accounted for approximately 11.4% of total gas production.

Key projects

2015 was a challenging year in terms of the investment context due to the abrupt slide of the oil price starting mid-2014. This caused OMV Petrom to adjust the pace of its investment program, while still maintaining HSSE and integrity requirements as priorities. Consequently, several projects were revisited and, based on set priorities, original schedules were reviewed (e.g. **FRD Suplac** and **FRD Videle G2**).
The drilling program continued in 2015, with 92 new wells and sidetracks conducted, out of which two exploration wells drilled in partnership with Repsol. The wells portfolio continued to be as varied as in the previous year, covering production and injection, new wells and sidetracks, oil and gas wells.
Most of the well projects were covered under Field Redevelopments rather than standalone. There was only one appraisal well finalized in 2015, compared to eight NFO (Near Field Opportunity) wells delivered in 2014.
Mădulari Facilities Upgrade and FRD Burcioaia investment plans were revised compared to the initial project expectations. Similarly, FRD Tazlău Kliwa 1 and FRD Independența Phase 1 were impacted, with the latter still managing to carry its turnkey drilling campaign with eleven wells during 2015.

Four offshore sidetracks were drilled and three workovers performed in 2014-2015, as part of **FRD Istria Phases 1 and 2** offshore field redevelopment projects.
FRD Lebăda East, a gas project intended to maximize exploitation value by maintaining field output at highest rates, with existing compression facilities upgraded, progressed as planned and commissioned with enhanced Low Pressure compression and associated works on high pressure compressors package and flare modification. The remaining scope is estimated to be achieved during 2016.
Due to the steep decline of production in the field, the decision was taken to recycle **FRD Bulbuceni** and deliver only the TEG plant (Tri-Ethilene Glycol), the hand-over process to operations being scheduled for 2016.
Within **FRD Bustuchin,** the program mainly entails drilling of 21 new wells (incl. their surface facilities and hook-up) and the optimization of the gathering system. A total number of nine wells were drilled so far, out of which six in 2015.

Totea Deep continues to operate successfully after the workover operations performed in the third quarter and put in production in the fourth quarter of 2015, which entailed investments in replacing tubing and park de-bottlenecking. Thus, the full year average production in 2015 reached 15 kboe/d compared to 10.5 kboe/d registered in 2014.

Totea Deep full year average production of 15 kboe/d

In **FRD Phoenix Vața Phase 1,** the drilling program continued in several clusters, successfully embedding drilling technologies such as casing while drilling. The good results of the drilling campaign are supportive for further development.

Totea Deep development

Totea Deep development is the most important onshore gas discovery in Romania in the past years. Its three producing wells are the largest in OMV Petrom's portfolio and have significantly contributed to mitigating production decline of mature gas fields in the area. After the successful result of the 4539 Totea exploration well in 2011, a EUR ~200 mn investment program was started. The main challenge was executing the appraisal phase in parallel with the development phase, both phases being executed within very tight timelines in order to gain the best economic results. The appraisal drilling campaign consisted of two successful appraisal wells, while the development phase involved providing facilities and infrastructure in order to start each well as soon as possible, thus maximizing the value of the project by harvesting early production gains from each successful well.

In 2015, the company continued to invest in optimizing the output of the Totea Deep wells, reaching daily peak production of 20.5 kboe/d in December 2015, by performing workovers and debottlenecking surface facilities in order to be able to increase production rates. The success of the Totea Deep development has highlighted the upside potential of OMV Petrom's portfolio for new discoveries in deep layers through seismic and deep drilling technology. OMV Petrom keeps exploring for new discoveries and opportunities in mature as well as in new blocks to keep strengthening its portfolio.

Production enhancement contracts
Since July 2010, in order to execute its strategy of optimizing the portfolio of existing assets, OMV Petrom has entered into partnerships with international companies for production enhancement. The partnerships with Petrofac, PetroSantander and Expert Petroleum are governed by Production Enhancement Contracts (PECs) referred to as PEC Țicleni, PEC Turnu and PEC Timiș, covering in total 26 mature fields.

The PECs stipulate that the contractors will take over and finance the operations and, together with OMV Petrom, commit to the future development of the fields that have been handed over, in order to maximize production while improving efficiency. OMV Petrom remains the sole titleholder of the concession contracts and the owner of the hydrocarbon production and of the existing assets, as well as of the rights and obligations under the relevant petroleum concession and as defined by the Petroleum Act.

Safety performance improved compared to 2014, with the LTIR decreasing from 0.65 to 0.51. Still, in 2015, two LTIs were recorded, one in PEC Timiș and one in PEC Țicleni.

The total annual production of PECs in 2015 was around 8.0 kboe/d, 5% higher compared to the annual production before handover, PEC Țicleni 3.7 kboe/d, PEC Turnu 1.9 kboe/d and PEC Timiș 2.5 kboe/d. PECs production accounted for 5% of the OMV Petrom production in Romania in 2015.

Growth initiatives continued in all PECs

Growth initiatives continued in all PECs. In PEC Timiș partners have optimized the production system through various measures, which led to slightly higher gas sales and significant reduction of CO_2 emissions. In PEC Turnu the sidetrack campaign continued, one sidetrack has been drilled and completed and due to performance improvement of services the total number of employees decreased by 7%. In PEC Ţicleni two new infill wells have been drilled and completed, and a new exploration well was drilled and tested. After Petrofac announced its intention to exit the PEC contract, Petrofac and OMV Petrom agreed to terminate the PEC effective in the second quarter of 2016. After termination of PEC Ţicleni, production operations will be continued by a company owned by OMV Petrom.

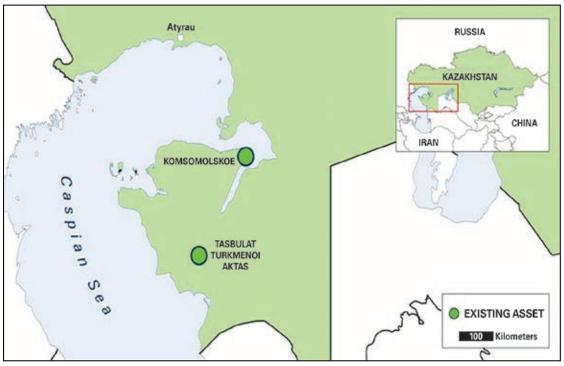
International Upstream operations

In **Kazakhstan,** OMV Petrom holds development and production licenses for the TOC oil fields (Tasbulat, Aktas and Turkmenoi) as well as for the KomMunai oil field Komsomolskoe. In 2015, the average oil and gas production in Kazakhstan increased by 1%, reaching 9.0 kboe/d. The main reasons for this slight increase in production were efficient workover and maintenance operations and only minor disruptions related to the TOC pipelines.

At the **TOC fields** no significant reduction in production occurred, despite pipeline technical issues. The water injection project was fully completed, aimed at securing reservoir pressure and slowing down the natural decline of production. The average production at the TOC fields amounted to 4.3 kboe/d in 2015, which is 10% higher than in 2014 and is due to efficient workover and maintenance works.

Production in Kazakhstan slightly increased

Location of OMV Petrom fields in Kazakhstan



At the **Komsomolskoe field** the extended water injection project was completed, still not handed over to operations due to some technical problems with the new high pressure pumps. In 2015, the average production in the Komsomolskoe field amounted to 4.8 kboe/d, 6% lower than in 2014 due to a temporarily suspended well.

Production in 2015

	Oil and NGL		Natural gas		Total
	mn t	mn bbl	bcm	mn boe	mn boe
Romania	3.81	27.43	5.27	34.48	61.90
Kazakhstan	0.39	3.00	0.05	0.28	3.29
OMV Petrom Group	**4.20**	**30.43**	**5.32**	**34.76**	**65.19**

Note: 1 bcm = 35.3147 bcf for Romania or 34.7793 bcf for Kazakhstan

Proved reserves as of December 31, 2015

	Oil and NGL		Natural gas		Total
	mn t	mn bbl	bcf	mn boe	mn boe
Romania	47.5	341.8	1,527.5	282.9	624.7
Kazakhstan	2.5	19.4	15.4	2.5	21.9
OMV Petrom Group	**50.0**	**361.2**	**1,542.9**	**285.4**	**646.6**

Istria drilling performance

Offshore drilling is always a challenge and a capital intensive activity that involves precise coordination on logistics, experienced personnel and an enhanced approach to safety. It is even more challenging when oil prices halve in the middle of execution and the "youngest" surface infrastructure in Petromar (Romanian, offshore Black Sea) is more than 13 years old.

Oil recoveries, on the other hand, are low, mainly due to reservoir tightness and limited well spacing, hence, there is still potential for additional infill drilling or sidetracking and even prospective deployment of new platforms.

In 2015, OMV Petrom made significant progress in offshore horizontal multistage stimulation drilling and the results speak for themselves: no LTI, faster than planned execution and materialized savings above EUR 20 mn. These achievements were obtained mainly due to the application of new ideas in relation to old equipment (by refurbishing the on-platform workover units) and to Drilling to Limit (DtL), by implementing technical limit through industry benchmarks, removing excess equipment and maintaining continuous communication with all stakeholders. In the end, these savings allowed the funding of other projects in OMV Petrom, including the drilling for an additional offshore sidetrack within Istria Field Redevelopment, currently under execution.

This progress highlights the offshore drilling potential under challenging economic conditions and CAPEX limitations by un-tapping opportunities that are translated into field life extension and improvement return.

Downstream

Downstream Oil

The Downstream Oil business segment's activities include processing and refining crude oil and delivering refined products to retail and wholesale customers. Along the value chain, the Downstream Oil segment operates the recently modernised Petrobrazi refinery, and has a retail network that consists of 788 filling stations in four Southeastern Europe countries.

Neil Morgan, EB member responsible for Downstream Oil: "In 2015, the Downstream Oil segment had a remarkable contribution to Group results due to strong refining margins, improved operational performance after the refinery modernization and increased oil product sales. The refinery utilization rate stood at 88%, while energy consumption continued to improve. The fuel terminal network optimization program further progressed with the finalization of Cluj terminal modernization. Despite increased competition in our operating region, the Retail business contribution to the segment result increased, sustained by higher volumes sold and also by increased brand awareness and customer loyalty campaigns."

At a glance

	2013	2014	**2015**
Segment sales (RON mn)	19,308	16,755	13,322
EBIT (RON mn)	386	(79)	1,230
Clean CCS EBIT (RON mn) [1]	374	654	1,315
EBITD (RON mn)	958	541	1,841
Capital expenditure (RON mn)	827	794	393
Crude oil processed (kt) [2]	3,771	3,728	3,926
Total refined product sales (kt)	5,222	4,807	5,028
thereof: Gasoline	884	838	869
Diesel	2,259	2,085	2,235
Kerosene/Jet fuel	220	245	254
HFO	85	71	84
Retail sales volumes (kt) [3]	2,479	2,373	2,529
Number of filling stations	785	780	788

[1] Adjusted for exceptional, non-recurring items; clean CCS figures exclude special items and inventory holding effects (current cost of supply – CCS – effects) resulting from Downstream Oil.
[2] Including condensate; the refining capacity increased from 4.2 mn t/y to 4.5 mn t/y starting with 2015.
[3] Retail sales volumes include sales via Group's filling stations in Romania, Bulgaria, Serbia and Republic of Moldova.

Financial performance

Clean CCS EBIT in Downstream Oil increased significantly to RON 1,315 mn compared to RON 654 mn in 2014, driven by high refining margins, improved operational performance after the refinery modernization and increased oil product sales volumes. The **indicator refining margin** improved significantly to USD 8.71/bbl, from USD 1.89/bbl in 2014, reflecting lower cost for crude consumed, the updated standard yield (as of Q3/14) following the completion of the Petrobrazi refinery modernization program and higher product spreads. Clean CCS EBIT is stated after eliminating CCS effects of RON (201) mn and net special gains of RON 116 mn, related to the positive result of a legal dispute. **Reported EBIT** came in at RON 1,230 mn, compared to a negative result of RON (79) mn in 2014.

Downstream Oil contribution to group result significantly increased

Refinery utilization rate at 88%

Investments in Downstream Oil amounted to RON 393 mn in 2015. Investments in the Petrobrazi refinery amounted to approx. RON 211 mn relating to environmental, legal compliance and energy efficiency projects. Investments were also directed towards the fuel terminals network optimization program, with the modernization of Cluj terminal finalized at the end of 2015.
Investments in the Retail business focused on optimizing the current filling station portfolio and accessing new business opportunities by opening eight mobile filling stations on motorways. In addition, upgrades were performed in a number of Petrom and OMV brands filling stations, mainly to improve the facilities. The main project in this respect was the finalization of replacement of the conventional lighting systems in Petrom brand filling stations in Romania with a new LED (light emitting diode) based system.

Operational performance

Refining

In 2015, the main focus was to continue to improve the operational performance and energy efficiency of the Petrobrazi refinery. The utilization rate was slightly below the 2014 level (88% in 2015 compared to 89% in 2014), reflecting the standard capacity adjustment to 4.5 mn t/y as of Q1/15 (previously 4.2 mn t/y) [iv].

Production (kt)

	2013	2014	**2015**
Gasoline	1,210	1,143	1,262
Diesel	1,266	1,428	1,498
Kerosene/Jet fuel	185	207	190
HFO	366	309	193
LPG total	221	191	207
Petroleum coke	240	233	263

Operational activity started at the Cluj fuel terminal

Regarding the terminals network optimization program, at the end of 2015, the operational activity started at the newly revamped Cluj fuel terminal, following the approx. 18 months modernization period. The modernized Cluj facility will increase the efficiency of the operations and reduce the operational costs. This project, part of a modular design concept, is the fifth terminal finalized within the broad investment program of six modern terminals in Romania: three new terminals (Jilava, Brazi and Ișalnița - all of them in operation) and three revamped terminals (thereof Bacău and Cluj already in operation).

Sales

Overall sales volumes reflected the favorable oil price environment that led to increased demand, despite competition in the operating region. OMV Petrom Group's total refined product sales amounted to 5,028 kt in 2015, 5% higher compared to 2014, driven by higher oil product demand, which was supported by lower product quotations.

In 2015, the main focus was to maintain market share in the **retail** business, concentrating on providing best-in-class customer services, as well as further diversifying the existing range of customer services (e.g. money transfer, car insurances, utilities payments, postal services) within the OMV brand filling stations functioning under the Service Corner concept. In Romania, the company's main focus was to secure market leading position with the two brands' retail strategy: the international premium brand

[iv] After the finalization of the Petrobrazi refinery modernization, the opportunity was taken to demonstrate the maximum throughput based on a timeframe of the best 30 consecutive days. As a result, the annual refining capacity has been updated from 4.2 mn t to 4.5 mn t as of Q1/15; previously reported figures were not adjusted accordingly.

OMV, and the national Romanian brand Petrom, positioned as value-for-money brand.

Group retail sales were 7% higher compared to the previous year's level, reaching 2,529 kt, the positive trend being reflected throughout the operating region. Retail sales in the domestic market reached 1,987 kt in 2015, 6% higher compared to 2014. Therefore, in Romania, the average throughput per station increased to 4.45 mn liters compared to 4.22 mn liters per station in 2014, while at Group level it was 4.01 mn liters in 2015 (2014: 3.76 mn liters per station).

Retail market share [v] in the operating region was 33%, broadly at the same level as last year, reflecting increased efficiency and portfolio optimization despite competition.

In 2015, the total non-oil business turnover expressed in RON represented 15% of total retail turnover, increasing by 8% compared to previous year, driven by improved performance and the benefit of the shop-in-shop [vi] concept as well as of other strategic partnerships.

In the **non-retail** distribution channel, in 2015, OMV Petrom continued to optimize its operations in a challenging market environment with a focus on the business-to-business activities. In Romania, the multi-channel approach (using different channels to reach the customer target groups) aimed to strengthen sustainable profitability. Group non-retail sales amounted to 2,499 kt, 3% above the 2014 level, reflecting higher demand for diesel and jet. In Romania, non-retail sales were 1,262 kt, 16% above the previous year's level.

With regards to OMV Petrom **fuel prices,** these have a dynamic evolution based on international fuels quotations, namely Platts Mediterranean, as well as competition in the market. In addition, prices are influenced by the fiscal policy and the exchange rate. As the volatility of quotations is extremely high and an immediate reflection in product prices would make the market unstable, OMV Petrom fuels prices only reflect the trend, not the highs or lows.

In terms of **filling stations network,** at the end of 2015, the total number of filling stations operated within OMV Petrom Group increased by eight units compared to 2014, as a result of new business opportunities in Romania and network optimization in the other countries within the Group.

33% retail market share in the operating region

Number of filling stations per country

	2013	2014	**2015**
Romania	545	544	554
Republic of Moldova	86	86	84
Bulgaria	93	89	90
Serbia	61	61	60
Total	**785**	**780**	**788**

[v] OMV Petrom's estimates based on preliminary data available; OMV Petrom retail market share is calculated by dividing retail sales (Gasoline + Diesel) to total retail market (Gasoline + Diesel).
[vi] Renting space within the shop area of a filling station to partners.

Diversifying customer services by partnering with Subway

In 2014, Petrom – Romania's most trusted filling station brand (Reader's Digest Romania, 2015) – entered into a partnership with Subway, the world's largest food chain, as part of its plan of extending and diversifying the range of products and services provided to customers, aiming for variety in the points of sale. These additional services are available by renting spaces within Petrom filling stations to the company's partners. The implementation of this model is internationally validated, answering the demand for an all-in-one facility model.

OMV Petrom made progress by starting the implementation of this project, with the opening in Sibiu of the first Subway restaurant that functions in a Petrom filling station, at the end of June 2014; another two, in Alba Iulia and Bucharest, followed in 2015. The restaurants are open 24/7, in consistency with Petrom's filling stations non-stop availability. Incremental benefits for both partners, Petrom and Subway, are visible. The number of transactions registered in these specific locations increased by approximately 10% since the opening of the restaurants in Petrom's case, which is more than the average of the filling stations network. This translates into an additional 10,000 customers per month in the Petrom/ Subway shared locations.

The partnership is in line with OMV Petrom's strategic direction of optimizing the Downstream Oil portfolio through partnerships and highlights the company's interest in using the potential of the business and in enhancing its facilities, while maintaining the quality of its services.

Downstream Gas

OMV Petrom has a strong sustainable position in the Romanian gas market, covering all gas market segments. Since 2012, the equity gas value chain has been expanded by converting gas into electricity through the 860 MW Brazi gas-fired power plant. In addition, OMV Petrom owns the 45 MW Dorobanțu wind park.

Lăcrămioara Diaconu-Pințea, EB member responsible for Downstream Gas: "The Romanian gas and power market environment remained challenging in 2015, mainly due to the almost 5% decline in gas demand versus 2014 and increased competition. Despite progress made towards the gas market liberalization, the legal framework and its related tools still need to go through additional improvement before supporting a fully functional market. In 2015, OMV Petrom's total gas sales volumes increased by 8% compared to 2014. In order to address market challenges, we have reshaped our organization and streamlined the sales processes, effective as of mid-2015. The Brazi power plant is a key component of our integrated equity gas value chain, reliably off-taking an important part of the upstream production in view of monetizing it in the downstream markets. With a stronger focus on optimizing the power plant on the forward market, net electrical output more than doubled compared to 2014."

At a glance

	2013	2014	**2015**
Segment sales (RON mn)	4,315	4,375	4,536
EBIT (RON mn)	112	(818)	(216)
Clean EBIT (RON mn)	167	(63)	(145)
EBITD (RON mn)	324	49	(4)
Capital expenditure (RON mn)	18	3	9
Gas sales volumes (TWh)	52.7	47.7	51.4
thereof to third parties (TWh)	46.2	44.3	45.2
Net electrical output (TWh)	2.9	1.3	2.7

Financial performance

The Downstream Gas **Clean EBIT** was RON (145) mn in 2015 versus RON (63) mn in 2014 mainly due to RON (87) mn net impact from provisions for outstanding receivables in the gas business. Despite the challenging market environment, higher segment sales and lower storage related expenses were recorded versus 2014. In accordance with the company's strategy to focus on core activities, Dorobanțu wind park was identified as a candidate for divestment and the sale process was initiated. As a result, **Reported EBIT** of RON (216) mn in 2015 reflected special items of RON (71) mn, mainly related to the reclassification of the wind park as asset held for sale.

Legislative and regulatory updates

Liberalization of Romanian gas and power markets continued

The gas market liberalization continued with a new price increase for household consumers from RON 53.3/MWh to RON 60/MWh starting July 1, 2015. The average import quota set by ANRE for household consumers was 1% in 2015 (2014: 3%), while the import quota for non-household consumers is no longer mandatory starting 2015 (2014: 10%). The obligation for domestic gas producers to sell a certain fraction of their gas production on the centralized trading

platforms continued to apply in 2015, which has proven to be a challenge as these markets still lack maturity and sufficient liquidity.
As for the power market, the liberalization for household consumers and small enterprises progressed according to the official calendar in 2015. The quota of renewable energy sources in gross consumption as established by the Government was 12% (2014: 11%); however, the excess of green certificates on the market and, consequently, low prices of certificates persisted throughout the year.

Operational performance

8% higher gas sales volumes, supported by the Brazi power plant

National **gas** consumption decreased by almost 5% to 121.7 TWh (2014: 127.6 TWh), while OMV Petrom's gas sales volumes increased by 8%, to 51.4 TWh, supported by higher off-take by the Brazi power plant, which reflects the integrated optimization of the gas and power portfolios. All gas sales channels were pursued, including centralized markets, along with a diverse customer portfolio, covering from large industrial players to small businesses, the company thus successfully maintaining its leading position in the free gas market. In order to fulfill legal obligation, a total volume of 2.8 TWh of natural gas was injected into storage by OMV Petrom in 2015 (2014: 5.9 TWh); the storage level at the end of the year amounted to 1.9 TWh (2014: 4.3 TWh).

According to data available from the grid operator, national gross **electricity** production increased by around 2%, reaching ~65 TWh (2014: ~64 TWh), with a similar increase in the national electricity consumption, to ~58 TWh (2014: ~56TWh).
Benefitting from a mix of spot and forward sales, the Brazi power plant generated a net electrical output of almost 2.6 TWh (2014: 1.2 TWh), covering approx. 4% of Romania's electricity production and, thanks to the plant's operational flexibility, approx. 11% of the balancing market, strongly contributing to the stability of the national power system. The Dorobanțu wind park generated a net electrical output of 0.08 TWh in 2015, stable versus 2014, receiving around 130,000 green certificates, half of them eligible for sale after January 1, 2018, similarly with 2014.

The Brazi power plant – an important contributor to the security of the national power system

The Brazi power plant started commercial operation in August 2012. Since then, it has continuously delivered operational excellence while always aiming to respond to power market challenges. In 2015, OMV Petrom successfully managed to enhance the power plant's role within the equity gas value chain: capitalizing on the new optimization logic as of mid-2015, a strong power forward sell position was built, resulting in a doubled gas off-take as compared to 2014.

In the same time, the plant is an important contributor to the security of the national power system thanks to its technical capabilities. The power plant is characterized by high flexibility during operation, allowing both rapid start-up and shutdown times (the ramp-up time is approx. 50% shorter compared to a coal-fired power plant). That is the reason why Transelectrica, the national power transmission operator, is intensively using Brazi power plant to support the national energy system mainly when fluctuations from renewable power generation sources are recorded. One example is the summer 2015 lull and drought conditions, when both hydro and wind power production dropped yet the power demand increased, the Brazi plant running sustainably at full capacity. Its significant contribution to the balancing of the national energy system is well-known – by capitalizing on these technical capabilities, OMV Petrom can capture further benefits from the balancing and ancillary services markets.

Report of the Supervisory Board

Core activities

OMV Petrom S.A. (hereinafter also referred to as "OMV Petrom" or the "Company") is an integrated oil and gas company operating mainly in Romania, but also indirectly via its subsidiaries in Kazakhstan (exploration and production activity) and in the neighboring countries of Bulgaria, the Republic of Moldova and Serbia (marketing activity). OMV Petrom is also the parent company of all companies consolidated within OMV Petrom Group. A detailed structure of the consolidated companies in OMV Petrom Group as of December 31, 2015 is presented under the corresponding note to the consolidated financial statements, included in the last chapter of this report.

Aim of the report

Transparency and accountability towards our shareholders is a well-established and deeply entrenched practice that has been put in place in the Company. Hence, the Supervisory Board continued to devote close attention to the strategic focus and business performance of the Company in all areas of activity during 2015. The following report gives an overview with regard to the Supervisory Board's main points of interest during the year under review.
In addition to this report, the shareholders, as well as other stakeholders have various means to access relevant information about the Company by:

- visiting www.omvpetrom.com, our corporate website, where various information about the company and relevant contact details are available;
- contacting the Company directly – shareholders and equity analysts can address their requests to our Investor Relations department;
- asking questions at the General Meetings of Shareholders ("GMS"), concerning the items to be debated during such meetings.

Corporate governance

A transparent decision-making process, relying on clear and objective rules, is a prerequisite for shareholders' confidence in the Company. It also contributes to the protection of shareholders' rights, improving the overall performance of the Company, by offering better access to capital and risk mitigation.

The Company has always conferred great importance upon the principles of good corporate governance and adhered to the principles laid down in the Code of Corporate Governance issued by the Bucharest Stock Exchange starting 2010, continuing to apply them since then.

New Corporate Governance Code issued by BSE

On September 22, 2015, the Bucharest Stock Exchange published a new Corporate Governance Code which entered into force on January 4, 2016. The Company underwent an internal assessment in order to identify those areas in which it might be necessary to take some actions in order to be compliant with the provisions of this new Corporate Governance Code issued by the Bucharest Stock Exchange, at the end of which the Company adopted a set of policies, procedures, guidelines and terms of reference, namely: Dividend Policy, Forecast Policy, Related Party Transactions Policy, Sustainability Policy, Rules and Procedures of the General Meeting of Shareholders, Supervisory Board Self-Evaluation Guideline, Audit Committee Terms of Reference. Most of these documents state and formalize the practices already in place in the Company. Moreover, as required by the Bucharest Stock Exchange, OMV Petrom published on January 4, 2016 an ad-hoc report listing the provisions of the new Corporate Governance Code that are not complied with as of December 31, 2015 and explaining briefly the reason for such deviation.

In accordance with the aforementioned principles, the Company is managed in an atmosphere of openness between the Executive Board and the Supervisory Board, as well as within each of these corporate bodies. The members of the Executive Board and the Supervisory Board have always paid due attention to their duty of care and loyalty. Hence, the Executive Board and the Supervisory Board have passed their resolutions as required for the welfare of the Company, primarily in consideration of the interests of shareholders and employees.

Governance structures

The Company is managed in a two-tier system

Since April 2007, the Company is managed in a two-tier system, by the Executive Board, which runs the daily operations under the supervision and control of the Supervisory Board.
In the two-tier system, the day-to-day management of the Company falls under the competence of the Executive Board, which manages the business of the Company according to the relevant laws and the Company's Articles of Association.

In accordance with the statutory provisions, by virtue of the mandate granted by the Company's shareholders, the Supervisory Board has the power to control the management of the Company. The main duties set forth under the Company Law for the members of the Supervisory Board are: (i) to exercise the continuous supervision of the activity of the Executive Board; (ii) to appoint and to revoke the members of the Executive Board; (iii) to verify the compliance of the management of the Company with the laws, the Company's Articles of Association and the resolutions of the GMS; (iv) to present a report regarding its supervision activity at least once a year to the GMS; (v) to represent the Company in relation with the Executive Board.

The members of the Executive Board and of the Supervisory Board are under the obligation to fulfill their responsibilities and exercise their powers in the best interest of the Company and all its shareholders.

Supervisory Board members

Evaluation of the Supervisory Board members' independence

In accordance with the Company's Articles of Association, the Supervisory Board of the Company comprises nine members.
At the beginning of 2015, the Supervisory Board consisted of the following members: Gerhard Roiss (President of the Supervisory Board), David C. Davies (Deputy President of the Supervisory Board), Manfred Leitner, Hans-Peter Floren, Johann Pleininger, Lucian-Dan Vlădescu, George Băeşu, Joseph Bernhard Mark Mobius, and Riccardo Puliti.

The Ordinary GMS held on April 28, 2015 appointed Christoph Trentini as member of the Supervisory Board until April 28, 2017. Until that moment, Christoph Trentini had been interim member of the Supervisory Board starting January 9, 2015, following Hans-Peter Floren's waiver of his mandate as Supervisory Board member. The same Ordinary GMS held on April 28, 2015 appointed Bogdan-Nicolae Badea as member of the Supervisory Board, following the revocation of Lucian-Dan Vlădescu from his capacity as member of the Supervisory Board.

The Ordinary GMS held on September 22, 2015 appointed Rainer Seele as member of the Supervisory Board until April 28, 2017. Until that moment, Rainer Seele had been interim member and president of the Supervisory Board starting July 7, 2015, following Gerhard Roiss's waiver of his mandate as Supervisory Board member.
Therefore, at the end of 2015, membership of the Supervisory Board was held by the following individuals: Rainer Seele, David C. Davies, Manfred Leitner, Johann Pleininger, Christoph Trentini, George Băeşu, Bogdan-Nicolae Badea, Joseph Bernhard Mark Mobius and Riccardo Puliti.

As required by Company Law, none of the Supervisory Board members holds an executive position within the Company. Moreover, at the end of 2015, the Company conducted an evaluation of the Supervisory Board members' independence based on the independence criteria provided by the new Corporate Governance Code (which are substantially similar with those provided by the Company law), consisting in an individual personal assessment done by each Supervisory Board member, followed by an external assessment. Following this evaluation, it resulted that two Supervisory Board members meet all the independence criteria provided by the Corporate Governance Code, namely George Băeşu and Riccardo Puliti.

Executive Board members
The Executive Board of the Company comprises five members.
At the beginning of 2015, the Executive Board was composed of the following members: Mariana Gheorghe (Chief Executive Officer and President of the Executive Board), Andreas Matje (Chief Financial Officer and Executive Board member), Gabriel Selischi (Executive Board member in charge with Upstream activity), Neil Anthony Morgan (Executive Board member in charge with Downstream Oil activity) and Cristian Secoșan (Executive Board member in charge with Downstream Gas activity) [vii].

On March 24, 2015, the Supervisory Board granted a new mandate to the Executive Board for a four year term starting April 17, 2015 and until April 17, 2019, with the following composition: Mariana Gheorghe (Chief Executive Officer and President of the Executive Board), Andreas Matje (Chief Financial Officer and Executive Board member), Gabriel Selischi (Executive Board member in charge with Upstream activity), Neil Anthony Morgan (Executive Board member in charge with Downstream Oil activity) and Lăcrămioara Diaconu-Pințea (Executive Board member in charge with Downstream Gas activity). Cristian Secoșan's mandate as member of the Executive Board ceased starting with April 17, 2015.
At the date of this report, the Executive Board has the same composition as approved on March 24, 2015.

On January 13, 2016, the Supervisory Board appointed Peter Rudolf Zeilinger as member of the Executive Board in charge with Upstream activity, starting April 1, 2016, following Gabriel Selischi's waiver of his mandate as member of the Executive Board effective with the same date.

Supervisory Board activity during 2015
In 2015, the Supervisory Board thoroughly reviewed the position and prospects of the Company and accomplished its functions according to the relevant laws, the Articles of Association, the applicable Corporate Governance Code and the relevant internal regulations. The Supervisory Board coordinated with the Executive Board on important management matters, monitored the latter's work, and was involved in the Company's key decisions. Where required by law, the Articles of Association, or internal regulations, the Supervisory Board adopted resolutions following a comprehensive analysis.

During the year under review, the Supervisory Board members met five times in person. Moreover, for specific and particularly urgent plans and projects arising between the actual meetings, the Supervisory Board submitted their approval in writing on six other occasions. All members of the Supervisory Board attended the vast majority of the meetings of the Supervisory Board in 2015. The average participation rate was over 90%.

Over 90% average participation rate to Supervisory Board meetings

In line with the Collective Labor Agreement, invitations to attend the Supervisory Board meetings were extended to trade union representatives and the meeting agenda and related documents were provided in a timely manner in that respect.
During the meetings, the Executive Board duly provided detailed information, both verbally and in writing, on issues of fundamental importance for the Company, including its financial position, business strategy, planned investments and risk management. We discussed all significant matters for OMV Petrom in the plenary meetings, based on the reports of the Executive Board. The high frequency of both plenary and committee meetings has facilitated an intensive dialog between the Executive Board and the Supervisory Board. In addition, the President of the Executive Board has constantly informed the Supervisory Board of developments in the Company's business and significant transactions.

January 9, 2015 Supervisory Board (via circulation)
On January 9, 2015, via circular motion, we approved the appointment of Christoph Trentini as interim member of the Supervisory Board

[vii] Starting with April 1, 2015, the business segments were renamed as follows: Exploration and Production to Upstream, Refining and Marketing to Downstream Oil, Gas and Power to Downstream Gas.

of OMV Petrom until the next GMS, replacing Hans-Peter Floren who waived his mandate as member of the Supervisory Board.

March 24, 2015 Supervisory Board meeting

New mandate of the Executive Board until April 2019

At our regular meeting of March 24, we received reports and were consulted by the Executive Board on market and business developments as well as on corporate developments that had occurred since the previous meeting.

During the Supervisory Board meeting of March 24, we thoroughly discussed the 2014 annual consolidated financial statements, as well as the respective management reports. The 2014 annual consolidated financial statements were duly adopted following the recommendation of the Audit Committee, which had conducted an in-depth examination of the documents together with the auditors and based also on the auditors' letter to the management.

Additionally, during the meeting we discussed and decided, based on the analysis and proposal of the Audit Committee, the appointment of Ernst & Young Assurance Services S.R.L. (EY) as financial auditor of OMV Petrom Group. Based on the results achieved in 2014, the strong balance sheet and the 2015 investment requirements, the Supervisory Board discussed the distribution of dividends, and approved the management proposal to distribute the amount of RON 634 mn as dividends.

Moreover, during the same meeting, the Supervisory Board also approved the convening of the Ordinary GMS on April 28, 2015 and the related materials, including the proposal to appoint Christoph Trentini as member of the Supervisory Board for the remaining term of the mandate granted to Hans-Peter Floren, respectively until April 28, 2017, following Hans-Peter Floren's waiver of the mandate as member of the Supervisoy Board.
On the same occasion, given the latest market developments in relation to oil and gas international quotations, we also approved an update of the 2015 Budget previously approved in December 2014.

In addition, it was also approved the renaming, as of April 1, 2015, of Exploration & Production into Upstream, Refining & Marketing into Downstream Oil and Gas & Power into Downstream Gas. As well, during the same meeting we approved granting a new mandate to the Executive Board of OMV Petrom, starting with April 17, 2015 and until April 17, 2019, having the following composition: Mariana Gheorghe (Chief Executive Officer and President of the Executive Board), Andreas Matje (Chief Financial Officer and member of the Executive Board), Neil Anthony Morgan (Executive Board member in charge with Downstream Oil activity), Gabriel Selischi (Executive Board member in charge with Upstream activity) and Lăcrămioara Diaconu-Pințea (Executive Board member in charge with Downstream Gas activity).
Likewise, during the same meeting we also resolved upon some Upstream related projects and some financing facilities as well as the secondary professional, non-executive engagement of Mariana Gheorghe, Chief Executive Officer and President of the Executive Board of OMV Petrom, as a new Non-Executive Director at the Supervisory Board of ING Groep N.V.

April 28, 2015 Supervisory Board meeting

At our regular meeting of April 28, we received reports and were consulted by the Executive Board on market and business developments as well as on corporate developments that had occurred since the previous meeting.
On the same occasion, we approved the appointment of Christoph Trentini as deputy president and member of the Audit Committee as of May 1, 2015 and until the expiration of the mandate of the current Supervisory Board (i.e. April 28, 2017), replacing Manfred Leitner who waived his mandate as deputy president and member of the Audit Committee, starting with the same date.

June 19, 2015 Supervisory Board meeting

At this regular meeting, we received reports and were consulted by the Executive Board on market and business developments as well as on corporate developments occurred since the

previous meeting.
During the same meeting, we approved the transfer, as of July 1, 2015, of operational and maintenance activities of OMV Petrom Group power generating assets, part of Downstream Gas, to the Petrobrazi Refinery Operations Business Unit, part of Downstream Oil.

July 6, 2015 Supervisory Board (via circulation)
On July 6, via circular motion, we acknowledged Gerhard Roiss's waiver of his mandate as president and member of the Supervisory Board and approved the appointment of Rainer Seele as interim member and president of the Supervisory Board as of July 7, 2015 and until the next GMS.
Likewise, on the same occasion we approved some Company's Upstream-related projects.

July 24, 2015 Supervisory Board (via circulation)
On July 24, via circular motion, we approved a Company's Upstream-related project.

August 18, 2015 Supervisory Board (via circulation)
On August 18, via circular motion, the Supervisory Board approved the convening of the Extraordinary GMS on September 22, 2015 for the approval of the secondary listing of OMV Petrom on the London Stock Exchange by issuance of global depositary receipts representing interests in Company's existing shares which were intended to be admitted to listing on the official list of the United Kingdom Financial Conduct Authority and to be admitted to trading on the London Stock Exchange's main market for listed securities and of the Ordinary GMS of OMV Petrom, on the same date, for the approval of the appointment of a new member of the Supervisory Board for the remaining period of the mandate granted to Gerhard Roiss, further to the waiver of the latter's mandate of member of the Supervisory Board.

September 22, 2015 Supervisory Board meeting
At its meeting on September 22, the Supervisory Board reviewed the reports received from the Executive Board and was consulted with regard to market and business developments as well as recent corporate developments of the Company.

November 10, 2015 Supervisory Board (via circulation)
On November 10, via circular motion, the Supervisory Board approved one Upstream-related project of the Company.

November 24, 2015 Supervisory Board meeting
At its meeting on November 24, the Supervisory Board reviewed the reports received from the Executive Board and we were consulted with regard to market and business developments as well as recent corporate developments of the Company.
On the same occasion, we resolved upon some Upstream-related projects, and took note of the internal assessment following the publication of the new Corporate Governance Code by the Bucharest Stock Exchange in September 2015.

December 21, 2015 Supervisory Board (via circulation)
On December 21, via circular motion, we approved the budget for 2016. Likewise, on the same occasion, in view of the new Corporate Governance Code published by the Bucharest Stock Exchange, we approved a set of policies, procedures, guidelines and terms of reference, most of which state and formalize the practices already in place in the Company.

New structure of the Audit Committee

In addition to this, the Supervisory Board approved also a new structure of the Supervisory Board Audit Committee, as of December 31, 2015, namely: Riccardo Puliti – president of the Audit Committee, David C. Davies – deputy president of the Audit Committee and George Băeșu – member of the Audit Committee.
In all Supervisory Board meetings held in 2015, the Executive Board informed about the status of the process for the share capital increase of OMV Petrom by incorporating the value of plots of land received in administration and/or use from the Romanian State for which OMV Petrom obtained / is in the process to obtain the land ownership certificates as well as about the

constant dialog between the Company and the Romanian State via its authorized representative in order to clarify the pending issues.

The Audit Committee

Audit Committee met three times in 2015

An Audit Committee is established among Supervisory Board members to provide assistance to the Supervisory Board in the area of risk management and financial reporting. At the beginning of 2015, the Audit Committee was composed of David C. Davies, Manfred Leitner, George Băeșu and Riccardo Puliti.

Following Manfred Leitner's waiver of his mandate as deputy president and member of the Audit Committee, the Supervisory Board approved during the meeting on April 28, 2015, the appointment of Christoph Trentini as deputy president and member of the Audit Committee as of May 1, 2015 and until the expiration of the mandate of the current Supervisory Board (i.e. April 28, 2017).

The Supervisory Board approved on December 21, 2015, a new composition and structure of the Audit Committee, starting with December 31, 2015 and until the expiration of the mandate of the current Supervisory Board (i.e. April 28, 2017), which is in place at the date of this report as well, namely: Riccardo Puliti – president of the Audit Committee, David C. Davies – deputy president of the Audit Committee and George Băeșu – member of the Audit Committee. On the same occasion, the Supervisory Board approved also the Terms of Reference for the Audit Committee providing for the main rules and principles guiding the activity, roles and functioning of the Audit Committee.

In line with Company Law and best practices, the Audit Committee includes members that have the necessary financial, audit and accounting expertise.

Moreover, following the evaluation of the Supervisory Board members' independence (based on the independence criteria provided by the new Corporate Governance Code, which are substantially similar with those provided by the Company law) performed at the end of 2015, it resulted that George Băeșu and Riccardo Puliti, which are also members of the Audit Committee, meet all the independence criteria provided by the Corporate Governance Code.

In 2015, the Audit Committee met three times. During 2015, the Audit Committee reviewed and prepared the adoption of the annual accounts, the proposal for the allocation of profit and recommended the appointment of an independent financial auditor to the Supervisory Board and to the GMS. In addition, the Audit Committee supervised OMV Petrom's risk management process and its result and monitored the reports delivered by internal auditors including the internal audit plan for 2016.

External auditor

EY was OMV Petrom Group's independent auditor in 2015. A proposal for the reappointment of EY as OMV Petrom Group's auditor will be submitted to the next Ordinary GMS to be held on April 26, 2016.

Annual financial statements

EY audited the 2015 financial statements, reviewed the conformity of the annual report with the financial statements and issued an unqualified audit opinion.

The financial statements and audit reports were presented to the Supervisory Board for examination in a timely manner. The auditors attended the relevant meeting of the Audit Committee convened to adopt the accounts. The Audit Committee discussed the financial statements with the auditors and examined them carefully. The Audit Committee reported to the Supervisory Board on its examination and recommended the approval of the annual consolidated financial statements, including the management reports.

The consolidated financial statements were approved in the Supervisory Board meeting of March 23, 2016 in line with the Audit Committee's recommendation and will further be submitted for approval in the Ordinary GMS to be held on April 26, 2016.

Financial reporting in compliance with international standards

OMV Petrom prepares Group consolidated financial statements in accordance with International Financial Reporting Standards (IFRS) as endorsed by the European Union – presented within this report.
Separate financial statements of the Company for the year ended December 31, 2015 are also prepared in accordance with IFRS, as the Ministry of Finance Order no. 1286/2012 stipulates that Romanian listed companies must prepare financial statements in accordance with IFRS as endorsed by the European Union, starting with the year ended December 31, 2012.

Dividend

The Supervisory Board has accepted the Executive Board's proposal to the Ordinary GMS that no dividends will be distributed for the year 2015.

Corporate Governance

The Supervisory Board also approved the 2015 Directors' Report which includes the Corporate Governance Report. OMV Petrom adheres to and complies with almost all of the provisions set forth in the Corporate Governance Code issued by the Bucharest Stock Exchange which entered into force on January 4, 2016. The Corporate Governance Code's requirements are broader than the legal requirements for listed companies.

We thank our shareholders for their confidence in OMV Petrom. The Company continued its successful operational path of development in 2015 in spite of difficulties caused by the effects of the weak oil price environment.
To this end, the Supervisory Board would like to express their appreciation to the Executive Board, managers, employees and trade union representatives for their commitment and hard work. They successfully met the challenges of a demanding 2015 and achieved excellent results. We would also like to show our appreciation to the clients and business partners of OMV Petrom. Thanks to the sound operational performance and financial position, the Supervisory Board is confident that the Company is best positioned to surmount further challenges ahead and unlock its full potential in the years to come.

Bucharest, March 23, 2016

Rainer Seele
President of the Supervisory Board

In compliance with almost all provisions of the new Corporate Governance Code

Andreas Matje, Chief Financial Officer: "In 2015, we managed to maintain a sound financial position, supported by good operational performance, in spite of the difficult market environment. The depressed crude prices impacted Group profitability and also triggered revisions of our long-term oil price assumptions, which led to impairments of some of the production assets in Upstream. However, we have properly adjusted our activity to the market conditions, by maintaining strict capital spending and improving efficiency of our business. Cash flows from operations, although at a lower level, were supported by improved working capital, thus fully financing our Group investments. As a result, the gearing ratio was maintained at a single-digit level."

OMV Petrom Group financials (RON mn)

	2014	**2015**	Δ (%)
Sales revenues	21,541	18,145	(16)
Earnings before interest and taxes (EBIT)	3,338	(530)	n.m.
Net income/ (loss)	2,100	(690)	n.m.
Net income/ (loss) attributable to stockholders	2,103	(676)	n.m.
Cash flow from operations	6,830	5,283	(23)
Capital expenditures	6,239	3,895	(38)
Employees at the end of period	16,948	16,038	(5)

Lower petroleum products sales

In 2015, the **Group** reported consolidated sales of RON 18,145 mn, 16% lower compared to 2014, largely due to lower petroleum products sales revenues, following the steep decline in oil prices, which more than offset the increase in quantities sold as a result of higher market demand and higher sales of electricity.
The Group's EBIT for the year 2015 was a loss of RON (530) mn, compared to the positive result of RON 3,338 mn in 2014, mainly due to lower sales revenues and higher impairments of producing assets in Upstream, following revision of oil price assumptions for short- and long-term (in Q3/15 and Q4/15). The net special charges totalled RON (2,689) mn, preponderantly related to impairment of producing assets in Upstream as a result of revised oil price assumptions for both the short- and long-term. The net result was a loss of RON (690) mn in 2015 (2014: net profit of RON 2,100 mn).
The return on average capital employed [viii] (ROACE) reached a negative value of (2.2)% (2014: 7.6%), while Clean CCS ROACE decreased to 6.5% at the end of 2015, from 13.6% in December 2014. The gearing ratio increased to 5%, from 3% in 2014.

Despite the decrease in cash flow from operations, in line with the negative development of market conditions, the company managed to preserve a neutral free cash flow before dividends.

As regards the **operational performance,** in **Upstream**, we successfully maintained a broadly stable hydrocarbon production, managing to counterbalance the natural decline of our mature hydrocarbon fields by capitalizing on previous years' investments and discoveries. In Romania, crude oil production was slightly lower than the 2014 level due to planned workovers (both onshore and offshore) and surface works. Oil and gas production in Kazakhstan increased by 1% compared with 2014, when the company experienced technical constraints in the TOC fields.
In exploration, in 2015 we focused on offshore exploration drilling in the Neptun Deep block, as well as onshore drilling activities performed within the joint venture with Repsol. Together with our partner ExxonMobil, we completed the second exploration drilling campaign in the Neptun Deep block, which included in total

[viii] For definitions of these ratios please refer to page 72, section "Abbreviations and definitions".

seven wells drilled, most of which encountered gas, and a successful well test of the Domino structure. The results are sufficiently encouraging to continue to assess the commercial viability for developing the discovered resources.

In **Downstream Oil,** the operational performance improved following the finalization of the Petrobrazi refinery modernization program. Product sales volumes increased triggered by higher demand which reflects the lower product quotations. In 2015, we registered higher results in all business lines, reflecting the company's ability to capitalize on environment opportunities, its commitment to improve operational performance, to pursue cost discipline and optimize the Downstream Oil business.
The utilization rate of the Petrobrazi refinery stood at 88% (2014: 89%), reflecting the standard capacity adjustment to 4.5 mn t/y as of Q1/15 (previously 4.2 mn t/y).

Despite the challenging market environment, in **Downstream Gas** a good performance of the gas business was recorded, resulting in 8% higher total gas sales volumes, to 51.4 TWh (2014: 47.7 TWh), mainly due to higher offtake by the Brazi power plant. Total net electrical output reached 2.7 TWh (2014: 1.3 TWh) as the net electrical output of the Brazi power plant more than doubled versus 2014.

Net electrical output more than doubled

Earnings before interest and taxes (EBIT)

EBIT (RON mn)

	2014	**2015**	Δ %
Upstream [1]	3,932	(1,815)	n.m.
Downstream Oil	(79)	1,230	n.m.
Downstream Gas	(818)	(216)	(74)
Corporate and Other	(151)	(75)	(50)
Consolidation: elimination of intercompany profits	454	346	(24)
OMV Petrom Group EBIT	**3,338**	**(530)**	**n.m.**

[1] Excluding intersegmental profit elimination shown in the line "Consolidation".

In **Upstream, EBIT** amounted to RON (1,815) mn (2014: RON 3,932 mn), due to lower oil prices and higher impairments. The further decline in oil prices and the market volatility have led to the review of OMV Petrom's oil price assumptions for both the short- and long-term. These revised assumptions have required impairments, mainly to production assets, which were recognized at the end of Q3/15 and Q4/15 in Romania and at the end of Q4/15 in Kazakhstan, totalling RON 2.7 bn, while 2014 was influenced mostly by impairments in Kazakhstan triggered by unsuccessful field redevelopment results in the TOC fields. The 2015 results were also negatively affected by higher exploration expenses, mainly in relation with several unsuccessful exploration wells.

In **Downstream Oil, EBIT** increased to RON 1,230 mn, versus RON (79) mn in 2014, driven by higher refining margins, improved operational performance after the refinery modernization and increased oil products quantities sold. Total refined products sales volumes were up by 5% driven by higher oil products demand, which was supported by lower products quotations. Group retail sales volumes increased by 7%, the positive trend being reflected throughout the operating region. Non-retail sales volumes advanced by 3% on the back of higher demand for diesel and jet. The indicator refining margin increased to USD 8.71/bbl, from USD 1.89/bbl

Demand of oil products supported by lower quotations

Lower cost for crude consumed

in 2014, reflecting lower cost for crude consumed, the updated standard yield (as of Q3/14) following the completion of the Petrobrazi refinery modernization program and higher product spreads.

In **Downstream Gas, EBIT** was RON (216) mn versus RON (818) mn in 2014, when special charges were booked in connection with higher impairments mainly for power assets. In 2015, higher segment sales and lower storage related expenses were recorded versus 2014. However, EBIT was negatively affected by RON (87) mn net impact from provisions for uncollected receivables. In addition, the result reflected special items of RON (71) mn, mainly related to the reclassification of the Dorobanțu wind park as asset held for sale due to envisaged divestment.

EBIT in the **Corporate and Other** (Co&O) segment improved to RON (75) mn compared with RON (151) mn in 2014.

Notes to the income statement

Summarized income statement (RON mn)

	2014	**2015**	Δ %
Sales revenues	21,541	18,145	(16)
Direct selling expenses	(480)	(383)	(20)
Cost of sales	(15,815)	(16,403)	4
Other operating income	316	501	59
Selling and administrative expenses	(1,267)	(1,122)	(11)
Exploration expenses	(156)	(577)	269
Other operating expenses	(801)	(692)	(14)
Earnings before interest and taxes (EBIT)	**3,338**	**(530)**	**n.m.**
Net financial result	(429)	(196)	(54)
Taxes on income	(810)	36	n.m.
Net income/ (loss)	**2,100**	**(690)**	**n.m.**
Less net income / (loss) attributable to non-controlling interests	(3)	(14)	355
Net income/ (loss) attributable to stockholders of the parent	**2,103**	**(676)**	**n.m.**

Consolidated sales revenues decreased by 16%

OMV Petrom is an integrated oil and gas company. The hydrocarbons produced by the Upstream segment are processed and mainly marketed by the downstream business. Compared to 2014, **consolidated sales revenues** decreased by 16% to RON 18,145 mn, largely due to lower petroleum products sales revenues, following the steep decline in oil prices, which more than offset the increase in quantities sold as a result of higher market demand and higher sales of electricity. After the elimination of intra-group transactions of RON 8,297 mn, the contribution of the **Upstream** segment to consolidated sales revenues was RON 682 mn or about 4% of the Group's total sales revenues (2014: RON 861 mn). Sales to external customers in the **Downstream Oil** segment amounted to RON 13,224 mn or 73% of total consolidated sales (2014: RON 16,602 mn). After elimination of intra-group sales, the **Downstream Gas** segment's contribution was RON 4,206 mn or approximately 23% of total sales (2014: RON 4,014 mn). Sales to external customers are split by geographical areas on the basis of where the risks and benefits are transferred to the customer. Romania and Central and Eastern

Europe represent the Group's most important **geographical markets.** Sales in Romania were at the amount of RON 14,801 mn or 82% of the Group's total sales (2014: RON 17,140 mn) and sales in the rest of Central and Eastern Europe were RON 3,324 mn or 18% of Group sales (2014: RON 4,334 mn).

Direct selling expenses decrease to RON 383 mn in 2015, from RON 480 mn in 2014, was generated mainly by the decrease of sales related taxes in the Kazakh companies. **Cost of sales,** which include variable and fixed production costs, as well as costs of goods and materials employed, increased by 4%, to RON 16,403 mn, following higher impairments of producing assets in Upstream, as a result of revisions of oil price assumptions for the short- and long-term. **Other operating income** increased by 59%, influenced mainly by the collection of damages following the positive outcome of a litigation dispute during 2015. **Selling and administrative expenses** of RON 1,122 mn decreased by 11% versus 2014, driven by lower storage costs for gas, whereas 2014 was affected by expenses related to the impairment of retail assets in Serbia.

Exploration expenses increased to RON 577 mn mainly in relation with unsuccessful exploration wells (RON 408 mn), as well as increased seismic acquisition.

Other operating expenses decreased by 14% compared to 2014, positively impacted by the reassessment of provisions for litigations and taxes and lower restructuring costs, partially offset by higher provisions for outstanding receivables in the gas business.

Improved net financial result

The net financial result improved to RON (196) mn in 2015, from RON (429) mn in 2014, mainly due to the positive outcome of a litigation dispute during 2015 and to the fact that 2014 was affected by provisions for fiscal review in OMV Petrom.

Taxes on income was positive in 2015 amounting to RON 36 mn, due to the deferred tax revenues generated by impairments of assets in Upstream.

Capital expenditure

Capital expenditure (RON mn)

	2014	**2015**	Δ (%)
Upstream	5,349	3,486	(35)
Downstream Oil	794	393	(51)
Downstream Gas	3	9	200
Corporate and Others	92	7	(92)
Total capital expenditure	**6,239**	**3,895**	**(38)**
+/- Other adjustments [1]	1,292	710	(45)
- Investments in financial assets	(45)	(0)	n.m.
Additions according to statement of non-current assets (intangible and tangible assets)	**7,486**	**4,606**	**(38)**
+/- Non-cash changes [2]	(1,576)	419	n.m.
Cash outflow due to investments in intangible and tangible assets	**5,910**	**5,025**	**(15)**
+ Net inflow from sale/investment in subsidiaries, non-current assets and other financial assets	(251)	(72)	(71)
Net cash used for investing activities	**5,658**	**4,953**	**(12)**

[1] Capital expenditure is adjusted for capitalized decommissioning costs, exploration wells that have not found proved reserves and other additions which by definition are not considered as capital expenditures.
[2] Additions are adjusted for items that did not affect cash flows during the period (including acquisitions through financial leasing, reassessment of decommissioning provisions) and changes of payables arising from investments.

Capital expenditure decreased to RON 3,895 mn (2014: RON 6,239 mn), as the swift reaction to the oil price decrease led to the prioritization of investments.

Upstream accounted for 90% of total investments

Investments in **Upstream,** at RON 3,486 mn (2014: RON 5,349 mn), represented 90% of the total for 2015 and were focused on activities related to field redevelopment initiatives, workover activities and subsurface operations, surface facilities, drilling development wells, as well as investments related to the Neptun Deep project.

Capital expenditure in the **Downstream Oil** segment of RON 393 mn (2014: RON 794 mn) accounted for 10% of 2015 Group total investments. As the Petrobrazi refinery modernization program was finalized, 2015 investments were mainly related to the fuel terminal network optimization program (reconstruction works at the Cluj terminal). In addition, investment funds were also directed to efficiency projects, as well as to legal and environmental compliance projects.

Balance sheet

Summarized balance sheet (RON mn)

	2014	%	**2015**	%
Assets				
Non-current assets	37,243	86	36,020	88
Intangible assets and property, plant and equipment	33,947	79	31,708	77
Investments in associated companies	35	0	41	0
Other non-current assets	2,213	5	2,708	7
Deferred tax assets	1,048	2	1,563	4
Current assets	5,882	14	5,098	12
Inventories	2,250	5	1,965	5
Trade receivables	1,424	3	1,318	3
Other current assets	2,208	5	1,815	4
Total assets	**43,125**	**100**	**41,118**	**100**
Equity and liabilities				
Total equity	27,005	63	25,688	62
Non-current liabilities	9,960	23	10,382	25
Pensions and similar obligations	283	1	239	1
Interest-bearing debts	1,589	4	1,424	3
Decommissioning and restoration obligations	7,255	17	7,941	19
Provisions and other liabilities	833	2	765	2
Deferred tax liabilities	0	0	13	0
Current liabilities	6,160	14	5,049	12
Trade payables	2,899	7	2,318	6
Interest-bearing debts	274	1	379	1
Provisions and other liabilities	2,987	7	2,352	6
Total equity and liabilities	**43,125**	**100**	**41,118**	**100**

Total assets decreased by RON 2,007 mn, to RON 41,118 mn, as the increase in intangible assets, which is mostly related to the drilling operations on the Neptun Deep block in the Black Sea, was more than offset by the impairment of producing assets in the Upstream segment, as a result of revised oil price assumptions. Additions to intangible assets and property, plant and equipment amounted to RON 4,606 mn (2014: RON 7,486 mn). The ratio of intangible assets and property, plant and equipment to total assets was 77% (2014: 79%).

The decrease of RON 784 mn in **current assets** was mostly driven by lower cash and cash equivalents, as a result of lower operational cash flows and dividend distribution, and by the decrease in inventories due to higher quantities sold.

The decrease in **total equity** by RON 1,317 mn was mainly as a consequence of the negative result for 2015 driven by impairments recognized in Q3/15 and Q4/15, and of the dividends distributed for the 2014 financial year. The equity ratio stood at 62% (2014: 63%).

The slight decrease in **interest-bearing debts** (both **long- and short-term**) by RON 60 mn was mainly related to scheduled repayments in 2015, partially offset by the RON depreciation versus EUR and USD between the end of 2014 and end of 2015.

The Group's **liabilities other than interest bearing debt** (both **long- and short-term**) decreased by RON 629 mn, mainly as a result of payments in relation to the fiscal review finalization in OMV Petrom and of the reduction in trade payables, partially offset by the increase of decommissioning provisions.

Gearing ratio

OMV Petrom Group's **net debt** showed an increase, to RON 1,286 mn as of December 2015, from RON 890 mn as of December 2014. Consequently, as of December 31, 2015, the **gearing ratio** increased to 5.0%, from 3.3% in December 2014.

Cash flow

The Group's cash flow statement is prepared using the indirect method.

Cash flow from operating activities decreased by RON 1,547 mn or 23% compared to 2014, reaching RON 5,283 mn. The reconciliation of profit before taxation for the year to the cash flow from operating activities (before changes in working capital) resulted in a net upward adjustment of RON 5,863 mn for 2015 (2014: RON 4,240 mn). While depreciation, amortization and write-ups added RON 6,761 mn (2014: RON 4,806 mn), net movement in provisions (including decommissioning and restoration obligations and other provisions for risks and charges) contributed with a decrease of RON 87 mn (2014: increase of RON 257 mn) to the cash flow. Net interest and tax on profit paid generated a cash outflow of RON 832 mn (2014: cash outflow of RON 988 mn).

Positive net working capital

In 2015, net working capital generated a cash inflow of RON 146 mn (2014: cash outflow of RON 320 mn). The main contributors to the movements are a decrease in inventories by RON 231 mn (2014: increase by RON 315 mn), decrease in receivables by RON 21 mn (2014: increase by RON 152 mn) and a decrease in liabilities by RON 105 mn (2014: increase by RON 147 mn).

Cash outflows for investments in non-current assets of RON 5,025 mn (2014: RON 5,955 mn) were slightly offset by proceeds from disposals of RON 72 mn (2014: RON 297 mn). **Net cash outflow from investment activities** totalled RON 4,953 mn (2014: RON 5,658 mn).

Cash outflows from net decrease of short- and long-term borrowings amounted to RON 164 mn (2014: inflow RON 397 mn). Cash outflows for dividend payments amounted to RON 631 mn in 2015 (2014: RON 1,731 mn). **Total net cash outflow from financing activities** amounted to RON 794 mn (2014: outflow RON 1,334 mn).

Risk management

As per the Code of Corporate Governance, OMV Petrom's Supervisory Board's role is to adopt strict rules and obtain assurance, via its specialized Audit Committee, that the company has an effective risk management system in force. OMV Petrom's Executive Board is continuously executing oversight and steers the company's risk management system by close involvement in the risk management process and its development.

To assess the risks associated with OMV Petrom's entire portfolio of operations, the Executive Board has empowered a dedicated Risk and Insurance Management Department with the objective to lead and coordinate the company's risk management related processes. Through its risk management process, OMV Petrom assesses whether the mid-term liquidity and long-term sustainability are secured, and whether the uncertainty over its strategic objectives and financial targets are within acceptable levels.

On the medium-term, the objective of OMV Petrom's risk management system is to secure its capacity to deliver positive economic value added by managing the company's risks and their potential cash flow impact within the limits of the risk appetite. High potential single event risks as well as long-term strategic risks are also identified and managed consistently. Furthermore, OMV Petrom's risk management system is part of the corporate decision-making process. For any new major projects, new strategies or market directions, workshops are organized for assessing the risks associated with the benefits of the respective opportunity, while the risk information collected in the workshops as well as any relevant third party opinions, are used for taking informed decisions.

OMV Petrom follows the best international practices in risk management

OMV Petrom's Enterprise Wide Risk Management (EWRM) system actively pursues the identification, analysis, evaluation and treatment of all risks (market and financial, operational and strategic) in order to manage their effects on the company's cash flow up to an acceptable level agreed as per the risk appetite.

The EWRM system follows ISO31000 and comprises a dedicated risk organization working under a robust internal regulation framework with quantitative information technology infrastructure. The EWRM process is embedded into the day-to-day operational business and delivers against its intended purpose.
OMV Petrom has four levels of risk management roles in a pyramid-type risk organization. The first bottom layer comprises the risk owners represented in all areas of activity by managers of various areas, the second level are the business units and divisional risk coordinators who facilitate and coordinate the risk management process in their division, the third layer is the risk manager function represented by the Risk Management department who coordinates the entire risk management process assisted by the specialized corporate functions (HSSE, Compliance, Legal, Finance, Controlling). The top level role is represented by OMV Petrom's Executive Board which steers and approves OMV Petrom's consolidated risk profile in accordance with the company's objectives and risk appetite. The risk management system and its effectiveness are monitored by the Audit Committee of the Supervisory Board via regular reports.

The EWRM system is assessed via various benchmarks of external consultants as in line with best practice at international level.
The risks within OMV Petrom's EWRM system are organized in the following categories: market and financial, operational and strategic. These categories include among others: market, financial, project, process, health, safety and security, tax, compliance, personnel, legal, regulatory and reputational risks.
In terms of tools and techniques, OMV Petrom follows the best international practices in risk management and uses stochastic quantitative models to measure the potential loss associated with the company's risk portfolio under a 95% confidence level and a three-year horizon.
All risks are analyzed based on their causes, consequences, historical trends, volatilities and cash flow potential impact.
OMV Petrom's key financial and non-financial exposures are commodity market price risk, foreign exchange risk and single-event hazard operational risks. Other risks that influence the company's results are counterparty credit risk, liquidity risk and interest rate risk.

As regards to **market price risk,** OMV Petrom is naturally exposed to the price-driven volatility of

cash flows generated by production, refining and marketing activities associated with crude oil, oil products, gas and electricity. Market risk has core strategic importance within OMV Petrom's risk profile and liquidity. The market price risks of OMV Petrom commodities are closely analyzed, quantified and evaluated.
Derivative financial instruments may be used for the purposes of managing exposure to commodity price, currency, stocks, which are being evaluated, considering OMV Petrom's needs and being approved by OMV Petrom's Executive Board in consistency with the company's risk appetite.

In 2015, in order to protect the cash flow against further potential downturns of the crude oil price, we entered into hedging arrangements (Zero Cost Collar) for 20% of the crude production with a protection floor level of USD 55/bbl for the third quarter of 2015 to the second quarter of 2016 period.
The transaction was accounted for as a cash flow hedge until the third quarter of 2015, when the Group monetized the oil price hedges for the fourth quarter of 2015 through the second quarter of 2016.
Hedges for the third quarter of 2015, settled at maturity, generated a positive cash result of RON 24.59 mn, while the monetization of hedges for the remaining period (for the fourth quarter of 2015 to the second quarter of 2016) generated a positive cash result of RON 90.31 mn, achieving a protection of USD 5.5 /bbl for the hedged volumes. The total effect in the 2015 income statement of the above transactions is in amount of RON 100.69 mn.

In terms of **foreign exchange risk management,** OMV Petrom cash is essentially exposed to the volatility of RON against USD and also to EUR. The effect of foreign exchange risk on cash flows as well as the correlation with the oil price are regularly monitored.

From an **operational risk** perspective, OMV Petrom is an integrated company with a wide asset base, most of these assets being hydrocarbon production and processing plants. A special focus is given to process safety risks where OMV Petrom's policy is to "prevent incidents, ensure safe operations". The high potential single-event risks associated with the operational activity (e.g. blow outs, explosions, earthquakes etc.) are identified and for each of them incident scenarios are developed and assessed. Where required, treatment plans are developed for each specific location. Besides emergency, crisis and disaster recovery plans, OMV Petrom's policy with regard to insurable risks is to cover them via insurance instruments. These risks are closely analyzed, quantified and monitored by the risk organization and are managed via detailed internal procedures.

"Prevent incidents, ensure safe operations" policy

Counterparty credit risk management refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to OMV Petrom. The Group's counterparty credit risks are assessed, monitored and managed at company level using predetermined limits for specific countries, banks, business partners and suppliers. On the basis of creditworthiness and available rating information, all counterparties are assigned maximum permitted exposures in terms of credit limits (amounts and maturities), and the creditworthiness assessments and granted limits are reviewed on a regular basis.

Credit limits assigned for all counterparties

For the purpose of assessing **liquidity risk** in the short-term, the budgeted operating and financial cash inflows and outflows throughout OMV Petrom are monitored and analyzed on a monthly basis in order to establish the expected net change in liquidity. This analysis provides the basis for financing decisions and capital commitments. For mid-term risks, to ensure that OMV Petrom remains solvent at all times and retains the necessary financial flexibility, liquidity reserves in form of committed credit lines are maintained.

OMV Petrom is inherently exposed to **interest rate risk** due to its financing activities. The volatility of EURIBOR and LIBOR may trigger less or additional cash flow resources necessary to finance the interest payments associated with OMV Petrom's debt. The interest rate risks are

closely analyzed, quantified and monitored.
In 2015, the internal risk analysis resulted in no need for hedging the interest rate risk, hence no financial instruments were used for interest rate hedging in 2015.

Internal control system covers all areas of operation

OMV Petrom's consolidated risk profile is regularly reported in comparison with the company's risk appetite for the Executive Board's approval and for the information of the Audit Committee of the Supervisory Board. In 2015, in March and October, the consolidated risk profile was reported and approved by OMV Petrom's Executive Board in accordance with the company's risk appetite and was also presented for information to the Audit Committee.

Internal control

The Group has implemented an internal control system, which includes activities implemented in order to prevent or detect undesirable events and risks such as fraud, errors, damages, non-compliance, unauthorized transactions and misstatements in financial reporting.
OMV Petrom's internal control system covers all areas of Group operations with the following goals:

- Compliance with laws and internal regulations
- Reliability of financial reporting (accuracy, completeness and correct disclosure)
- Prevention and detection of fraud and error
- Effective and efficient business operations

OMV Petrom's internal control system framework consists of the following elements:

Element	Description
Internal control environment	The existence of a control environment forms the basis for an effective internal control system. It consists of the definition and adherence to group-wide values and principles (e.g. business ethics) and of organizational measures (e.g. clear assignment of responsibility and authority, commitment to competence, signature rules and segregation of duties).
Assessment of process and compliance risks	Generally all business, management and support processes are within the scope of the internal control system. They are assessed to identify risky and critical activities as well as process and compliance risk.
Risk mitigation via control activities	Control activities and measures (such as segregation of duties, checks, approvals, IT access rights) are defined, implemented and performed to mitigate significant process and compliance risks.
Documentation and information	Related duties include the documentation of main processes and procedures containing a description of key control activities performed.
Monitoring and audit	Management and Internal Audit evaluate the effective implementation of the internal control system.

OMV Petrom's successful management and operation means creating value for all stakeholders and requires a systematic and transparent management of the company, while applying the best corporate governance principles. To attain this objective, it is very important to establish and to maintain a rigorous Business Management System (BMS). BMS represents the set of policies, management objectives, directives and corporate standards whose purpose is the management and control of the organization, created to match the integrated set of processes and tools used by the Group for the development and

implementation of its strategy.
The Corporate Affairs and Compliance department is responsible for the coordination of BMS and governance model for regulations at the OMV Petrom Group level. This department also provides support to various entities of OMV Petrom S.A. to meet regulatory requirements, coordinates the elaboration of corporate regulations and performs the verification of their quality. Through the Directive „Regulation Management" requirements have been set for classification, definition and standardized structure of corporate regulations, as well as for the development, approval, communication, monitoring and reporting thereof.
Internal Audit department assesses the effectiveness and efficiency of the organization's policies, procedures and systems which are in place to ensure: proper identification and management of risks, reliability and integrity of information, compliance with laws and regulations, safeguarding of assets, economical and efficient use of resources and accomplishment of established objectives and goals.
Internal Audit carries out regular audits of individual group companies and informs the Audit Committee about the results of the audits performed.
The Group has an Accounting Manual that is implemented consistently in all group companies in order to ensure uniform accounting treatment is applied for the same business cases. The Group Accounting Manual is updated regularly with changes in International Financial Reporting Standards. Furthermore, the organization of the accounting and financial reporting departments is set up in order to achieve a high quality financial reporting process. Roles and responsibilities are specifically defined and a revision process – the "four-eye principle" – is applied in order to ensure correctness and accuracy of the financial reporting process. The establishment of group-wide standards for the preparation of annual and interim financial statements by means of the Group Accounting Manual is also regulated by an internal Corporate Guideline.

Subsequent events

Please refer to Note 36 in the Consolidated Financial Statements.

Outlook 2016

Market, regulatory and fiscal environment

Brent oil price is expected to average USD 40/bbl

For the year 2016, **Brent oil price** is expected to average USD 40/bbl and the Brent-Urals spread is anticipated to be wider than in recent years. OMV Petrom estimates **gas** demand in Romania to remain broadly flat, with increased competition and margin pressure, also considering the increasing competitiveness of import gas. In the **power** market, demand for 2016 is anticipated to be also relatively stable, but with weak spark spreads throughout the year.
In 2016, **refining** margins are expected to decline from 2015 levels due to persisting overcapacity in European markets. The lower product prices resulting from the decrease in the international crude and oil product quotations, together with the reduced VAT in Romania starting 2016, are expected to support demand for oil products, though with increased competition.
Several amendments to the **Romanian general taxation framework** have been approved, scheduled to enter into force in 2016 - 2017. The tax on constructions is kept at 1% for 2016, and it is expected to be eliminated starting with 2017. In addition, as announced by the authorities, further developments are expected with respect **to upstream oil and gas taxation,** with public consultations envisaged to take place before new measures are applied starting with 2017. Moreover, a stable, predictable and investment-friendly fiscal and regulatory environment is crucial to enable OMV Petrom to maintain future investments for both offsetting natural decline and further onshore and offshore development.

Investments

Continue to adjust activity level to the market environment

In response to the prolonged depressed market environment, OMV Petrom will continue to adjust its activity level, maintaining a strong balance sheet and protecting its free cash flow position.
CAPEX (including capitalized exploration and

CAPEX for 2016 expected to range between EUR 0.7-0.8 bn

appraisal) for 2016 is expected to range between EUR 0.7 - 0.8 bn, about 10-20% down compared with the 2015 level, with approx. 85% dedicated to Upstream; exploration expenditures are estimated to decrease by approx. 50% versus the high level of 2015.

In **Upstream,** operational activities concentrate on maintaining the safety conditions and fulfillment of integrity and investment programs. Operational excellence initiatives will continue, focusing on cost reductions and efficiency (e.g. reduced mean time between failures, costs per workover and rates for new wells drilled).

Under the joint venture with Hunt Oil, the Padina Nord 1 discovery will further advance and development options are under consideration. As regards the Neptun Deep block (50% OMV Petrom; 50% ExxonMobil), partners will review, evaluate and optimize the development strategy with the aim to determine the most efficient development plan for the discovered resources. This could potentially include a phased development approach.
At this stage, the final investment decision could be expected in around two years and first production would be achieved early next decade.
In Kazakhstan, workover activities to combat natural decline will continue, aiming to maintain production in the TOC and Komsomolskoe fields.

One-month planned shutdown at Petrobrazi in 2016

In **Downstream Oil,** OMV Petrom will continue to focus on improving operational performance and delivering on economic energy efficiency upgrades. In the Petrobrazi refinery, a one-month planned shutdown and turnaround is scheduled in Q2/16 with the main scope related to maintenance works and reauthorizations. The refinery utilization rate, adjusted for the turnaround, is targeted to remain high as the company expects to maintain the strong performance in all sales channels, supporting the stable profit and cash contribution from the Downstream Oil business. Moreover, the company continues to pursue cost discipline and optimization of the Downstream Oil business.

In **Downstream Gas,** OMV Petrom expects to maintain its strong position in the gas market through continued portfolio optimization and customer orientation. The Brazi power plant will continue to play an important role within the company's integrated gas value chain, a significant part of its production capacity being sold forward for 2016; additionally, the company continuously strives to capture available market opportunities by capitalizing on the plant's operational flexibility. Moreover, OMV Petrom envisages divestment of the Dorobanțu wind park, in line with the strategy to focus on its core business.

Corporate governance report

To remain competitive in a changing world, OMV Petrom develops and updates its corporate governance practices, so that it can meet new demands and opportunities.

A transparent decision-making process, relying on clear and objective rules, enhances shareholders' confidence in the Company. It also contributes to the protection of shareholders' rights, improving the overall performance of the Company and providing better access to capital and risk mitigation.

The Company has, therefore, always placed great importance on good corporate governance and has adhered to the principles laid down in the Corporate Governance Code issued by the Bucharest Stock Exchange starting 2010, continuing to apply them since then, including after the entrance into force of the new Corporate Governance Code on January 4, 2016.

In April 2007, a two-tier system of governance was implemented in the Company. Since then, OMV Petrom's governance has been run by an Executive Board, which manages the daily operations of the Company, and a Supervisory Board elected by the shareholders to act as a monitoring body, supervising and controlling the Executive Board. The powers and duties of the above-mentioned bodies are described in the Company's Articles of Association, available on the website (www.omvpetrom.com) and in the relevant internal regulations.

Commitment to good corporate governance

The Executive Board and the Supervisory Board are committed to principles of good corporate governance, considering corporate governance a key element underpinning the sustainable growth of the business and also the enhancement of long-term value for shareholders.

General Meeting of Shareholders

The main rules and procedures of the GMS are laid down in the Rules and Procedures of the General Meetings of Shareholders of OMV Petrom, published on the Company's corporate website.
The GMS shall be convened by the Executive Board whenever this is necessary, in accordance with the provisions of law. The date of the GMS may not, as per the law requirements, be within less than 30 (thirty) days after publishing the convening notice in the Official Gazette of Romania, part IV. The convening notice shall be also published in one of the widely-distributed newspapers in Romania. In exceptional cases, when the Company's interest requires it, the Supervisory Board may convene the GMS. The convening notice will be disseminated to the Bucharest Stock Exchange and the Financial Supervisory Authority in accordance with capital markets regulations. The convening notice will also be made available on the Company's website, together with any explanatory document related to items included on the GMS agenda. The annual financial statements are made available starting with the date of the convening notice of the Ordinary GMS convened to resolve upon them.

Focus on corporate governance principles

General Meeting of the Shareholders organization

The GMS is usually chaired by the President of the Supervisory Board, who may designate another person to chair the meeting. The chairman of the GMS designates two or more technical secretaries to verify the fulfillment of the formalities required by law for carrying out the GMS and for drafting the minutes thereof. The minutes of the meeting, signed by the President and by the secretaries, shall ascertain the fulfilment of the formalities relating to the convening notice, the date and place of the GMS, the agenda, the shareholders present, the number of shares, a summary of the issues discussed, the resolutions passed and, upon the request of the shareholders, the statements made by such shareholders during the GMS. The resolutions of the GMS shall be drafted pursuant to the minutes and shall be signed by the President of the Supervisory Board or by another person appointed by the President. In observance of capital market regulations, the resolutions of the GMS will be disseminated

GMS resolutions are posted on OMV Petrom website

to the Bucharest Stock Exchange and the Financial Supervisory Authority (former National Securities Commission) within 24 hours after the event. The resolutions will also be made available on the Company's website.

General Meeting of Shareholders main duties

The main duties of the Ordinary GMS are the following:

- to discuss, approve or modify the annual financial statements after having reviewed the reports of the Executive Board, of the Supervisory Board, of the financial auditor and of the internal auditors;
- to distribute the profit and to establish the dividends;
- to elect the members of the Supervisory Board and the financial auditor and to revoke the appointment of each of the foregoing; to approve the minimum term of the audit contract;
- to establish the remuneration of the members of the Supervisory Board and of the financial auditor for the current fiscal year;
- to assess the activity of the Executive Board members and of the Supervisory Board members, to evaluate their performance and to discharge them of their duties in accordance with the provisions of law;
- to approve the income and expenditure budget, as well as the business program for the next financial year;
- to approve the reports of the Supervisory Board with respect to the supervision activity performed by it.

The Extraordinary GMS is entitled to decide mainly upon:

- changing the corporate form of the Company;
- altering the scope of business of the Company;
- increasing the share capital of the Company;
- reducing the share capital of the Company;
- merging with other companies;
- spin-offs from the Company;
- an early dissolution of the Company;
- converting shares from one class into another;
- any changes to the Articles of Association.

Supervisory Board

The Supervisory Board consists of nine members elected by the Ordinary GMS, in accordance with the provisions of Company Law. The Supervisory Board's current mandate started in 2013 and runs until 2017. The members of the Supervisory Board may be shareholders of the Company, but they cannot be members of the Executive Board.

Supervisory Board members

At the end of 2015, the membership of the Supervisory Board comprised the following individuals: Rainer Seele, David C. Davies, Manfred Leitner, Johann Pleininger, Christoph Trentini, George Băeșu, Bogdan-Nicolae Badea, Joseph Bernhard Mark Mobius, Riccardo Puliti.

Supervisory Board main powers

The Supervisory Board has the following main powers:

- to exercise control over the management of the Company by the Executive Board;
- to determine the structure and the number of positions in the Executive Board; to appoint and revoke the members of the Executive Board;
- to create an audit committee and other specialized committees, if appropriate;
- to check that the acts undertaken in the course of the management of the Company are compatible with law, the Articles of Association and any relevant resolutions of the GMS;
- to submit to the GMS a report concerning the supervision activity undertaken;
- to represent the Company in relation to the Executive Board;
- to verify the Company's financial statements;
- to verify the report of the members of the Executive Board;
- to propose to the GMS the appointment and the revocation of the financial auditor, as well as the minimum term of the audit contract.

The responsibilities of the members of the Supervisory Board, as well as the working procedures and the approach to conflicts of interest and own account dealings are governed

by relevant internal regulations.
As required by Company Law, none of the Supervisory Board members holds an executive position in the Company. During 2015 financial year, the Supervisory Board met five times in person and submitted its approval in writing on six other occasions (more details are presented within the report of the Supervisory Board).

Special Committees

The Supervisory Board may assign particular issues to certain of its members, acting individually or as part of special committees, and may also refer to experts to analyze certain issues. The task of the committees is to issue recommendations for the purpose of preparing resolutions to be passed by the Supervisory Board itself, without thereby preventing the entire Supervisory Board from dealing with matters assigned to the committees.

An **Audit Committee** composed of Supervisory Board members was established to provide assistance to the governing bodies of the Company in the area of risk management and financial reporting and to monitor the information provided by its internal auditors.

This committee examines and reviews the annual financial statements and the proposal for profit distribution before their submission to the Supervisory Board for approval, as well as considers and makes recommendations to the Supervisory Board on the appointment, re-appointment or removal of the independent external financial auditor, which is to be elected by the Ordinary GMS.
Moreover, this committee supervises the Company's risk management strategy and its financial performance and assesses the issues subject to the reports of the internal auditors. Starting December 31, 2015, the roles and functions of the Audit Committee in this area were further detailed in the Audit Committee Terms of Reference and include also: undertaking an annual assessment of the system of internal control; evaluating the efficiency of the internal control system and risk management system; monitoring the application of statutory and generally accepted standards of internal auditing; receiving regularly a summary of the main findings of the audit reports and evaluating the reports of the internal audit team; reviewing conflicts of interests in transactions of the Company and its subsidiaries with related parties; examining and reviewing, before their submission to the Supervisory Board for approval, related party transactions that exceed or may be expected to exceed 5% of the Company's net assets in the previous financial year, in accordance with Related Party Transactions Policy.
The Executive Board reports to the Audit Committee at least once a year on the internal audit plan and any material findings.
In accordance with Company Law, the Audit Committee includes members that have the necessary expertise in the area of financial audit and accounting.

At the beginning of 2015, the Audit Committee consisted of the following members: David C. Davies (President of the Audit Committee), Manfred Leitner (Deputy President of the Audit Committee), Riccardo Puliti (Member) and George Băeșu (Member). Following Manfred Leitner's waiver of his mandate as deputy president and member of the Audit Committee, the Supervisory Board approved during the meeting on April 28, 2015, the appointment of Christoph Trentini as deputy president and member of the Audit Committee as of the same date.

Audit Committee members

As of December 31, 2015, the Audit Committee is composed of three members, namely Riccardo Puliti (President of the Audit Committee – independent), David C. Davies (Deputy President of the Audit Committee) and George Băeșu (Member – independent).

During the 2015 financial year, the Audit Committee met three times (more details presented under the corresponding section within the report of the Supervisory Board).

Supervisory Board self-evaluation

The Supervisory Board approved in December

2015 a Supervisory Board Self-Evaluation Guideline providing the purpose, criteria and frequency of such an evaluation. The aim of this process is to assess and if necessary to improve both the efficiency and the effectiveness of the Supervisory Board work, as well as to ensure that the Supervisory Board is capable of fulfilling its responsibilities towards shareholders and other stakeholders. The Supervisory Board members mainly consider that the composition regarding the experience and qualification, diversity, number of members and also presence is satisfactory. Supervisory Board members also appreciated the good collaboration with the Executive Board, the organization and conducting of the Supervisory Board meetings and the quality of the documents provided for and during the meetings.

Executive Board main duties

Executive Board

The Executive Board is appointed and/or revoked by the Supervisory Board. The number of members shall be determined by the Supervisory Board, provided that such number is not lower than three and not higher than seven. One Executive Board member is appointed as the President of the Executive Board (also named Chief Executive Officer of the Company). The Executive Board's current mandate started in April 2015 and runs until April 2019.
The meetings of the Executive Board are held regularly (usually every week) and whenever necessary for the operative management of the Company's daily business.

Executive Board members

On March 24, 2015, the Supervisory Board appointed the following OMV Petrom Executive Board members for a four year term starting April 17, 2015 until April 17, 2019: Mariana Gheorghe (Chief Executive Officer and President of the Executive Board); Andreas Matje (Chief Financial Officer and Executive Board member); Gabriel Selischi (Executive Board member in charge with the Upstream activity); Neil Anthony Morgan (Executive Board member in charge with the Downstream Oil activity); Lăcrămioara Diaconu-Pințea (Executive Board member in charge with the Downstream Gas activity) [ix].

Cristian Secoșan's mandate as member of the Executive Board ceased starting with April 17, 2015.

Executive Board main duties

As provided by the Articles of Association, the main duties of the Executive Board, performed under the supervision and control of the Supervisory Board, are:

- to establish the strategy and the policies regarding the development of the Company, including the organizational structure of the Company and the operational divisions;
- to submit annually for the approval of the GMS, within four months of the end of the financial year, the report regarding the business activity of the Company, the financial statements for the previous year, as well as the business activity and budget projects of the Company for the current year;
- to conclude legal acts on behalf of and for the account of the Company, with observance of matters reserved to the GMS or to the Supervisory Board;
- to hire and to dismiss, and to establish the duties and responsibilities of the Company's personnel, in line with the Company's overall personnel policy;
- to undertake all the measures necessary and useful for the management of the Company, implied by the daily management of each division or delegated by the GMS or by the Supervisory Board, with the exception of those reserved to the GMS or to the Supervisory Board through operation of law or of the Articles of Association;
- to exercise any competence delegated by the Extraordinary GMS.

The Executive Board coordinates the strategic orientation of the Company and reports to the Supervisory Board on a regular basis on all relevant issues concerning the course of business, strategy implementation, the risk situation and risk management of the Company.

The Executive Board ensures that the provisions of the relevant Romanian capital markets legislation are complied with and implemented

[ix] Starting with April 1, 2015, the business segments were renamed as follows: Exploration and Production to Upstream, Refining and Marketing to Downstream Oil, Gas and Power to Downstream Gas.

by the Company, as earlier presented within this chapter. Likewise, the Executive Board ensures the implementation and operation of an accounting, risk management and internal controlling system which meets the requirements of the Company.

The members of the Executive Board and persons closely related to them (the latter term as defined in the applicable capital markets regulations under the Romanian phrase of "persoană aflată în relații apropiate cu persoane exercitând funcții de conducere") have the duty to report to the Executive Board, to the Supervisory Board and to the Financial Supervisory Authority any and all trading/business performed for their own account involving (i) shares or other securities issued by the Company and admitted for trading on regulated markets; and/or (ii) derivative financial instruments using securities issued by the Company and/or (iii) any other instruments relating thereto.

The members of the Executive Board have the duty to disclose immediately to the Supervisory Board any material personal interests they may have in transactions of the Company as well as all other conflicts of interest. Furthermore, they have the duty to notify other Executive Board colleagues of such interests forthwith.

All business transactions between the Company and the members of the Executive Board as well as persons or companies closely related to them must be in accordance with normal business standards and applicable corporate regulation. Such business transactions as well as their terms and conditions require the prior approval of the Supervisory Board.
Furthermore, according to the Company's internal Policy on Related Party Transactions providing for the main principles of review, approval and disclosure of related party transactions, related party transaction that exceed or may be expected to exceed, either single or connected, 5% of the Company's net assets in the previous financial year are to be approved by the Supervisory Board following the approval of the Executive Board and based on the review of the Audit Committee on this transaction.

In 2015, the Executive Board met 55 times in person and passed resolutions by circulation on seven other occasions in order to approve all matters requiring its approval in accordance with the Articles of Association and the Company's internal regulations, as well as to allow the members of the Executive Board to be aware of all significant matters concerning the Company and to inform each other about all relevant issues of their activity.

Shareholders' rights

Rights of the Company's minority shareholders are adequately protected according to relevant domestic legislation.
The shareholders have the right to obtain relevant information on the Company on a timely and regular basis. They have the right to be informed about the decisions concerning fundamental corporate changes with the view to understand their rights.

Decisions assigned to shareholders

Several key decisions are assigned to shareholders via the GMS. Among these decisions are included:

- appointment and revocation of the members of the Supervisory Board and external auditors;
- approval of the remuneration for the members of the Supervisory Board and auditors;
- approval of the annual financial statements;
- approval of any amendments to the Articles of Association;
- resolutions on share capital increase / decrease, mergers and/or spin-offs.

Moreover, the shareholders have the right to participate effectively and vote in the GMS and to be informed of the rules, including voting procedures that govern the GMS.

One share, one vote, one dividend

OMV Petrom observes the one share, one vote, one dividend principle. There are no preference shares without voting rights or shares conferring the right to more than one vote.

GMS calling

Shareholders holding at least 5% of the share capital may request that a GMS be called. Such shareholders have also the right to add new items to the agenda of a GMS, provided such proposals are accompanied by a justification or a draft resolution proposed for approval and copies of the identification documents of the shareholders who make the proposals.
Proposals with respect to adding new items on the agenda of such GMS can be submitted at the headquarters of the Company, or by e-mail having attached an extended electronic signature, in compliance with Law no. 455/2001 using a digital signature.
Likewise, shareholders holding at least 5% of the share capital are entitled to submit draft resolutions for the items listed on the agenda or proposed by other shareholders to be added on the agenda of such GMS.

Shareholders' participation in the GMS

GMS attendance

The Company actively promotes the participation of its shareholders in the GMS, as they are invited to raise questions concerning items to be debated during such meetings. The shareholders may attend in person or may be represented in the GMS either by their legal representatives or by representatives having a special proxy, based on the special template made available by the Company. Such proxy template may be obtained from the Company headquarters and/ or can be found on the Company's website. A shareholder may appoint by proxy one or more alternate representatives to ensure its representation in the GMS, if the designated representative is unable to fulfill its mandate.
The shareholders duly registered in the shareholders' register may vote by correspondence, prior to the GMS, by using the voting bulletin for the votes by correspondence made available by the Company at the headquarters and/or on the Company's website.

Taking shareholders' questions

The shareholders of the Company, regardless of the stake of the share capital held, may submit written questions with respect to the items on the agenda of the GMS, provided that such questions are accompanied by copies of their valid identification at the headquarters of the Company. The shareholders may also send such questions by e-mail having attached an extended electronic signature. The disclosure of commercially sensitive information that could result in a loss or competitive disadvantage for the Company will be avoided when providing the answers, in order to protect the interests of our shareholders.

Any agreements, understanding or family connection between the Supervisory Board members and another person responsible for appointing the respective person in the position of Director

OMV Petrom's governance follows a two-tier system, with the Executive Board ensuring the management of the Company under the control and supervision of the Supervisory Board.
The members of the Supervisory Board are not appointed by certain persons or certain shareholders. They are appointed by the Ordinary GMS based on shareholders' votes and in compliance with the statutory requirements relating to quorum and majority. Therefore, there are no such agreements and understandings to be disclosed herein.

Company shares held by the Supervisory Board members

OMV Petrom does not have knowledge of any member of the Supervisory Board holding shares issued by the Company.

Any agreement, understanding or family connection between Executive Board members and another person who is responsible for appointing him/her member of the executive management

Executive Board members are appointed by decision of the Supervisory Board. OMV Petrom does not have knowledge of any agreement, understanding or family connection between Executive Board members and the persons responsible for their appointment as members of the Executive Board of OMV Petrom.

Company shares held by the Executive Board members

As part of the program of free distribution of shares to its employees, conducted by OMV Petrom in 2010, 100 shares were assigned to Mariana Gheorghe, President of the Executive Board and 100 shares to Lăcrămioara Diaconu-Pințea, member of the Executive Board. Likewise, as a matter of good corporate governance, we outline that Mariana Gheorghe's husband holds 60,000 shares issued by OMV Petrom and Lăcrămioara Diaconu-Pințea's husband holds 100 shares issued by OMV Petrom.

Women's advancement

The Company supports gender diversity and promotion of women in management positions. While there are no female members of the Supervisory Board of the Company, the President of the Executive Board is Mariana Gheorghe. Moreover, on March 24, 2015, the Supervisory Board approved the new composition of the OMV Petrom Executive Board, with a newly appointed Executive Board member in charge with Downstream Gas activity, namely Lăcrămioara Diaconu-Pințea. By the end of 2015, around 38% of the first line directors reporting to Executive Board were women, whilst the percentage of women in middle management was around 39%. Given the strong industrial bias of our operations, the proportion of women in the Group as a whole by year end was 22.5%, which is in line with the equivalent figure for the OMV Group, of which OMV Petrom is part.

Bucharest Stock Exchange Corporate Governance Code

The Company first adhered to the Corporate Governance Code issued by the Bucharest Stock Exchange in 2010. In 2015, the Company continued to apply the principles of good corporate governance provided by the Corporate Governance Code issued by the Bucharest Stock Exchange.
Following the publication by the Bucharest Stock Exchange on September 22, 2015, of the new Corporate Governance Code which entered into force on January 4, 2016, the Company underwent an internal assessment in order to identify those areas in which it might be necessary to take some actions in order to have compliance with the new provisions, at the end of which the Company adopted a set of policies, procedures, guidelines and terms of reference, namely: Dividend Policy, Forecast Policy, Related Party Transactions Policy, Sustainability Policy, Rules and Procedures of the General Meeting of Shareholders, Supervisory Board Self-Evaluation Guideline, Audit Committee Terms of Reference. Most of these documents state and formalize the practices already in place in the Company.

New set of Corporate Governance – released documents

As required by the Bucharest Stock Exchange, OMV Petrom published on January 4, 2016 a current report listing the provisions of the new Corporate Governance Code and the Company's status of compliance with these as of December 31, 2015, explaining briefly the reasons for such deviations.
More details about the compliance with the principles and recommendations stipulated under the Corporate Governance Code issued by the Bucharest Stock Exchange are presented in the corporate governance statement, which is a part of this annual report. The corporate governance statement does not contain any deviation from the ad-hoc report published by the Company on January 4, 2016, but only provides more detailed explanations.

Corporate governance statement [x]

Provisions of the Bucharest Stock Exchange new Corporate Governance Code	Complies	Does not comply or partially complies	Comments
Section A - Responsibilities			
A.1. All companies should have internal regulation of the Board which includes terms of reference/ responsibilities for Board and key management functions of the company, applying, among others, the General Principles of this Section.	✔		Since April 2007, OMV Petrom is managed in a two-tier system by an Executive Board, which manages the daily business of the Company under the supervision of the Supervisory Board. The Company's corporate governance structure and principles are laid down in the Articles of Association, the Rules and Procedures of the General Meeting of Shareholders, the internal rules of the Supervisory Board and the Executive Board, as well as in other internal regulations, which include also the competences and responsibilities of the GMS, the Supervisory Board and of the Executive Board.
A.2. Provisions for the management of conflict of interest should be included in Board regulation. In any event, members of the Board should notify the Board of any conflicts of interest which have arisen or may arise, and should refrain from taking part in the discussion (including by not being present where this does not render the meeting non-quorate) and from voting on the adoption of a resolution on the issue which gives rise to such conflict of interest.	✔		The members of the Executive Board and the members of the Supervisory Board have, by law, a duty of care and a duty of loyalty to the Company, stated not only in the Company's Articles of Association, but also in other internal regulations. Moreover, the Company has put in place internal rules on how to deal with conflicts of interest.
A.3. The Supervisory Board should have at least five members.	✔		The Supervisory Board consists of nine members elected by the Ordinary GMS, in accordance with the provisions of Company Law and the Company's Articles of Association.

[x] The statement summarises the main highlights of the Code's provisions. For the full text of the Code please refer to Bucharest Stock Exchange website www.bvb.ro.

Provisions of the Bucharest Stock Exchange new Corporate Governance Code	Complies	Does not comply or partially complies	Comments
A.4. The majority of the members of the Board should be non-executive. Not less than two non-executive members of the Board of Directors or Supervisory Board should be independent, in the case of Premium Tier Companies. Each member of the Supervisory Board should submit a declaration that he/she is independent at the moment of his/her nomination for election or re-election as well as when any change in his/her status arises, by demonstrating the ground on which he/she is considered independent in character and judgment.	✔		OMV Petrom's governance follows a two-tier system, with the Executive Board ensuring the management of the Company under the control and supervision of the Supervisory Board. The Supervisory Board comprises nine members who are all non-executive. Therefore, the balance between executives and non-executives is ensured. The Company conducted an evaluation of the Supervisory Board members' independence based on the independence criteria provided by the new Corporate Governance Code (which are substantially similar with those provided by the Company law), consisting in an individual personal assessment done by each Supervisory Board member, followed by an external assessment. Following this evaluation, it resulted that two Supervisory Board members meet all the independence criteria provided by the Corporate Governance Code, namely George Băeșu and Riccardo Puliti, they being also members of the Audit Committee.
A.5. A Board member's other relatively permanent professional commitments and engagements, including executive and non-executive Board positions in companies and not-for-profit institutions, should be disclosed to shareholders and to potential investors before appointment and during his/her mandate.	✔		Information on Supervisory Board and Executive Board members' permanent professional commitments and engagements, including executive and non-executive positions in companies and not-for-profit institutions are included in Supervisory Board and Executive Board members' personal CVs, available on the Company's corporate website, within the Investor Relations section, Corporate Governance sub-section.
A.6. Any member of the Board should submit to the Board, information on any relationship with a shareholder who holds directly or indirectly, shares representing more than 5% of all voting rights.	✔		The members of the Executive Board and the members of the Supervisory Board have, by law, a duty of care and a duty of loyalty to the Company, stated not only in the Company's Articles of Association but also in other internal regulations. The Company has put in place internal rules on how to deal with conflicts of interest.

Provisions of the Bucharest Stock Exchange new Corporate Governance Code	Complies	Does not comply or partially complies	Comments
A.7. The company should appoint a Board secretary responsible for supporting the work of the Board.	✔		The Company has a General Secretary, supporting the works of the Executive Board and of the Supervisory Board.
A.8. The corporate governance statement should inform on whether an evaluation of the Board has taken place under the leadership of the chairman or the nomination committee and, if it has, summarize key action points and changes resulting from it. The company should have a policy/ guidance regarding the evaluation of the Board containing the purpose, criteria and frequency of the evaluation process.	✔		The Supervisory Board approved in December 2015 a Supervisory Board Self-Evaluation Guideline providing the purpose, criteria and frequency of such an evaluation. Based on this Guideline, the Supervisory Board underwent a self-evaluation process for the business year 2015, under the leadership of the President of the Supervisory Board. The outcome of the self-evaluation is presented in the Corporate Governance Report of the Annual Report.
A.9. The corporate governance statement should contain information on the number of meetings of the Board and the committees during the past year, attendance by directors (in person and in absentia) and a report of the Board and committees on their activities.	✔		The Supervisory Board meets whenever necessary, but at least once every three months. In 2015, the Supervisory Board members met five times in person and passed resolutions by circulation on six other occasions. All members of the Supervisory Board attended the vast majority of the meetings of the Supervisory Board in 2015. The average participation rate was over 90%. The Audit Committee of the Supervisory Board met three times in 2015. The Executive Board usually meets once a week. In 2015, the Executive Board met 55 times in person and passed resolutions by circulation on seven other occasions. The average participation rate of Executive Board members was over 95%. The Supervisory Board report is included in the Annual Report and submitted for Ordinary GMS's approval.

Provisions of the Bucharest Stock Exchange new Corporate Governance Code	**Complies**	**Does not comply or partially complies**	**Comments**
A.10. The corporate governance statement should contain information on the precise number of the independent members of the Board of Directors or of the Supervisory Board.	✔		Following the independence evaluation of the Supervisory Board members, as per the independence criteria provided by the Corporate Governance Code (which are substantially similar with those provided by the Company law), it resulted that two Supervisory Board members meet all the independence criteria, namely George Băeșu and Riccardo Puliti, they being also members of the Audit Committee.
A.11. The Board of Premium Tier companies should set up a nomination committee formed of non-executives, which will lead the process for Board appointments and make recommendations to the Board. The majority of the members of the nomination committee should be independent.		✔	The Supervisory Board members are appointed by the GMS, based on a transparent procedure of appointment and with the majority of votes of the shareholders, as provided for in the Company's Articles of Association and applicable law. Prior to the GMS, their CVs are available for the shareholders for consultation, while the shareholders are allowed to supplement the candidates list for the position of member of the Supervisory Board. Establishment of the Nomination Committee is a pending subject for the assessment of the Company.
Section B - Risk management and internal control system			
B.1. The Board should set up an audit committee, and at least one member should be an independent non-executive. The majority of members, including the chairman, should have proven an adequate qualification relevant to the functions and responsibilities of the committee. At least one member of the audit committee should have proven adequate auditing or accounting experience. In the case of Premium Tier companies, the audit committee should be composed of at least three members and the majority of the audit committee should be independent.	✔		OMV Petrom's Supervisory Board has set up an Audit Committee among its members. Therefore the Audit Committee's members are all non-executives. During 2015, the Audit Committee was composed of four Supervisory Board members. As of December 31, 2015, the Audit Committee has three members, namely: Riccardo Puliti – president of the Audit Committee, David Davies – deputy president of the Audit Committee and George Băeșu – member of the Audit Committee. Two of the members of the Audit Committee, including the president of the Audit Committee, meet all independence criteria provided by the Corporate Governance Code. In line with Company Law, the Audit Committee includes members that have the necessary financial, audit and accounting expertise.

<table>
<tr><th>Provisions of the Bucharest Stock Exchange new Corporate Governance Code</th><th>Complies</th><th>Does not comply or partially complies</th><th>Comments</th></tr>
<tr><td>B.2. The audit committee should be chaired by an independent non-executive member.</td><td>✔</td><td></td><td>Riccardo Puliti is the president of the Audit Committee. Being member of the Supervisory Board, he is non-executive. Moreover, following the independence evaluation of the Supervisory Board members, it resulted that he is also independent as per the independence criteria provided by the Corporate Governance Code (which are substantially similar with those provided by the Company law).</td></tr>
<tr><td>B.3. Among its responsibilities, the audit committee should undertake an annual assessment of the system of internal control.</td><td>✔</td><td></td><td rowspan="5">The Terms of Reference for the Audit Committee approved by the Supervisory Board in December 2015, details the roles and functions of the Audit Committee, consisting mainly in:
▶ examining and reviewing the annual financial statements and the proposal for profit distribution;
▶ considering and making recommendations on the appointment, reappointment or removal of the independent external financial auditor, which is to be elected by the Ordinary GMS;
▶ undertaking an annual assessment of the system of internal control, considering the effectiveness and scope of the internal audit function, the adequacy of risk management and internal control reports to the Audit Committee, management's responsiveness and effectiveness in dealing with identified internal control failings or weaknesses and their submission of relevant reports to the Supervisory Board;
▶ reviewing conflicts of interests in transactions of the Company and its subsidiaries with related parties;
▶ evaluating the efficiency of the internal control system and risk management system;
▶ monitoring the application of statutory and generally accepted standards of internal auditing;
▶ receiving regularly a summary of the main findings of the audit reports and evaluating the reports of the internal audit team;
▶ examining and reviewing, before their submission to the Supervisory Board for approval, related party transactions that exceed or may be expected to exceed 5% of the Company's net assets in the previous financial year, in accordance with Related Party Transactions Policy.</td></tr>
<tr><td>B.4. The assessment should consider the effectiveness and scope of the internal audit function, the adequacy of risk management and internal control reports to the audit committee of the Board, management's responsiveness and effectiveness in dealing with identified internal control failings or weaknesses and their submission of relevant reports to the Board.</td><td>✔</td><td></td></tr>
<tr><td>B.5. The audit committee should review conflicts of interests in transactions of the company and its subsidiaries with related parties.</td><td>✔</td><td></td></tr>
<tr><td>B.6. The audit committee should evaluate the efficiency of the internal control system and risk management system.</td><td>✔</td><td></td></tr>
<tr><td>B.7. The audit committee should monitor the application of statutory and generally accepted standards of internal auditing. The audit committee should receive and evaluate the reports of the internal audit team.</td><td>✔</td><td></td></tr>
</table>

Provisions of the Bucharest Stock Exchange new Corporate Governance Code	**Complies**	**Does not comply or partially complies**	**Comments**
B.8. Whenever the Code mentions reviews or analysis to be exercised by the Audit Committee, these should be followed by cyclical (at least annual), or ad-hoc reports to be submitted to the Board afterwards.	✔		The Audit Committee submits periodic reports to the Supervisory Board on the specific subjects assigned to it.
B.9. No shareholder may be given undue preference over other shareholders with regard to transactions and agreements made by the company with shareholders and their related parties.	✔		The Company applies equal treatment to all its shareholders. According to the internal Policy on Related Party Transactions in place within the Company, related party transactions are considered on their merits in accordance with the normal industry standards, applicable laws and corporate regulations.
B.10. The Board should adopt a policy ensuring that any transaction of the company with any of the companies with which it has close relations, that is equal to or more than 5% of the net assets of the company (as stated in the latest financial report), should be approved by the Board following an obligatory opinion of the audit committee and fairly disclosed to the shareholders and potential investors, to the extent that such transactions fall under the category of events subject to disclosure requirements.	✔		Company adopted an internal Policy on Related Party Transactions providing for the main principles of review, approval and disclosure of related party transactions, according to the applicable regulations and Company's statutory documents, including the fact that related party transaction that exceed or may be expected to exceed, either single or connected, an annual value of 5% of the Company's net assets in the previous financial year are to be approved by the Supervisory Board following the approval of the Executive Board and based on the review of the Audit Committee of the respective transaction. OMV Petrom regularly submits reports on transactions with its related parties to the Financial Supervisory Authority and to the Bucharest Stock Exchange. Such disclosure reports are reviewed by the external financial auditor according to the relevant laws in force.

Provisions of the Bucharest Stock Exchange new Corporate Governance Code	Complies	Does not comply or partially complies	Comments
B.11. The internal audits should be carried out by a separate structural division (internal audit department) within the company or by retaining an independent third-party entity.	✔		Internal audits are carried by a separate structural department within the Company, namely the Internal Audit department.
B.12. To ensure the fulfillment of the core functions of the internal audit department, it should report functionally to the Board via the audit committee. For administrative purposes and in the scope related to the obligations of the management to monitor and mitigate risks, it should report directly to the chief executive officer.		✔	For administrative purposes, the Internal Audit department reports to the Chief Financial Officer, while functionally to the Executive Board. However, the Audit Committee endorses the annual internal audit plan. Moreover, the Audit Committee is regularly informed about the main internal audit findings. Therefore, in our opinion, the independency and objectivity of the internal audit function is not impaired by this reporting structure. Likewise, the Internal Audit Department did not encounter, in its past experience, cases that could be considered as jeopardizing its independence or objectivity due to the reporting lines.
Section C - Fair rewards and motivation			
C.1. The company should publish a remuneration policy on its website and include in its annual report a remuneration statement on the implementation of this policy during the annual period under review. Any essential change of the remuneration policy should be published on the corporate website in a timely fashion.		✔	The remuneration of the Supervisory Board members is resolved upon by the GMS every year and is made public. The development of a remuneration policy is being currently analysed.

Provisions of the Bucharest Stock Exchange new Corporate Governance Code	**Complies**	**Does not comply or partially complies**	**Comments**
Section D - Building value through investors' relations			
D.1. The company should have an Investor Relations function - indicated, by person (s) responsible or an organizational unit, to the general public. In addition to information required by legal provisions, the company should include on its corporate website a dedicated Investor Relations section, both in Romanian and English, with all relevant information of interest for investors, including: D.1.1. Principal corporate regulations: the articles of association, general shareholders' meeting procedures. D.1.2. Professional CVs of the members of its governing bodies, a Board member's other professional commitments, including executive and non-executive Board positions in companies and not-for-profit institutions; D.1.3. Current reports and periodic reports (quarterly, semi-annual and annual reports); D.1.4. Information related to general meetings of shareholders; D.1.5. Information on corporate events; D.1.6. The name and contact data of a person who should be able to provide knowledgeable information on request; D.1.7. Corporate presentations (e.g. IR presentations, quarterly results presentations, etc.), financial statements (quarterly, semi-annual, annual), auditor reports and annual reports.	✔		The Company has a special department dedicated to investor relations that can be contacted via e-mail at investor.relations.petrom@petrom.com. Likewise, OMV Petrom has a special section of the corporate website dedicated to Investor Relations, where the following main information/documents are available, both in English and Romanian: ▶ Articles of Association – in the Corporate Governance sub-section; ▶ Rules and Procedures of the General Meeting of Shareholders – in the Corporate Governance sub-section; ▶ Detailed professional CVs for all members of the Executive Board and Supervisory Board – in the Corporate Governance sub-section; ▶ Current reports and periodic reports – in the Investor News and Investor Reports and Presentations sub-sections; ▶ Convening notices and supporting materials for the GMS – in the General Meeting of Shareholders sub-section; ▶ Financial calendar and information on other corporate events – in the Events sub-section; ▶ Name and contact information of a person able to provide investors' knowledgeable information on request – in the Contact sub-section; ▶ Investor Presentations, Annual and Interim Reports, Annual and Interim Financial Statements, both individual and consolidated, including also the external auditor reports – in the Investor Reports and Presentations sub-section.
D.2. A company should have an annual cash distribution or dividend policy. The annual cash distribution or dividend policy principles should be published on the corporate website.	✔		The Company's Dividend Policy is published on its corporate website in the Investor Relations section, Corporate Governance sub-section.

Provisions of the Bucharest Stock Exchange new Corporate Governance Code	Complies	Does not comply or partially complies	Comments
D.3. A company should have adopted a policy with respect to forecasts, whether they are distributed or not. Forecasts means the quantified conclusions of studies aimed at determining the total impact of a list of factors related to a future period (so called assumptions): by nature such a task is based upon a high level of uncertainty, with results sometimes significantly differing from forecasts initially presented. The policy should provide for the frequency, period envisaged, and content of forecasts. Forecasts, if published, may only be part of annual, semi-annual or quarterly reports. The forecast policy should be published on the corporate website.	✔		The Company has a Forecast Policy which is published on its corporate website in the Investor Relations section, Corporate Governance sub-section.
D.4. The rules of general meetings of shareholders should not restrict the participation of shareholders in general meetings and the exercising of their rights. Amendments of the rules should take effect, at the earliest, as of the next general meeting of shareholders.	✔		The details regarding the organization of the GMS are mentioned in the Company's Articles of Association and the Rules and Procedures of the General Meeting of Shareholders. Likewise, OMV Petrom publishes for every GMS extensive convening notices describing in detail the procedure to be followed for the respective meeting. In this manner, the Company ensures that the GMSs are adequately conducted and well organized while the shareholders' rights are duly observed. The Company ensures equal treatment of all shareholders. Each share subscribed and fully paid by the shareholders shall grant equal rights and shall confer on its holder, according to the law, the right for one vote in the GMS (except where the voting rights are suspended in accordance with the applicable law), the right to elect and to be elected in the management bodies of the Company, the right to participate in the distribution of the profits in accordance with the Articles of Association and the law, as well as any other rights provided by the Articles of Association. There are no shares with multiple voting rights, preferential voting rights or maximum voting rights.

Provisions of the Bucharest Stock Exchange new Corporate Governance Code	Complies	Does not comply or partially complies	Comments
D.5. The external auditors should attend the shareholders' meetings when their reports are presented there.	✔		The external auditors attend the Ordinary GMS whereby the annual financial statements are submitted for approval.
D.6. The Board should present to the annual general meeting of shareholders a brief assessment of the internal controls and significant risk management system, as well as opinions on issues subject to resolution at the general meeting.	✔		All matters submitted for GMS approval are subject to Supervisory Board approval according to Company's internal rules. Moreover, the Annual Report submitted for GMS approval contains a brief assessment of the internal controls and significant risk management system.
D.7. Any professional, consultant, expert or financial analyst may participate in the shareholders' meeting upon prior invitation from the Chairman of the Board. Accredited journalists may also participate in the general meeting of shareholders, unless the Chairman of the Board decides otherwise.	✔		The Rules and Procedures of the General Meeting of Shareholders provide for the possibility for any professional, consultant, expert, financial analyst or accredited journalists may participate in the GMS, upon prior invitation from the President of the Supervisory Board.
D.8. The quarterly and semi-annual financial reports should include information in both Romanian and English regarding the key drivers influencing the change in sales, operating profit, net profit and other relevant financial indicators, both on quarter-on-quarter and year-on-year terms.	✔		The quarterly and semi-annual financial reports include information in both Romanian and English regarding the key drivers influencing the change in sales, operating profit, net profit and other relevant financial indicators, both on quarter-on-quarter and year-on-year terms.

Provisions of the Bucharest Stock Exchange new Corporate Governance Code	Complies	Does not comply or partially complies	Comments
D.9. A company should organize at least two meetings/conference calls with analysts and investors each year. The information presented on these occasions should be published in the IR section of the company website at the time of the meetings/conference calls.	✔		OMV Petrom organizes one-to-one meetings and conference calls with financial analysts, investors, brokers and other market specialists with a view to presenting the financial elements relevant for investment decision. In 2015, OMV Petrom organized four conference calls / meetings with the occasion of publication of the quarterly results. In addition, the company held one-to-one and group meetings and attended analyst and investor conferences, organized in Romania and abroad. For more details, please see also the Annual Report's section relating to OMV Petrom shares. The Investor Presentations were made available at the time of the meetings / conferences on the corporate website, in the Investor Relations section.
D.10. If a company supports various forms of artistic and cultural expression, sport activities, educational or scientific activities, and considers the resulting impact on the innovativeness and competitiveness of the company part of its business mission and development strategy, it should publish the policy guiding its activity in this area.	✔		OMV Petrom conducts various activities regarding social and environmental responsibility. The Company has a Sustainability Policy in line with the Group Sustainability Strategy, published on the corporate website in the Investor Relations section, Corporate Governance sub-section. Likewise, please see also the Annual Report's section relating to community involvement.

Declaration of the management

We confirm to the best of our knowledge that the consolidated financial statements give a true and fair view of the financial position of the Group as of December 31, 2015, its financial performance and cash flows for the year then ended, in accordance with applicable accounting standards, and that the Directors' report gives a true and fair view of the development and performance of the business and the position of the Group, together with a description of the principal risks and uncertainties associated with the expected development of the Group.

Bucharest, March 23, 2016
The Executive Board

Mariana Gheorghe
Chief Executive Officer
President of the EB

Andreas Matje
Chief Financial Officer
Member of the EB

Gabriel Selischi
Member of the EB
Upstream

Lăcrămioara Diaconu-Pințea
Member of the EB
Downstream Gas

Neil Anthony Morgan
Member of the EB
Downstream Oil

Abbreviations and definitions

ANRE	Romanian Energy Regulatory Authority
bbl	barrel(s), i.e. 159 liters
bbl/d	bbl per day
bcf	billion cubic feet; 1 billion standard cubic meters = 35.3147 bcf for Romania or 34.7793 bcf for Kazakhstan
bcm	billion cubic meters
bn	billion
boe, kboe	barrels of oil equivalent, thousand barrels of oil equivalent
boe/d, kboe/d	boe per day, kboe per day
BSE	Bucharest Stock Exchange
CAPEX	Capital Expenditure
Capital employed	Equity including minorities + net debt
cbm	cubic meter(s)
CCS	Current cost of supply
CEO	Chief Executive Officer
Co&O	Corporate and Other
CO_2	Carbon Dioxide
CR	Community relations
CSR	Corporate Social Responsibility
CV	Curriculum Vitae
EB	Executive Board
EBIT	Earnings Before Interest and Taxes
EBITD	Earnings Before Interest, Taxes and Depreciation
EBRD	European Bank for Reconstruction and Development
EU, EUR	European Union, euro(s)
EPS	Earnings per share
Equity ratio	Stockholders' equity divided by balance sheet total expressed as a percentage
EURIBOR	Euro Interbank Offered Rate
FRD	Field redevelopment
FX	Foreign Exchange
Gearing ratio	Net debt divided by equity expressed as a percentage
GDP	Gross Domestic Product
GHG	Green House Gas
GMS	General Meeting of Shareholders
HAZOP	Hazard and operability study
HSSE	Health, Safety, Security and Environment
HFO	Heavy Fuel Oil
IFRSs; IASs	International Financial Reporting Standards; International Accounting Standards
IMF	International Monetary Fund
ISO	International Organization for Standardization
ISO 31000	International standard for risk management
IT	Information Technology
JV	Joint venture
LIBOR	London Interbank Offered Rate
LPG	Liquefied Petroleum Gas
LTIR	Lost time injury rate = Average injury frequency with one or more lost workday related to the working time performed
m, km	meter(s), kilometer(s)
mn	million
MW; MWh	megawatt(s); megawatt hour(s)
n.m.	not meaningful
Net debt	Interest bearing debts and financial lease liabilities less liquid funds (cash and cash equivalents)
NGL	Natural Gas Liquids
NGO	Non-governmental organization

NOPAT	Net Operating Profit After Tax. Profit on ordinary activities after taxes plus net interest on net borrowings, +/- result from discontinued operations, +/- tax effect of adjustments
OECD	Organization for Economic Co-operation and Development
OGMS	Ordinary General Meeting of Shareholders
OPCOM	The administrator of the Romanian electricity market
OPEC	Organization of Petroleum Exporting Countries
Q	quarter
ROACE	Return On Average Capital Employed = NOPAT / Average Capital Employed (%)
RON	New Romanian leu
RRR	Reserve Replacement Rate
S.A.	JSC - Joint stock company (Societate pe Actiuni)
S.R.L.	Ltd - Limited liability company (Societate cu Raspundere Limitata)
TOC	Tasbulat Oil Corporation
t, kt	metric tonne(s), thousand tonnes
t/y	tonne(s)/year
toe	tonne(s) of oil equivalent
TWh	terawatt hour(s)
US	United States
USD	United States dollar(s)
VAT	Value-added tax

To the Shareholders of S.C. OMV Petrom S.A.

1. We have audited the accompanying consolidated financial statements of OMV Petrom S.A. and its subsidiaries ("the Group"), which comprise the consolidated statement of financial position as at 31 December 2015, and the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial statements

2. Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards as endorsed by the European Union, and for such internal control as management determines is necessary to enable the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' responsibility

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing as adopted by the Romanian Chamber of Financial Auditors. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

6. In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Group as of 31 December 2015 and of its financial performance and cash flows for the year then ended in accordance with the International Financial Reporting Standards as endorsed by the European Union.

The English version of the audit report represents a translation of the original audit report issued in Romanian language.

Report requirements in regards to the Consolidated Directors' Report

The Directors are responsible for the preparation and presentation of the Consolidated Directors' Report, that is free from material misstatement, in accordance with the requirements of the Ministry of Public Finance Order no. 1286/2012 approving the accounting regulations compliant with the International Financial Reporting Standards applicable to companies whose securities are admitted to trading on a regulated market, with all subsequent modifications and clarifications, Annex 1, points 27 – 28, and for such internal control as Directors determine is necessary to enable the preparation and presentation of the Consolidated Directors' Report that is free from material misstatement, whether due to fraud or error.

The Consolidated Directors' Report is not part of the consolidated financial statements. Our opinion on the consolidated financial statements as at 31 December 2015 does not cover the Consolidated Directors' Report.

In connection with our audit of the consolidated financial statements as at 31 December 2015 we have read the Consolidated Directors' Report and report that:

a) in the Consolidated Directors' Report we have not identified information which is not consistent, in all material respects, with the information presented in the accompanying consolidated financial statements as at 31 December 2015;

b) the Consolidated Directors' Report identified above include, in all material respects, the required information according to the provisions of the Ministry of Public Finance Order no. 1286/2012 approving the accounting regulations compliant with the International Financial Reporting Standards applicable to companies whose securities are admitted to trading on a regulated market, with all subsequent modifications and clarifications, Annex 1, points 27 – 28;

c) based on our knowledge and understanding concerning the entity and its environment gained during our audit of the consolidated financial statements as at 31 December 2015, we have not identified information included in the Consolidated Directors' Report that contains a material misstatement of fact.

On behalf of

Ernst & Young Assurance Services SRL
Registered with the Chamber of Financial Auditors in Romania
Nr. 77/ 15 August 2001

Name of signing person: Bogdan Ion
Registered with the Chamber of Financial Auditors in Romania
Nr. 1565/ 29 July 2004

Bucharest, Romania
23 March 2016

The English version of the audit report represents a translation of the original audit report issued in Romanian language.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS OF DECEMBER 31, 2015

(all amounts are expressed in million RON, unless otherwise specified)

	Notes	December 31, 2014	December 31, 2015
ASSETS			
Intangible assets	6	1,656.88	2,430.02
Property, plant and equipment	7	32,289.64	29,278.19
Investments in associated companies	8	35.30	40.69
Other financial assets	9	2,191.79	2,627.56
Other assets	10	21.34	80.29
Deferred tax assets	18	1,047.78	1,562.88
Non-current assets		**37,242.73**	**36,019.63**
Inventories	11	2,250.05	1,965.12
Trade receivables	9	1,424.37	1,318.28
Other financial assets	9	388.87	257.09
Other assets	10	537.06	626.90
Cash and cash equivalents		1,267.98	812.56
Current assets		**5,868.33**	**4,979.95**
Assets held for sale	12	13.71	118.58
Total assets		**43,124.77**	**41,118.16**
EQUITY AND LIABILITIES			
Share capital	13	5,664.41	5,664.41
Reserves		21,377.16	20,078.72
Stockholders' equity		**27,041.57**	**25,743.13**
Non-controlling interests		(36.29)	(55.10)
Total equity		**27,005.28**	**25,688.03**
Provisions for pensions and similar obligations	14	283.01	238.72
Interest-bearing debts	15	1,588.96	1,423.70
Provisions for decommissioning and restoration obligations	14	7,254.92	7,941.21
Other provisions	14	553.85	498.99
Other financial liabilities	16	279.10	266.26
Deferred tax liabilities	18	-	12.72
Non-current liabilities		**9,959.84**	**10,381.60**

The notes on pages 83 to 160 form part of these consolidated financial statements.

	Notes	December 31, 2014	December 31, 2015
Trade payables	16	2,899.24	2,317.81
Interest-bearing debts	15	273.67	378.72
Income tax liabilities		329.09	107.10
Other provisions and decommissioning	14	1,108.93	911.08
Other financial liabilities	16	664.46	548.13
Other liabilities	17	884.26	775.27
Current liabilities		**6,159.65**	**5,038.11**
Liabilities associated with assets held for sale	12	-	10.42
Total equity and liabilities		**43,124.77**	**41,118.16**

These consolidated financial statements were approved on March 23, 2016.

Mariana Gheorghe,
Chief Executive Officer

Andreas Matje,
Chief Financial Officer

Gabriel Selischi,
E.B. Member,
Upstream

Lăcrămioara Diaconu-Pințea
E.B. Member,
Downstream Gas

Neil Morgan,
E.B. Member,
Downstream Oil

Irina Dobre,
Director Finance Department

Eduard Petrescu,
Head of Financial Reporting

The notes on pages 83 to 160 form part of these consolidated financial statements.

S.C. OMV PETROM S.A. AND SUBSIDIARIES
CONSOLIDATED INCOME STATEMENT FOR THE YEAR ENDED DECEMBER 31, 2015
(all amounts are expressed in million RON, unless otherwise specified)

	Notes	December 31, 2014	December 31, 2015
Sales revenues	27	21,541.26	18,144.98
Direct selling expenses		(479.70)	(383.10)
Cost of sales		(15,815.11)	(16,402.56)
Gross profit		**5,246.45**	**1,359.32**
Other operating income	19	315.73	501.45
Selling expenses		(1,077.68)	(939.13)
Administrative expenses		(189.21)	(182.86)
Exploration expenses		(156.17)	(576.61)
Other operating expenses	20	(800.82)	(691.92)
Earnings before interest and taxes (EBIT)		**3,338.30**	**(529.75)**
Income from associated companies	8, 22	10.67	7.40
Interest income	23	72.33	234.82
Interest expenses	23	(549.15)	(430.99)
Other financial income and expenses	24	37.03	(7.45)
Net financial result		**(429.12)**	**(196.22)**
Profit/(loss) from ordinary activities		**2,909.18**	**(725.97)**
Taxes on income	25	(809.51)	36.32
Net income/(loss) for the year		**2,099.67**	**(689.65)**
thereof attributable to stockholders of the parent		**2,102.67**	**(675.99)**
thereof attributable to non-controlling interests		(3.00)	(13.66)
Basic and diluted earnings/(loss) per share in RON	26	**0.0371**	**(0.0119)**

These consolidated financial statements were approved on March 23, 2016.

Mariana Gheorghe,
Chief Executive Officer

Andreas Matje,
Chief Financial Officer

Gabriel Selischi,
E.B. Member,
Upstream

Lăcrămioara Diaconu-Pințea
E.B. Member,
Downstream Gas

Neil Morgan,
E.B. Member,
Downstream Oil

Irina Dobre
Director Finance Department

Eduard Petrescu,
Head of Financial Reporting

The notes on pages 83 to 160 form part of these consolidated financial statements.

S.C. OMV PETROM S.A. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED DECEMBER 31, 2015
(all amounts are expressed in million RON, unless otherwise specified)

	December 31, 2014	December 31, 2015
Net income/(loss) for the year	**2,099.67**	**(689.65)**
Exchange differences from translation of foreign operations	(29.73)	(6.86)
Unrealized gains on hedges	-	65.42
Realized gains on hedges recycled to income statement	-	(51.21)
Total of items that may be reclassified („recycled“) subsequently to the income statement	**(29.73)**	**7.35**
Remeasurement gains/ (losses) on defined benefit plans	(21.01)	34.56
Total of items that will not be reclassified („recycled“) subsequently to the income statement	**(21.01)**	**34.56**
Income tax relating to items that may be reclassified („recycled“) subsequently to the income statement	(19.21)	(29.49)
Income tax relating to items that will not be reclassified („recycled“) subsequently to the income statement	3.36	(5.53)
Total income tax relating to components of other comprehensive income	**(15.85)**	**(35.02)**
Other comprehensive income/(loss) for the year, net of tax	**(66.59)**	**6.89**
Total comprehensive income/(loss) for the year	**2,033.08**	**(682.76)**
thereof attributable to stockholders of the parent	**2,040.50**	**(664.03)**
thereof attributable to non-controlling interests	(7.42)	(18.73)

The notes on pages 83 to 160 form part of these consolidated financial statements.

(all amounts are expressed in million RON, unless otherwise specified)

Consolidated statement of changes in equity for the year ended December 31, 2015

	Share capital	Revenue reserves	Cash flow hedging reserves	Translation of foreign operations	Other reserves	Treasury shares	Stockholders' equity	Non-controlling interests	Total equity
Balance at January 1, 2015	**5,664.41**	**21,341.07**	**-**	**(72.76)**	**108.87**	**(0.02)**	**27,041.57**	**(36.29)**	**27,005.28**
Net loss for the year	-	(675.99)	-	-	-	-	(675.99)	(13.66)	(689.65)
Other comprehensive income/(loss) for the year	-	29.03	11.94	(171.93)	142.92	-	11.96	(5.07)	6.89
Total comprehensive income/(loss) for the year	**-**	**(646.96)**	**11.94**	**(171.93)**	**142.92**	**-**	**(664.03)**	**(18.73)**	**(682.76)**
Dividends distribution	-	(634.41)	-	-	-	-	(634.41)	(0.09)	(634.50)
Other changes	-	0.10	-	-	(0.10)	-	-	0.01	0.01
Balance at December 31, 2015	**5,664.41**	**20,059.80**	**11.94**	**(244.69)**	**251.69**	**(0.02)**	**25,743.13**	**(55.10)**	**25,688.03**

Note: For details on equity components, see Note 13.

Consolidated statement of changes in equity for the year ended December 31, 2014

	Share capital	Revenue reserves	Translation of foreign operations	Other reserves	Treasury shares	Stockholders' equity	Non-controlling interests	Total equity
Balance at January 1, 2014	**5,664.41**	**21,000.68**	**72.63**	**(67.19)**	**(0.02)**	**26,670.51**	**(28.83)**	**26,641.68**
Net income for the year	-	2,102.67	-	-	-	2,102.67	(3.00)	2,099.67
Other comprehensive income/(loss) for the year	-	(17.65)	(145.39)	100.87	-	(62.17)	(4.42)	(66.59)
Total comprehensive income/(loss) for the year	**-**	**2,085.02**	**(145.39)**	**100.87**	**-**	**2,040.50**	**(7.42)**	**2,033.08**
Dividends distribution	-	(1,744.63)	-	-	-	(1,744.63)	(0.04)	(1,744.67)
Other increases	-	-	-	75.19	-	75.19	-	75.19
Balance at December 31, 2014	**5,664.41**	**21,341.07**	**(72.76)**	**108.87**	**(0.02)**	**27,041.57**	**(36.29)**	**27,005.28**

Note: For details on equity components, see Note 13.

The notes on pages 83 to 160 form part of these consolidated financial statements.

S.C. OMV PETROM S.A. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED DECEMBER 31, 2015
(all amounts are expressed in million RON, unless otherwise specified)

	Notes	December 31, 2014	December 31, 2015
Cash flow from operating activities			
Profit/(loss) before taxation		**2,909.18**	**(725.97)**
Adjustments for:			
Interest expenses and other financial expenses	23, 24	355.78	115.03
Interest income	23	(23.80)	(191.82)
Net movement in provisions and allowances for:			
- Financial assets		0.78	0.38
- Inventories		(24.56)	14.88
- Receivables		23.69	116.25
- Pensions and similar liabilities		(27.69)	(9.28)
- Decommissioning and restoration obligations		(22.50)	(44.54)
- Other provisions for risk and charges		306.75	(164.99)
Discounting / Write-off of receivables and other similar items		23.29	138.00
Income from associated companies	8	(10.67)	(5.77)
Gain on transfer of business	31	(52.59)	-
(Gain)/Loss on disposal of Group companies and other investments	31	2.40	(0.01)
(Gain)/Loss on disposal of non-current assets	19, 20	30.04	(4.37)
Depreciation, amortization and impairment expense, net	6, 7, 21	4,806.30	6,761.11
Other non-cash items		(159.36)	(29.73)
Interest received		23.80	203.05
Interest paid		(84.77)	(306.93)
Tax on profit paid		(926.57)	(728.57)
Cash generated from operating activities before working capital movements		**7,149.50**	**5,136.72**
(Increase)/Decrease in inventories		(314.56)	230.69
(Increase)/Decrease in receivables and other assets		(152.02)	20.85
Increase/(Decrease) in liabilities		146.92	(105.36)
Net cash generated from operating activities		**6,829.84**	**5,282.90**

The notes on pages 83 to 160 form part of these consolidated financial statements.

	Notes	December 31, 2014	December 31, 2015
Cash flow from investing activities			
Investments			
Intangible assets and property, plant and equipment		(5,909.53)	(5,025.23)
Investments and other financial assets	31	(45.28)	(0.13)
Disposals			
Proceeds from sale of non-current assets		63.85	71.89
Proceeds from transfer of business	31	173.36	-
Proceeds from sale of Group companies and other investments, net of cash disposed	31	59.51	0.01
Net cash used for investing activities		**(5,658.09)**	**(4,953.46)**
Cash flow from financing activities			
Net drawings/(repayments) of borrowings	31	397.49	(163.81)
Dividends paid		(1,731.04)	(630.68)
Net cash used for financing activities		**(1,333.55)**	**(794.49)**
Effect of foreign exchange rate changes on cash and cash equivalents		21.54	9.63
Net decrease in cash and cash equivalents		**(140.26)**	**(455.42)**
Cash and cash equivalents at the beginning of the year		**1,408.24**	**1,267.98**
Cash and cash equivalents at the end of the year		**1,267.98**	**812.56**

The notes on pages 83 to 160 form part of these consolidated financial statements.

S.C. OMV PETROM S.A. AND SUBSIDIARIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2015
(all amounts are expressed in million RON, unless otherwise specified)

1. LEGAL PRINCIPLES AND BASIS OF PREPARATION

OMV Petrom S.A. (22 Coralilor Street, 013329 Bucharest, Romania), has activities in Upstream, Downstream Gas and Downstream Oil business segments and it is listed on Bucharest Stock Exchange under "SNP" code.

Shareholders' structure as at December 31, 2015 was as follows:	**Percent**
OMV Aktiengesellschaft	51.01%
Romanian State	20.64%
Property Fund S.A.	18.99%
Legal entities and private individuals	9.36%
Total	**100.00%**

There were no changes in shareholders' structure compared to **December 31, 2014.**

Statement of compliance

These consolidated financial statements have been prepared in compliance with International Financial Reporting Standards (IFRS) as endorsed by the European Union (EU).

Romanian listed Companies such as OMV Petrom S.A. are required by Ministry of Finance Order no. 1121/2006 to submit the consolidated financial statements prepared in accordance with IFRS as endorsed by EU starting 2007.

The financial year corresponds to the calendar year.

Basis of preparation

Consolidated financial statements of OMV Petrom Group, hereinafter referred to also as "the Group", are presented in RON ("Romanian Leu"), using going concern principles. All values are presented in millions, rounded to the nearest 2 decimals. The consolidated financial statements are prepared on the historical cost basis, except for derivative financial instruments that are measured at fair value. For financial assets and liabilities where fair value differs from carrying amounts at the reporting date, fair values are disclosed in Note 32.

2. JUDGMENTS, ESTIMATES AND ASSUMPTIONS

Preparation of the consolidated financial statements requires management to make judgments, estimates and assumptions that affect the amounts reported for assets, liabilities, income and expenses, the accompanying disclosures and the disclosure of contingent liabilities. Estimates and judgments are continuously evaluated and are based on management's experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances. However, uncertainty about these assumptions and estimates could result in actual outcomes that may differ from these estimates and may require a material adjustment to the carrying amount of the assets or liabilities affected in future periods.

Other disclosures relating to the Group's exposure to risks and uncertainties in relation to capital management and financial risk management and policies are included in Note 35.

Changes in estimates are accounted for prospectively.

Correction of material prior period errors is made retrospectively, on account of retained earnings, by restating the comparative amounts for the prior period(s) presented in which the error occurred or if the error occurred before the earliest prior period presented, restating the opening balances of assets, liabilities and equity for the earliest prior period presented. Errors which are not material are corrected in the period when they are discovered, through income statement.

Estimates and assumptions

The key assumptions concerning the future and other key sources of uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market change or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

a) Oil and gas reserves

Mineral reserves (oil and gas reserves) are estimated by OMV Petrom Group's own engineers. The estimates are audited externally every two years. Commercial reserves are determined using estimates of hydrocarbons in place, recovery factors and future oil and gas prices.

The oil and gas assets are depreciated on a unit of production basis at a rate calculated by reference to either total proved or proved developed reserves (please refer to Depreciation, amortization and depletion accounting policy below), determined as presented above. The carrying amount of oil and gas assets at December 31, 2015 is shown in Notes 6 and 7.

2. JUDGMENTS, ESTIMATES AND ASSUMPTIONS (continued)

The level of estimated commercial reserves is also a key determinant in assessing whether the carrying value of any of the Group's development and production assets should be impaired.

b) Decommissioning costs

The Group's core activities regularly lead to obligations related to dismantling and removal, asset retirement and soil remediation activities. These decommissioning and restoration obligations are principally of material importance in the Upstream segment (oil and gas wells, surface facilities). At the time the obligation arises, it is provided for in full by recognizing the present value of future decommissioning and restoration expenses as a liability. An equivalent amount is capitalized as part of the carrying amount of long-lived assets.

Decommissioning costs will be incurred by the Group at the end of the operating life of some of the facilities and properties.

Estimates of future restoration costs are based on current contracts concluded with suppliers, reports issued by OMV Petrom Group engineers, as well as past experience. Provisions for restoration costs require estimates of discount rates and inflation rates. These estimates have a material effect on the amount of the provisions (see Note 14).

The ultimate decommissioning and restoration costs are uncertain and cost estimates can vary in response to many factors including changes to relevant legal requirements, the emergence of new restoration techniques or experience at other production sites. The expected timing and amount of expenditure can also change, for example, in response to changes in reserves or changes in laws and regulations or their interpretation. As a result, there could be significant adjustments to the provisions established which would affect future results.

c) Impairment of non-financial assets

The Group assesses each asset or cash generating unit (CGU) at each reporting period to determine whether any indication of impairment exists. When an indicator exists, a formal estimate of the recoverable amount is made, which is considered to be the higher of the fair value less costs to sell and value in use. Except for the assets whose carrying amount will be recovered through a sale transaction rather than through continuing use, for all impairment tests performed, the recoverable amount was based on value in use. The assessments require the use of different estimates and assumptions depending on the business such as crude oil prices, discount rates, reserves, growth rates, gross margins and spark spreads.

Impairment testing in Upstream
Considering the significant decline in oil prices in 2015 and increased market volatility, the

2. JUDGMENTS, ESTIMATES AND ASSUMPTIONS (continued)

Group considered indications of impairment are present. As a result, an impairment test was performed for the Upstream CGUs of the Group. The nominal oil price assumptions and the RON/USD exchange rate used for impairment testing are listed below:

2015

	2016	2017	2018	2019	2020 and thereafter
Brent oil price (USD/bbl)	40	55	65	70	75
RON/USD exchange rate	3.91	3.91	3.91	3.91	3.91
Brent oil price (RON/bbl)	156	215	254	274	293

2014

	2015	2016	2017	2018 and thereafter
Brent oil price (USD/bbl)	55	75	90	105
RON/USD exchange rate	3.91	3.91	3.46	3.53
Brent oil price (RON/bbl)	215	293	312	371

The key valuation assumptions for the recoverable amounts of Upstream assets are the oil and natural gas prices, production volumes and the discount rates. The production profiles were estimated based on past experience and represent management's best estimate of future production. The cash-flow projections for the first five years are based on the mid-term plan and thereafter on a "life of field" planning, and therefore cover the whole life term of the field. The revised assumptions led to total impairments of RON 2,704.63 million recognized in 2015, covering mainly oil and gas production assets.

The table below summarizes the impairments, the recoverable amounts of impaired assets and the discount rates used:

	Impairment	Recoverable amount	After-tax discount rate
			RON million
Romania	2,460.67	3,710.61	7.79%
Kazakhstan	243.96	491.03	8.90%

The pre-tax discount rate used ranged from 6.81% to 12.42% as at December 31, 2015 (2014: 7.32% to 10.53%). The recoverable amounts were based on the value in use.

2. JUDGMENTS, ESTIMATES AND ASSUMPTIONS (continued)

Changes in economic conditions may further affect the assumptions used in determining value in use, so that actual results may eventually be different. An increase of 1 percentage point in the pre-tax discount rates would lead to an additional impairment of RON 497.91 million throughout the entire Upstream portfolio.

Furthermore, for all producing assets and assets currently under development, a long-term Brent oil price assumption of USD 65/bbl would lead to an additional impairment of approximately RON 2,066.86 million, without taking into account cost and investments reduction measures and any other changes in the broader environment.

During 2014, there was a RON 601.14 million impairment charge in Kazakhstan due to the downward revision of production profile in the Tasbulat field. The recoverable amount was based on the value in use and was based on a pre-tax discount rate of 7.32%.

Impairment testing in Downstream
Based on management estimations regarding long term power market development in respect of prices and spark spreads, it was concluded that there are no triggering indicators for performing an impairment test for Brazi power plant in 2015.

In 2014, negative developments and increase of share of hydro and renewables on Romanian power market had an adverse effect on Brazi power plant and on Dorobantu wind park and led to impairments of RON 637.69 million for the power plant and of RON 67.65 million for the wind park. Recoverable amounts were computed with a pre-tax rate of 6.58% for the power plant and a pre-tax discount rate of 6.68% for the wind park.

During 2014, worsening market conditions led to impairment recognized for retail assets in the Republic of Serbia amounting to RON 62.81 million, using a pre-tax discount rate of 10.83%.

d) Exploration and evaluation expenditure

The application of the Group's accounting policy for exploration and evaluation expenditure requires judgment in determining whether it is probable that future economic benefits are likely either from future operation or sale or whether activities have not reached a stage which permits a reasonable assessment of the existence of reserves. The determination of reserves and resources is itself an estimation process that involves varying degrees of uncertainty depending on sub-classification and these estimates directly impact the point of deferral of exploration and evaluation expenditure. The deferral policy requires management to make certain estimates and assumptions as to future events and circumstances, in particular whether an economically viable extraction operation can be established. Any such estimates and assumptions may change as new information becomes available. If, after expenditure is capitalized, information becomes available suggesting that the recovery of the expenditure is unlikely, the relevant

2. JUDGMENTS, ESTIMATES AND ASSUMPTIONS (continued)

capitalized amount is written off in profit or loss in the period when the new information becomes available.

Judgments
In the process of applying the Group's accounting policies, the following judgments were made, particularly with respect to the following:

a) Cash generating units

Management exercises judgment in determining the appropriate level of grouping Upstream assets into CGUs, in particular with respect to the Upstream assets which share significant common infrastructure and are consequently grouped into the same CGU.

b) Contingencies

By their nature, contingencies will only be resolved when one or more future events occur or fail to occur. The assessment of contingencies inherently involves the exercise of significant judgment and estimates of the outcome of future events.

3. CONSOLIDATION

a) Subsidiaries

The consolidated financial statements comprise the financial statements of OMV Petrom S.A. ("OMV Petrom") and its subsidiaries ("OMV Petrom Group") as at December 31, 2015, prepared in accordance with consistent accounting and valuation principles. The financial statements of the subsidiaries are prepared for the same reporting date, December 31, 2015, as those of the parent company.

Control exists when OMV Petrom is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when OMV Petrom has less than a majority of the voting or similar rights of an investee, OMV Petrom considers all relevant facts and circumstances in assessing whether it has power over an investee, including: the contractual arrangement with the other vote holders of the investee; rights arising from other contractual arrangements as well as voting rights and potential voting rights. OMV Petrom re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the elements of control.

Consolidation of a subsidiary begins when OMV Petrom obtains control over the subsidiary and ceases when OMV Petrom loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date OMV Petrom gains control until the date OMV Petrom ceases to control the subsidiary.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those used by other members of OMV Petrom Group. All intra-group assets and liabilities, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, non-controlling interest and other components of equity while any resultant gain or loss is recognised in profit or loss. Any investment retained is recognised at fair value.

3. CONSOLIDATION (continued)

The number of consolidated entities is as follows:

	Full consolidation	Equity consolidation
As at January 1, 2015	**14**	**1**
Included for the first time	-	-
Deconsolidated during the year	-	-
As at December 31, 2015	**14**	**1**
Romanian companies	6	1
Foreign companies	8	-

Please refer to Note 30 for further details on Group structure.

The Company holds majority of the voting rights in all fully consolidated subsidiaries.

Non-controlling interests are not significant as of December 31, 2015 and December 31, 2014.

b) Associates

An associate is an entity over which the Group is in a position to exercise significant influence, through participation in the financial and operating policy decisions of the investee, but has not control or joint control over these policies. This is normally presumed to exist when OMV Petrom has 20% or more of the voting power of the entity. The results, assets and liabilities of associates are incorporated in these financial statements using the equity method of accounting.

Under the equity method, the investment in the associate is carried in the statement of financial position at cost plus post acquisition changes in the Group's share of net assets of the associate. Goodwill relating to an associate is included in the carrying amount of the investment and is not tested for impairment individually. After application of the equity method, the Group determines whether it is necessary to recognize any impairment loss with respect to Group's investment in the associate.

The income statement reflects the share of the results of operations of the associate. The share of any change in other comprehensive income (OCI) of the associate is presented as part of the Group's OCI. In addition, where there has been a change recognized directly in the equity of the associate, the Group recognizes its share of the changes and discloses it in the statement of changes in equity. The Group recognizes the dividend from an associate when the right to receive a dividend is established, and presents separately (Note 8) the share of the results of operations of the associate corresponding to dividends received.

3. CONSOLIDATION (continued)

The aggregate of the Group's share of net profit or loss of an associate is shown on the face of the consolidated income statement outside operating profit (earnings before interest and taxes).

The financial statements of the associates are prepared for the same reporting period as the Group.

When the Group has transactions with an associate of the Group, unrealized profits and losses are eliminated to the extent of the Group's interest in the relevant associate.

c) Interests in joint arrangements

IFRS defines joint control as the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities (i.e. activities that significantly affect the returns of the arrangement) require the unanimous consent of the parties sharing the control.

(i) Joint operations
A joint operation is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets and obligations for the liabilities, relating to the arrangement.
In relation to its interests in joint operations, the Group recognises its:
- assets, including its share of any assets held jointly
- liabilities, including its share of any liabilities incurred jointly
- revenue from the sale of its share of the output arising from the joint operation
- share of the revenue from the sale of the output by the joint operation
- expenses, including its share of any expenses incurred jointly.

The Group has interests in joint operations, therefore it recognizes its share of any assets held jointly and liabilities incurred jointly, revenue from the sale of the output by the joint operation, together with its share of the expenses incurred jointly. The Group accounts for the assets, liabilities, revenues and expenses relating to its interest in a joint operation, line by line, in its consolidated financial statements.

The material joint arrangements where OMV Petrom is partner, as well as commitments in relation to the joint arrangements, are presented in Note 34.

(ii) Joint ventures
A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. The Group's investment in its joint venture is accounted for using the equity method.

3. CONSOLIDATION (continued)

Under the equity method, the investment in the joint venture is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the joint venture since the acquisition date. Goodwill relating to the joint venture is included in the carrying amount of the investment and is not individually tested for impairment.

The income statement reflects the Group's share of the results of operations of the joint venture. Unrealised gains and losses resulting from transactions between the Group and the joint venture are eliminated to the extent of the interest in the joint venture.

The aggregate of the Group's share of profit or loss of the joint venture is shown on the face of the income statement as part of operating profit and represents profit or loss after tax.

The financial statements of the joint venture are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

At each reporting date, the Group determines whether there is objective evidence that the investment in the joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the joint venture and its carrying value, and then recognises the loss as 'Share of profit of a joint venture' in the income statement.

On loss of joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the joint venture upon loss of joint control and the fair value of the retained investment and proceeds from disposal is recognised in the income statement.

Classifying the joint arrangement as joint venture or joint operation requires the Group to assess their rights and obligations arising from the arrangement. Specifically, the Group considers:

- the structure of the joint arrangement – whether it is structured through a separate vehicle;
- when the arrangement is structured through a separate vehicle, the Group also considers the rights and obligations arising from:
    - the legal form of the separate vehicle;
    - the terms of the contractual arrangement;
    - other facts and circumstances, considered on a case by case basis.

4. ACCOUNTING AND VALUATION PRINCIPLES

4.1. First time adoption of new or revised standards

The accounting policies adopted are consistent with those of the previous financial year except for the following amendments to the existing standards that were early adopted by the Group, but had no significant effects on the financial statements:

- **IAS 19 Defined Benefit Plans (Amended): Employee Contributions**

The amendment to IAS 19 Defined Benefit Plans: Employee Contributions, which is effective for annual periods beginning on or after 1 February 2015, was early adopted, but had no significant effect on these financial statements. The amendment applies to contributions from employees or third parties to defined benefit plans. The objective of the amendment is to simplify the accounting for contributions that are independent of the number of years of employee service, for example, employee contributions that are calculated according to a fixed percentage of salary.

- The **IASB has issued the Annual Improvements to IFRSs 2010 – 2012 Cycle,** which is a collection of amendments to IFRSs. The amendments are effective for annual periods beginning on or after 1 February 2015 and were early adopted by the Group, but had no significant effects on the financial statements.

In addition, the following new interpretations and amendments to the existing standards and interpretations issued by the International Accounting Standards Board and endorsed by EU with a date of initial application of January 1, 2015 had no significant effects on the financial statements:

- The **IASB has issued the Annual Improvements to IFRSs 2011 – 2013 Cycle,** which is a collection of amendments to IFRSs. The amendments are effective for annual periods beginning on or after 1 January 2015.

4.2. New or revised standards and interpretations not yet mandatory

At the date of authorization of these financial statements the following standards, revisions and interpretations were issued by IASB, but are not yet effective and were not early adopted by the Group:

- **IAS 16 Property, Plant & Equipment and IAS 38 Intangible assets (Amendment): Clarification of Acceptable Methods of Depreciation and Amortization**

The amendment is effective for annual periods beginning on or after 1 January 2016. The amendment provides additional guidance on how the depreciation or amortization of property, plant and equipment and intangible assets should be calculated. This amendment clarifies the principle in IAS 16 Property, Plant and Equipment and IAS 38 Intangible Assets that revenue reflects a pattern of economic benefits that are generated from operating a business (of which the asset is part) rather than the economic benefits that are consumed through use of the asset. As a result, the ratio of revenue generated to total revenue expected to be generated

4. ACCOUNTING AND VALUATION PRINCIPLES (continued)

cannot be used to depreciate property, plant and equipment and may only be used in very limited circumstances to amortize intangible assets.

- **IFRS 9 Financial Instruments: Classification and Measurement**

The standard is effective for annual periods beginning on or after 1 January 2018, with early application permitted. The final version of IFRS 9 Financial Instruments reflects all phases of the financial instruments project and replaces IAS 39 Financial Instruments: Recognition and Measurement and all previous versions of IFRS 9. The standard introduces new requirements for classification and measurement, impairment, and hedge accounting. The new standard has not yet been endorsed by the EU.

- **IFRS 11 Joint arrangements (Amendment): Accounting for Acquisitions of Interests in Joint Operations**

The amendment is effective for annual periods beginning on or after 1 January 2016. IFRS 11 addresses the accounting for interests in joint ventures and joint operations. The amendment adds new guidance on how to account for the acquisition of an interest in a joint operation that constitutes a business in accordance with IFRS and specifies the appropriate accounting treatment for such acquisitions.

- **IFRS 14 Regulatory Deferral Accounts**

The standard is effective for annual periods beginning on or after 1 January 2016. The aim of this interim standard is to enhance the comparability of financial reporting by entities that are engaged in rate-regulated activities, whereby governments regulate the supply and pricing of particular types of activity. This can include utilities such as gas, electricity and water. Rate regulation can have a significant impact on the timing and amount of an entity's revenue. The IASB has a project to consider the broad issues of rate regulation and published a Discussion Paper on this subject in 2014. Pending the outcome of this comprehensive Rate-regulated Activities project, the IASB decided to develop IFRS 14 as an interim measure. IFRS 14 permits first-time adopters to continue to recognize amounts related to rate regulation in accordance with their previous GAAP requirements when they adopt IFRS. However, to enhance comparability with entities that already apply IFRS and do not recognize such amounts, the standard requires that the effect of rate regulation must be presented separately from other items. An entity that already presents IFRS financial statements is not eligible to apply the standard. This standard has not yet been endorsed by the EU.

- **IFRS 15 Revenue from Contracts with Customers**

The standard is effective for annual periods beginning on or after 1 January 2018. IFRS 15 establishes a five-step model that will apply to revenue earned from a contract with a customer (with limited exceptions), regardless of the type of revenue transaction or the industry. The standard's requirements will also apply to the recognition and measurement of gains and losses on the sale of some non-financial assets that are not an output of the entity's ordinary activities (e.g., sales of property, plant and equipment or intangibles). Extensive disclosures will be required, including disaggregation of total revenue; information about performance obligations; changes in contract asset and liability account balances between periods and key judgments and estimates. The standard has not been yet endorsed by the EU.

4. ACCOUNTING AND VALUATION PRINCIPLES (continued)

- **IAS 27 Separate Financial Statements (amended)**

The amendment is effective for annual periods beginning on or after 1 January 2016. This amendment will allow entities to use the equity method to account for investments in subsidiaries, joint ventures and associates in their separate financial statements and will help some jurisdictions move to IFRS for separate financial statements, reducing compliance costs without reducing the information available to investors.

- **Amendment in IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture**

The amendments address an acknowledged inconsistency between the requirements in IFRS 10 and those in IAS 28, in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The main consequence of the amendments is that a full gain or loss is recognized when a transaction involves a business (whether it is housed in a subsidiary or not). A partial gain or loss is recognized when a transaction involves assets that do not constitute a business, even if these assets are housed in a subsidiary. In December 2015 the IASB postponed the effective date of this amendment indefinitely pending the outcome of its research project on the equity method of accounting. The amendments have not yet been endorsed by the EU.

- **IFRS 10, IFRS 12 and IAS 28: Investment Entities: Applying the Consolidation Exception (Amendments)**

The amendments address three issues arising in practice in the application of the investment entities consolidation exception. The amendments are effective for annual periods beginning on or after 1 January 2016. The amendments clarify that the exemption from presenting consolidated financial statements applies to a parent entity that is a subsidiary of an investment entity, when the investment entity measures all of its subsidiaries at fair value. Also, the amendments clarify that only a subsidiary that is not an investment entity itself and provides support services to the investment entity is consolidated. All other subsidiaries of an investment entity are measured at fair value. Finally, the amendments to IAS 28 Investments in Associates and Joint Ventures allow the investor, when applying the equity method, to retain the fair value measurement applied by the investment entity associate or joint venture to its interests in subsidiaries. These amendments have not yet been endorsed by the EU.

- **IAS 1: Disclosure Initiative (Amendment)**

The amendments to IAS 1 Presentation of Financial Statements further encourage companies to apply professional judgment in determining what information to disclose and how to structure it in their financial statements. The amendments are effective for annual periods beginning on or after 1 January 2016. The narrow-focus amendments to IAS clarify, rather than significantly change, existing IAS 1 requirements. The amendments relate to materiality, order of the notes, subtotals and disaggregation, accounting policies and presentation of items of other comprehensive income (OCI) arising from equity accounted Investments.

- **IFRS 16: Leases**

The standard is effective for annual periods beginning on or after 1 January 2019. IFRS 16 sets

4. ACCOUNTING AND VALUATION PRINCIPLES (continued)

out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract, i.e. the customer ('lessee') and the supplier ('lessor'). The new standard requires lessees to recognize most leases on their financial statements. Lessees will have a single accounting model for all leases, with certain exemptions. Lessor accounting is substantially unchanged. The standard has not been yet endorsed by the EU.

- The **IASB has issued the Annual Improvements to IFRSs 2012 – 2014 Cycle,** which is a collection of amendments to IFRSs. The amendments are effective for annual periods beginning on or after 1 January 2016.

Potential effects in the respective years of initial application are currently being evaluated by management.

4.3. Summary of accounting and valuation principles

a) Business combinations

Business combinations are accounted for using the acquisition method. Assets and liabilities of subsidiaries acquired are included at their fair values at the time of the acquisition.

For each business combination, the Group elects whether it measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the re-assessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in income statement.

Goodwill is recognized as an asset and reviewed for impairment at least annually. All impairments are immediately charged against income statement, and there are no subsequent reversals of goodwill impairment.

Non-controlling interests entitle their holders to a proportionate share of the entity's net assets in the event of liquidation. Non-controlling interests are presented separately in the consolidated statement of comprehensive income and within equity in the consolidated

4. ACCOUNTING AND VALUATION PRINCIPLES (continued)

statement of financial position, separately from parent's shareholders' equity. Losses within a subsidiary are attributed to the non-controlling interest even if that results in a deficit balance.

b) Pre-licence costs

Pre-licence costs are expensed in the period in which they are incurred. Pre-license prospecting is performed in the very preliminary stage of evaluation when trying to identify areas that may potentially contain oil and gas reserves without having physical access to the area. Related costs may include seismic studies, magnetic measurements, satellite and aerial photographs, gravity-meter tests etc.

c) Licence acquisition costs

Exploration licence acquisition costs are capitalized in intangible assets.

Licence acquisition costs are reviewed at each reporting date to confirm that there is no indication that the carrying amount exceeds the recoverable amount. This review includes confirming that exploration drilling is still under way or firmly planned, or that it has been determined, or work is under way to determine that the discovery is economically viable based on a range of technical and commercial considerations and sufficient progress is being made on establishing development plans and timing.

If no future activity is planned or the licence has been relinquished or has expired, the carrying value of the licence acquisition costs is written off through income statement. Upon recognition of proved reserves and internal approval for development, the relevant expenditure is transferred to oil and gas assets.

d) Exploration and appraisal costs

Exploration and appraisal costs are accounted for using the successful efforts method of accounting. Costs related to geological and geophysical activity are expensed as and when incurred. The costs associated to exploration and appraisal drilling are initially capitalized as oil and gas assets with unproved reserves pending determination of the commercial viability of the relevant properties. If prospects are subsequently deemed to be unsuccessful on completion of evaluation, the associated costs are included in the income statement for the year. If the prospects are deemed commercially viable, such costs are transferred to tangible oil and gas assets upon recognition of proved reserves and internal approval for development. The status of such prospects and related costs are reviewed regularly by technical, commercial

4. ACCOUNTING AND VALUATION PRINCIPLES (continued)

and executive management including review for impairment at least once a year to confirm the continued intent to develop or otherwise extract value from the discovery. When this is no longer the case, the costs are written off.

e) Development and production costs

Development costs including costs incurred to gain access to proved reserves and to prepare development wells locations for drilling, to drill and equip development wells and to construct and install production facilities, are capitalized as oil and gas assets.

Production costs, including those costs incurred to operate and maintain wells and related equipment and facilities (including depletion, depreciation and amortization charges as described below) and other costs of operating and maintaining those wells and related equipment and facilities, are expensed as incurred.

f) Intangible assets and property, plant and equipment

Intangible assets acquired by the Group are stated at cost less accumulated amortization and impairment losses.

Property, plant and equipment are recognized at cost of acquisition or construction and are presented net of accumulated depreciation and impairment losses.

The cost of purchased tangible assets is the value of the consideration given to acquire the assets and the value of other directly attributable costs which have been incurred in bringing the assets to their present location and condition necessary for their intended use. The cost of self-constructed assets includes cost of direct materials, labour, overheads and other directly attributable costs that have been incurred in bringing the assets to their present location and condition.

Depreciation and amortization is calculated on a straight-line basis, except for Upstream assets, where depletion occurs to a large extent on a unit-of-production basis. In the consolidated income statement, depreciation and amortization as well as impairment losses for filling stations are disclosed as part of selling expenses, those for exploration assets as exploration expenses, and those for other assets are reported as cost of sales or as administrative expenses.

4. ACCOUNTING AND VALUATION PRINCIPLES (continued)

Intangible assets	**Useful life (years)**
Goodwill	Indefinite
Software	3 - 5
Concessions, licences and other intangibles	5 - 20, or contract duration
Business-specific property, plant and equipment	
Upstream Oil and gas core assets	Unit of production method
Downstream Gas Pipelines	20 - 30
Downstream Gas Power plant	8 - 30
Downstream Gas Wind power stations	10 - 20
Downstream Oil Storage tanks and refinery facilities	25 - 40
Downstream Oil Pipeline systems	20
Downstream Oil Filling stations components	5 - 20
Other property, plant and equipment	
Production and office buildings	20 - 50
Other plant and equipment	10 - 20
Fixtures and fittings	5 - 10

For the application of the unit-of-production depreciation method, the Group has separated the areas where it operates in seventeen regions (thirteen regions for the parent and four regions for its Kazakhstan subsidiaries). The unit-of-production factor is computed at the level of each region, based on the extracted quantities and the proved reserves or developed reserves as applicable.

Capitalized exploration and appraisal activities are generally not depreciated as long as they are related to unproved reserves, but tested for impairment. Once the reserves are proved and commercial viability is established, the related assets are reclassified into tangible assets and once production starts depreciation commences. Capitalized development costs and support equipment are generally depreciated based on proved developed reserves/total proved reserves by applying the unit-of-production method once production starts.

An item of property, plant and equipment and any significant part initially recognized are derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized.

Under the successful efforts method individual mineral interests and other assets are combined to cost centers (fields, blocks, areas), which are the basis for depreciation and impairment testing. If single wells or other assets from a pooled depreciation base with proved reserves are abandoned, the accumulated depreciation for the single asset might be not directly identifiable. In general, irrespective if book values of abandoned assets are identifiable, no loss is recognized

4. ACCOUNTING AND VALUATION PRINCIPLES (continued)

from the partial relinquishment of assets from a pooled depreciation base as long as the remainder of the group of properties continues to produce oil or gas. It is assumed that the abandoned or retired asset is fully amortized. The capitalized costs for the asset are charged to the accumulated depreciation base of the cost center.

Where an asset or part of an asset, that was separately depreciated and is now written off, is replaced and it is probable that future economic benefits associated with the item will flow to the Group, the expenditure is capitalized. Where part of the asset replaced was not separately considered as a component and therefore not depreciated separately, the replacement value is used to estimate the carrying amount of the replaced asset(s) which is immediately written off.

Assets classified as held for sale are disclosed at the lower of carrying value and fair value net of any disposal costs. Non-current assets and groups of assets are classified as held for sale if their carrying value will be recovered principally through a sale transaction rather than through continuing use. This classification requires that the sale must be estimated as highly probable, and that the asset must be available for immediate disposal in its present condition. The highly probable criteria implies that management must be committed to the sale and an active plan to locate a buyer was initiated, the transaction should be expected to qualify for recognition as a completed sale within one year from the date of classification (except certain conditions are met), the asset is actively marketed at a price that is reasonable in relation to its current fair value and that it is unlikely that significant changes will occur to the sale plan or that the plan will be withdrawn. Property, plant and equipment and intangible assets are not depreciated or amortized once classified as held for sale.

Impairment of intangible assets and property, plant and equipment

In accordance with IAS 36, intangible assets as well as property, plant and equipment are reviewed at each reporting date for any indications of impairment. For intangible assets with undetermined useful lives, impairment tests are carried out annually. This applies even if there are no indications of impairment.

If any indication exists, or when annual impairment test for an asset is required, the Group estimates the asset's recoverable amount, being the higher of fair value less costs of disposal and its value in use.

If the carrying amount of an asset or cash generating unit exceeds its recoverable amount, the asset is considered impaired and an impairment loss is recognized to reduce the asset to its lower recoverable amount. Impairment losses are recognized in the income statement in expense categories consistent with the function of the impaired asset.
A previously recognized impairment loss is reversed up to the asset depreciated cost if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is recognized under other operating income.

4. ACCOUNTING AND VALUATION PRINCIPLES (continued)

g) Major maintenance and repairs

The capitalized costs of regular and major inspections and overhauls are separate components of the related asset or asset groups. The capitalized inspection and overhaul costs are amortized on a straight line basis, or on basis of the number of service hours or produced quantities or similar, if this better reflects the time period for the inspection interval (until the next inspection date).

Expenditure on major maintenance refits, inspections or repairs comprises the cost of replacement assets or parts of assets, inspection costs and overhaul costs. Inspection costs associated with major maintenance programs are capitalized and amortized over the period to the next inspection.

Cost of major remedial activities for wells workover, if successful, is also capitalized and depreciated using the unit-of-production method.

All other day-to-day repairs and maintenance costs are expensed as incurred.

h) Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception date. The arrangement is assessed for whether fulfilment of the arrangement is dependent on the use of a specific asset or assets and whether the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in the arrangement.

A finance lease is defined as a lease which transfers substantially all the risks and rewards incidental to the ownership of the related asset to the lessee. All leases which do not meet the definition of a finance lease are classified as operating leases.

Non-current assets held under finance lease arrangements are capitalized at the commencement of the lease at the lower of the present value of minimum lease payments and fair value of leased property, and then depreciated over their expected useful life or the duration of the lease, if shorter. A liability equivalent to the capitalized amount is recognized, and future lease payments are split into the finance charge and the capital repayment element.
In the case of operating leases, lease payments are recognized on a straight-line basis over the lease term.

i) Financial instruments

Non-derivative financial assets
At initial recognition, the Group classifies its financial assets into the following three categories:

4. ACCOUNTING AND VALUATION PRINCIPLES (continued)

financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial assets. The classification depends on the nature and purpose of the financial asset. All regular way trades are recognized and derecognized on the trade date, i.e. the date that the Group commits to purchase or sell the asset.

All financial instruments are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Securities are classified at fair value through profit or loss when they are either held for trading or if they are designated as at fair value through profit or loss. Financial assets at fair value through profit or loss are measured at fair value, with any gains or losses arising on remeasurement recognized in income statement.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, loans and receivables are measured at amortized cost (using the effective interest rate method (EIR)) less any impairment. The EIR amortization is included in financial result in the income statement. The losses arising from impairment are recognized in the income statement in financial result for loans and in cost of sales or other operating expenses for receivables. Whether loans and receivables are impaired is assessed individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognized in the income statement.

After initial measurement, available-for-sale financial assets are recognized at fair value. Unrealized gains and losses are disclosed separately in other comprehensive income net of any attributable tax effects. If there is objective evidence of impairment, write-downs including amounts previously recognized in other comprehensive income, are recognized in income statement. If the reason for the recognition of an impairment loss subsequently ceases to exist, the amount of the reversal up to amortized cost is included either as income in the case of debt instruments, or is taken to equity in the case of equity instruments.

Investments in non-consolidated subsidiaries and other companies, whose fair value cannot be reliably estimated, are measured at acquisition cost less any impairment losses.

At each reporting date, the carrying amounts of financial assets not classified as at fair value through profit or loss are reviewed for objective evidence of impairment. Evidence of impairment may include for example indications that the debtor or issuer is experiencing significant financial difficulty, default or delinquency in payments, the probability that the debtor or issuer will enter bankruptcy or a considerable detrimental change in the debtor’s or issuer’s technological, economical, legal environment and/or market environment. In the case of equity instruments classified as available for sale, objective evidence would include significant or prolonged

4. ACCOUNTING AND VALUATION PRINCIPLES (continued)

decrease in fair value below cost. Any impairment is recognized in the income statement.
The Group derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognizes its retained interest in the asset and an associated liability that reflects the rights and obligations that the Group has retained. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

Loans and receivables together with the associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realized or has been transferred to the Group.

Non-derivative financial liabilities
Financial liabilities are classified, at initial recognition, as financial liabilities through profit or loss, loans and borrowings or payables and are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

After initial measurement, liabilities are carried at amortized cost, with the exception of derivative financial instruments, which are recognized at fair value. Long-term liabilities are discounted using the effective interest rate method (EIR). Gains and losses are recognized in income statement when the liabilities are derecognized, as well as through the EIR amortization process.

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amount is recognized in the income statement.

Derivative financial instruments
Derivative instruments are used to hedge risks resulting from changes in interest rates, currency exchange rates and commodity prices. Derivative instruments are recognized at fair value, which reflects the estimated amounts that the Group would pay or receive if the positions were closed at statement of financial position date. Quotations from banks or appropriate pricing models are used to estimate the fair value of financial instruments at statement of financial position date.

Price calculation in these models is based on forward prices of the underlying item, on foreign exchange rates, as well as on volatility indicators existing as of statement of financial position date. Unrealized gains and losses are recognized as income or expense, except where hedge

4. ACCOUNTING AND VALUATION PRINCIPLES (continued)

accounting is applied.
Those derivatives qualifying and designated as hedges are either (i) a fair value hedge when hedging exposure to changes in the fair value of a recognized asset or liability or (ii) a cash flow hedge when hedging exposure to variability in cash flows that is attributable to a particular risk associated with a recognized asset or liability or a highly probable forecast transaction.

In the case of fair value hedges, changes in the fair value of the hedging instrument, resulting from the risk being hedged for both the underlying and the hedging instrument, are recognized as income or expense.

For cash flow hedges, the effective part of the changes in fair value of the hedging instrument is recognized in other comprehensive income, while the ineffective part is recognized immediately in the income statement. Where the hedging of cash flows results in an asset or liability, the amounts that have previously been recognized in other comprehensive income are reclassified into income statement in the period in which the hedged position affects earnings.

Contracts to buy or sell a non-financial item that can be settled net in cash or another financial instrument, or by exchanging financial instruments, as if the contracts were financial instruments, are accounted for as financial instruments. However, contracts that are entered into and continue to be held for the purpose of the receipt or delivery of a non-financial item in accordance with the Group's expected purchase, sale or usage requirements are not accounted for as derivative financial instruments, but rather as executory contracts. However, even though such contracts are not financial instruments, they may contain embedded derivatives. Embedded derivatives are accounted for separately from the host contract when the economic characteristics and risks of the embedded derivatives are not closely related to the economic characteristics and risks of the host contract.

j) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are capitalized until the assets are substantially ready for their intended use or for sale. Borrowing costs include interest on bank short-term and long-term loans, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs. All other costs of borrowing are expensed in the period in which they are incurred.

k) Government grants

Government grants – except for emission rights (see Note 4m) – are recognized as deferred income or deducted from the related asset where it is reasonable to expect that the granting conditions will be met and that the grants will be received.

4. ACCOUNTING AND VALUATION PRINCIPLES (continued)

l) Inventories

Inventories are valued at the lower of cost and net realizable value. Net realizable value is the estimated selling price in the normal course of activity less any selling expenses.

Cost of producing crude oil and gas and refined petroleum products is accounted on weighted average basis, and includes all costs incurred in the normal course of business in bringing each product to its present location and condition, including the appropriate proportion of depreciation, depletion and amortization and overheads based on normal capacity.

Appropriate allowances are made for any obsolete or slow moving stocks based on the management's assessments.

m) Provisions

Provisions are made for all present obligations (legal or constructive) to third parties resulting from a past event, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount of the obligation can be estimated reliably. Provision for individual obligations is based on the best estimate of the amount necessary to settle the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is applicable, the increase in the provision due to the passage of time is recognized as a finance cost.

The Group's core activities regularly lead to obligations related to dismantling and removal, asset retirement and soil remediation obligations, more specifically consisting in:

- plugging and abandoning wells;
- cleaning of sludge pits;
- dismantlement of production facilities;
- restoration of producing areas in accordance with licence requirements and the relevant legislation.

These decommissioning and restoration obligations are mainly of material importance in the Upstream segment (oil and gas wells, above-ground facilities). At the time the obligation arises, it is provided for in full by recognizing as a liability the present value of future decommissioning and restoration expenses. An equivalent amount is capitalized as part of the carrying value of related property, plant and equipment. The obligation is calculated on the basis of best estimates. The capitalized asset is depreciated using the unit-of-production method for upstream activities and on straight-line basis for downstream assets.

Liabilities for environmental costs are recognized when a clean-up is probable and the associated costs can be reliably estimated. Generally, the timing of recognition of these

4. ACCOUNTING AND VALUATION PRINCIPLES (continued)

provisions coincides with the commitment to a formal plan of action. The amount recognized is the best estimate of the expenditure required. Where the liability will not be settled for a number of years, the amount recognized is the present value of the estimated future expenditure.

Based on the privatization agreement of OMV Petrom S.A., part of OMV Petrom's decommissioning and environmental cost will be reimbursed by the Romanian State. The portion to be reimbursed by the Romanian State has been presented as receivable and reassessed in order to reflect the current best estimate of the cost at its present value, using the same discount rate as for the related provisions.

Changes in the assumptions related to decommissioning costs are dealt with prospectively, by recording an adjustment to the provision and a corresponding adjustment to property, plant and equipment (for Group obligation) or to the related receivable from the Romanian State (for the works to be reimbursed by Romanian State).

The unwinding of the decommissioning provision is presented as part of the interest expenses in the Income Statement, net of the unwinding of the related receivable from the Romanian State (for the works to be reimbursed by Romanian State).

Changes in the assumptions related to environmental costs are dealt with prospectively, by recording an adjustment to the provision and a corresponding adjustment in the Income Statement (for Group obligation) or to the related receivable from the Romanian State (for the works to be reimbursed by Romanian State).

The unwinding of the environmental provision is presented as part of the interest expenses in the Income Statement, net of the unwinding of the related receivable from the Romanian State (for the works to be reimbursed by Romanian State).

The effect of changes in discount rate and timing assumptions for the receivables from the Romanian State which are additional to the changes in discount rates and timing assumptions for decommissioning costs and environmental costs, is presented in the Income Statement under interest expenses or interest income.

Provisions for pensions and severance payments are calculated using the projected-unit-credit method, which divides the costs of the estimated benefit entitlements over the whole period of employment and thus takes future increases in remuneration into account. Actuarial gains/losses are recognized in full in the period in which they occur as follows: for pensions in other comprehensive income and for similar obligations in income statement.

Provisions for voluntary and involuntary separations under restructuring programs are recognized if a detailed plan has been approved by management prior to the statement of financial position date, and an irrevocable commitment is thereby established. Voluntary amendments to employees' remuneration arrangements are recognized if the respective

4. ACCOUNTING AND VALUATION PRINCIPLES (continued)

employees have accepted the company's offer. Provisions for obligations under individual separation agreements are recognized at the present value of the obligation where the amounts and dates of payment are fixed and determined.

Emission allowances received free of cost from governmental authorities (EU Emissions Trading Scheme for greenhouse gas emissions allowances) reduce obligations for CO_2 emissions and are recognized based on net approach for Government Grant (i.e. zero value in accounting). Provisions are recognized only for shortfalls. The provision for a shortfall is initially measured at the best estimation of expenditure required to settle the obligation, which is the market price of the emission rights at the closing date. The related expense is recognized as emission costs, included in cost of sales. If, subsequently to the recognition of a provision, emission rights are purchased, then an asset is only recognized for the excess of the emission rights over the CO_2 emissions. Any price difference between the provision and the quantity of offsetting emission rights is expensed as emission cost.

n) Taxes on income and royalties

Current tax

Current income tax is the expected tax payable or receivable on the taxable net result for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. Taxable profit differs from profit as reported in the consolidated income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is recognised in respect of temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognized for all taxable temporary differences, except:

- where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

4. ACCOUNTING AND VALUATION PRINCIPLES (continued)

Deferred tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized except:

- where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred income tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient future taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised directly in other comprehensive income or equity is recognised in other comprehensive income or equity and not in income statement.

Deferred tax assets and deferred tax liabilities at Group level are shown net, if there is a legally enforceable right to offset and the deferred taxes relate to matters subject to the same tax jurisdiction.

Production taxes
Royalties are based on the value of oil and gas production and are included in the income statement under cost of sales.

o) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other incentives.

4. ACCOUNTING AND VALUATION PRINCIPLES (continued)

Sale of goods
Revenue from the sale of goods is recognized when all the following conditions are satisfied:

- the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the entity; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Dividend and interest revenue
Dividend revenue from investments is recognized when the shareholder's right to receive payment has been established.

Interest revenue is accrued using the effective interest rate, which is the rate that discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

p) Cash and cash equivalents

For the purpose of the Consolidated Statement of Cash Flows, cash is considered to be cash on hand and in operating accounts in banks. Cash equivalents represent deposits and highly liquid investments with maturities of less than three months.

5. FOREIGN CURRENCY TRANSLATION

a) Group companies

The consolidated financial statements are presented in RON, which is OMV Petrom S.A. functional currency and the Group's presentation currency. Each entity in OMV Petrom Group determines its own functional currency, and items included in its individual financial statements are measured using the functional currency. The functional currency of the foreign operations is generally their local currency (which for the majority of the Group's operations is the RON), except for Kazakhstan entities that have USD as functional currency.

Where the functional currency differs from the Group's presentation currency, individual financial statements are translated using closing rate method. Differences arising between statement of financial position items translated at closing and historical rates are presented as a separate item directly in equity and in other comprehensive income. The use of average rates for translation of income statement creates additional differences compared to the application of the closing rates in the statement of financial position which are also recorded in equity and in other comprehensive income. On disposal of a foreign operation, the component of other comprehensive income and equity relating to the translation of that particular foreign operation is recognized in the consolidated income statement.

The rates applied in translating foreign currencies to RON were as follows:

Exchange rates	Year ended December 31, 2014*	Average for the year ended December 31, 2014	Year ended December 31, 2015*	Average for the year ended December 31, 2015
US dollar (USD)	3.6868	3.3487	4.1477	4.0062
Euro (EUR)	4.4821	4.4440	4.5245	4.4446
Moldavian Leu (MDL)	0.2359	0.2386	0.2107	0.2133
Serbian Dinar (RSD)	0.0369	0.0379	0.0372	0.0368
Bulgarian Leva (BGN)	2.2916	2.2722	2.3134	2.2725

*) as communicated by National Bank of Romania.

b) Transactions and balances

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Differences arising on settlement or translation of monetary items are recognized in income statement. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

6. INTANGIBLE ASSETS

	Concessions, licences, and other intangible assets	Oil and gas assets with unproved reserves	Total
COST			
Balance as at January 1, 2015	**1,392.39**	**1,871.93**	**3,264.32**
Exchange differences	0.40	-	0.40
Additions*	3.81	1,232.01	1,235.82
Transfers (to)/from tangible assets (Note 7)	0.03	(1.88)	(1.85)
Disposals	(3.86)	(13.76)	(17.62)
Transfers to assets held for sale (Note 12)	(40.75)	-	(40.75)
Balance as at December 31, 2015	**1,352.02**	**3,088.30**	**4,440.32**
ACCUMULATED AMORTISATION AND IMPAIRMENT			
Balance as at January 1, 2015	**1,217.59**	**389.85**	**1,607.44**
Exchange differences	0.29	-	0.29
Amortization	20.03	-	20.03
Impairment	18.94	408.40	427.34
Transfers (to)/from tangible assets (Note 7)	0.01	-	0.01
Disposals	(3.69)	(13.76)	(17.45)
Transfers to assets held for sale (Note 12)	(27.36)	-	(27.36)
Balance as at December 31, 2015	**1,225.81**	**784.49**	**2,010.30**
CARRYING AMOUNT			
As at January 1, 2015	**174.80**	**1,482.08**	**1,656.88**
As at December 31, 2015	**126.21**	**2,303.81**	**2,430.02**

*) Include the amount of RON 0.11 million representing increase from the reassessment of decommissioning asset for exploration wells (under category "Oil and gas assets with unproved reserves").

Impairment of oil and gas assets with unproved reserves during 2015 refers to unsuccessful exploration wells in the Upstream segment (mainly offshore).

7. PROPERTY, PLANT AND EQUIPMENT

	Land, land rights and buildings, incl. buildings on third-party property	Oil and gas assets	Plant and machinery	Other fixtures and fittings, tools and equipment	Assets under construction	Total
COST						
Balance as at January 1, 2015	**4,669.44**	**35,322.40**	**9,506.19**	**962.90**	**1,042.67**	**51,503.60**
Exchange differences	4.21	406.28	21.97	5.52	0.77	438.75
Additions**	40.17	2,871.49	59.21	20.35	378.77	3,369.99
Transfers*	(92.80)	(162.54)	687.90	255.85	(686.56)	1.85
Transfers to assets held for sale (Note 12)	(54.07)	-	(203.91)	(0.51)	-	(258.49)
Disposals	(38.91)	(518.17)	(132.39)	(64.98)	(67.91)	(822.36)
Balance as at December 31, 2015	**4,528.04**	**37,919.46**	**9,938.97**	**1,179.13**	**667.74**	**54,233.34**
ACCUMULATED DEPRECIATION AND IMPAIRMENT						
Balance as at January 1, 2015	**1,613.35**	**12,614.96**	**4,220.74**	**659.54**	**105.37**	**19,213.96**
Exchange differences	0.81	331.76	19.30	4.04	(0.17)	355.74
Depreciation	173.55	2,192.58	669.78	80.15	-	3,116.06
Impairment	41.17	2,909.65	144.24	20.69	95.27	3,211.02
Transfers*	(72.47)	(0.38)	(61.38)	134.21	0.01	(0.01)
Transfers to assets held for sale (Note 12)	(35.47)	-	(137.19)	(0.39)	-	(173.05)
Disposals	(31.15)	(503.84)	(98.11)	(55.04)	(67.09)	(755.23)
Write-ups	(2.51)	(2.21)	(0.24)	(0.11)	(8.27)	(13.34)
Balance as at December 31, 2015	**1,687.28**	**17,542.52**	**4,757.14**	**843.09**	**125.12**	**24,955.15**
CARRYING AMOUNT						
As at January 1, 2015	**3,056.09**	**22,707.44**	**5,285.45**	**303.36**	**937.30**	**32,289.64**
As at December 31, 2015	**2,840.76**	**20,376.94**	**5,181.83**	**336.04**	**542.62**	**29,278.19**

*) Net amount represents transfers from intangibles. See Note 6.
**) Include the amount of RON 480.44 million representing increase from reassessment of the decommissioning asset and the amount of RON 29.12 million representing additions through finance lease, mainly for production of electricity and pipe yard facilities.

Property, plant and equipment include fixed assets acquired through finance lease with a carrying amount of RON 266.65 million as at December 31, 2015 (2014: RON 278.43 million).

Expenditure capitalized in the course of construction of tangible and intangible assets is RON 578.20 million (2014: RON 736.69 million).

For details on impairments see Note 21.

8. INVESTMENTS IN ASSOCIATED COMPANIES

As at December 31, 2015 and December 31, 2014 OMV Petrom Group had one associated company: OMV Petrom Global Solutions S.R.L. with a shareholding of 25% and principal place of business in Romania.

The associate is not material to the Group. The table below summarizes financial information for the Group's interest in associate (aggregated):

	2014	2015
Carrying amount of interests in individually immaterial associates	**35.30**	**40.69**
Group's share of:		
- profit from continuing operations (Note 22)	10.67	7.40
- unrecognized gain from transfer of business (Note 31d)	(17.53)	-
- other comprehensive income	-	(0.38)
- dividends during the year	-	(1.63)
Total comprehensive income/(loss)	**(6.86)**	**5.39**

In 2014 OMV Petrom sold its interest in Congaz S.A., associated company accounted for at equity method.

Carrying amount reconciliation for immaterial associates is as follows:

COST	**Associates**
Balance as at January 1, 2015	**35.30**
Additions	-
Share of net result from associates (see above)	5.39
Disposals	-
Balance as at December 31, 2015	**40.69**

There are no significant unrecognized commitments in relation with associates.

9. TRADE RECEIVABLES AND OTHER FINANCIAL ASSETS

a) **Trade receivables** are amounting to RON 1,318.28 million as at December 2015 (2014: RON 1,424.37 million). They are presented net of impairment allowances, which are detailed in 9c) below.

b) **Other financial assets** (net of allowances)

		Liquidity term	
	December 31, 2015	**less than 1 year**	**over 1 year**
Derivatives financial assets	105.16	105.16	-
Investments	3.91	-	3.91
Expenditure recoverable from Romanian State	2,571.15	9.61	2,561.54
Other financial assets	204.43	142.32	62.11
Total	**2,884.65**	**257.09**	**2,627.56**
		Liquidity term	
	December 31, 2014	**less than 1 year**	**over 1 year**
Derivatives financial assets	3.60	3.60	-
Investments	4.16	-	4.16
Expenditure recoverable from Romanian State	2,362.12	236.84	2,125.28
Other financial assets	210.78	148.43	62.35
Total	**2,580.66**	**388.87**	**2,191.79**

Investments

The position "Investments" comprises all the investments in companies that were not consolidated, as the Group neither has control nor significant influence over their operations, or they were considered immaterial for the Group. These financial assets are accounted for at amortized cost.

Expenditure recoverable from Romanian State

As part of the privatization agreement, OMV Petrom S.A. is entitled to reimbursement by the Romanian State of part of decommissioning and environmental costs incurred to restore and clean up areas pertaining to activities prior to privatization in 2004. Consequently, OMV Petrom S.A. has recorded as receivable from the Romanian State the estimated decommissioning obligations having a net present value of RON 2,330.60 million as at December 31, 2015 (2014: RON 2,085.81 million) and the environmental liabilities in Upstream and Downstream Oil with net present value of RON 240.55 million (2014: RON 276.31 million), as these were existing prior to privatization of OMV Petrom S.A.

9. TRADE RECEIVABLES AND OTHER FINANCIAL ASSETS (continued)

c) Valuation allowances

The movements in valuation allowances for investments were as follows:

	Year 2015
January 1, 2015	**14.74**
Additions	0.38
Disposals	(4.09)
December 31, 2015	**11.03**

The movements in valuation allowances for trade receivables and for other financial assets were as follows:

	Valuation allowance for:		
	Trade receivables	Other financial assets	Total
January 1, 2015	**183.83**	**504.35**	**688.18**
Additions	87.93	35.28	123.21
Used	(5.93)	(1.03)	(6.96)
Exchange differences	(0.29)	0.34	0.05
December 31, 2015	**265.54**	**538.94**	**804.48**

The gross value of impaired trade receivables as at December 31, 2015 is of RON 270.85 million (2014: RON 198.33 million) and the gross value of impaired other financial assets amounts to RON 556.78 million (2014: RON 520.21 million).

d) The aging profile of trade receivables and other financial assets which were past due but not impaired was as follows:

Trade receivables	December 31, 2014	December 31, 2015
Up to 60 days overdue	156.17	63.01
61 to 120 days overdue	2.23	1.56
More than 120 days overdue	12.26	6.22
Total	**170.66**	**70.79**

Other financial assets	December 31, 2014	December 31, 2015
Up to 60 days overdue	0.20	1.81
61 to 120 days overdue	-	-
More than 120 days overdue	-	-
Total	**0.20**	**1.81**

10. OTHER ASSETS

The carrying value of other assets was as follows:

		Liquidity term	
	December 31, 2015	**less than 1 year**	**over 1 year**
Receivable from taxes	238.96	177.20	61.76
Advance payments on fixed assets	238.24	238.24	-
Prepaid expenses and deferred charges	103.75	86.01	17.74
Rental and lease prepayments	30.98	30.98	-
Other assets	95.26	94.47	0.79
Total	**707.19**	**626.90**	**80.29**

		Liquidity term	
	December 31, 2014	**less than 1 year**	**over 1 year**
Receivable from taxes	340.40	319.88	20.52
Advance payments on fixed assets	49.37	49.37	-
Prepaid expenses and deferred charges	69.45	69.27	0.18
Rental and lease prepayments	34.96	34.96	-
Other assets	64.22	63.58	0.64
Total	**558.40**	**537.06**	**21.34**

11. INVENTORIES

	December 31, 2014	**December 31, 2015**
Crude oil	395.48	471.67
Natural gas	183.75	84.67
Other materials	264.46	240.78
Work in progress	117.12	84.07
Finished products	1,289.24	1,083.93
Total	**2,250.05**	**1,965.12**

The cost of materials and goods consumed during 2015 (whether used in production or re-sold) is of RON 5,368.05 million (2014: RON 6,328.37 million).

As at December 31, 2015 there are no inventories pledged as security for liabilities (2014: RON 16.64 million).

12. ASSETS HELD FOR SALE

	December 31, 2014	December 31, 2015
Land and buildings	12.03	30.41
Plant and equipment	-	66.84
Intangible assets	1.68	15.07
Other assets	-	1.94
Deferred tax asset (Note 18)	-	4.32
Assets held for sale	**13.71**	**118.58**
Provisions	-	7.68
Liabilities	-	2.74
Liabilities associated with assets held for sale	**-**	**10.42**

As at December 31, 2015, most of the assets and liabilities held for sale refer to Downstream Gas segment in relation to the envisaged sale of the stake in the subsidiary OMV Petrom Wind Power S.R.L. operating Dorobantu wind-park, whose value is expected to be recovered principally through a sale transaction rather than through continuing use, in line with the Company's strategy to focus on core business. As of December 31, 2015, management expects that this transaction will be closed within the following twelve months. Fair value less costs of disposal was estimated at RON 108.59 million, triggering an impairment loss of RON 75.70 million as of December 31, 2015.

As at December 31, 2014, the assets and liabilities held for sale relate mainly to Downstream Oil segment for the estimated sale of several plots of land.

13. STOCKHOLDERS' EQUITY

Share capital

The share capital of OMV Petrom S.A. consists of 56,644,108,335 fully paid shares as at December 31, 2015 and 2014 with a total nominal value of RON 5,664.41 million.

Revenue reserves

Revenue reserves include retained earnings, as well as other non-distributable reserves (legal and geological quota facility reserves, other reserves from fiscal facilities).

Geological quota included in revenue reserves is amounting to RON 5,062.84 million (2014: same amount). Until December 31, 2006, OMV Petrom S.A. benefited from geological quota facility whereby it could charge up to 35% of the market value of the volume of oil and gas extracted during the year. This facility was recognized directly in reserves. This quota was restricted to investment purposes and is not distributable. The quota was non-taxable.

13. STOCKHOLDERS' EQUITY (continued)

Legal reserves included in revenue reserves are amounting to RON 1,132.88 million (2014: same amount). OMV Petrom S.A. sets its legal reserve in accordance with the provisions of the Romanian Companies Law, which requires that minimum 5% of the annual accounting profit before tax is transferred to "legal reserve" until the balance of this reserve reaches 20% of the share capital of the Company.

Other reserves from fiscal facilities are amounting to RON 248.29 million (2014: same amount). The amount of RON 39.69 million was allocated to other reserves in the year 2014 representing fiscal facilities from reinvested profit.

Other reserves

Other reserves contain mainly reserves from business combinations in stages, land for which land ownership certificates were obtained but was not yet included in share capital and exchange differences on loans considered net investment in a foreign operation.

Increase in other reserves amounting to RON 75.19 million in 2014 is related to land for which ownership certificates were obtained by OMV Petrom S.A. from Romanian State up to December 31, 2014 but was not yet included in share capital.

Cashflow hedging reserves

In order to protect the Company's cash flows against further potential downturns of the crude oil price, OMV Petrom entered, in April 2015, into hedging arrangements (Zero Cost Collar options) for a volume of 15,000 bbl/d of crude oil, with a protection floor level of USD 55/bbl, for the third quarter of 2015 to the second quarter of 2016 period. These financial instruments were accounted as cash flow hedge.

In August 2015 the Company has decided to monetize in advance the outstanding hedges for the fourth quarter of 2015 to the second quarter of 2016, by contracting offsetting positions. The hedge accounting for the options contracted in April 2015 with maturities in fourth quarter of 2015 to the second quarter of 2016 period was therefore discontinued in August 2015 and the effective part reflected in other comprehensive income as at that time remained separately in equity until the forecasted transactions occur. The remaining cumulative gain recognised in other comprehensive income for the options with maturities in first two quarters of 2016, net of tax, is in amount of RON 11.94 million as at December 31, 2015 and the ineffective part of the cash flow hedges recognized in the income statement was of RON 7.22 million.

14. PROVISIONS

	Pensions and similar obligations	Decommissioning and restoration	Other provisions	Total
January 1, 2015	**283.01**	**7,546.29**	**1,371.41**	**9,200.71**
thereof short-term	-	291.37	817.56	1,108.93
thereof long-term	283.01	7,254.92	553.85	8,091.78
Exchange differences	-	14.11	0.36	14.47
Liabilities associated with assets held for sale	-	(5.46)	(2.22)	(7.68)
Used	(9.17)	(261.96)	(489.46)	(760.59)
Allocations/(releases)	(35.12)	1,011.80	166.41	1,143.09
December 31, 2015	**238.72**	**8,304.78**	**1,046.50**	**9,590.00**
thereof short-term	-	363.57	547.51	911.08
thereof long-term	238.72	7,941.21	498.99	8,678.92

Provisions for pensions and similar obligations

Employees of several Group companies are entitled to receive severance payments upon termination of employment or on reaching normal retirement age. The entitlements depend on years of service and final compensation levels. Provisions have been set up based on actuarial calculations performed by qualified actuaries using the following parameters: a discount rate of 3.69% (2014: 3.73%), an inflation rate of 2.10% (2014: 2.22%) and an average yearly salary increase of 4.00% (2014: 5.00%).

Provisions for decommissioning and restoration

Changes in provisions for decommissioning and restoration are shown in the table below. In the event of subsequent changes in estimated restoration costs only the effect of the change in present value is recognized in the period concerned. If the value increases, the increase is depreciated over the remaining useful life of the asset, and if it decreases, the decrease is deducted from capitalized asset value. Interest rates applied for calculating of decommissioning and restoration costs are between 0.07% and 3.00% (2014: between 0.23% and 3.00%).

The provision for decommissioning and restoration costs includes mainly obligations in respect of OMV Petrom S.A. amounting to RON 8,161.65 million (2014: RON 7,416.88 million). There is a corresponding receivable from the Romanian State of RON 2,330.60 million (2014: RON 2,085.81 million), which is disclosed under “Other financial assets” item (Note 9).

Revisions in estimates for decommissioning and restoration provisions arise from the yearly reassessment of the cost of workings, the number of wells and other applicable items, as well as the expected timing of the decommissioning and restoration and revision of estimated interest rates.

14. PROVISIONS (continued)

Details on the Decommissioning and restoration obligations are as follows:

	2014	2015
January 1	**6,148.24**	**7,546.29**
Exchange differences	13.05	14.11
Revisions in estimates	1,325.21	726.76
Unwinding effect	289.13	285.04
Used in current year	(229.34)	(261.96)
Transfer to liabilities associated with assets held for sale	-	(5.46)
December 31	**7,546.29**	**8,304.78**

The revisions in estimates impact either the assets subject to decommissioning or the related receivable from State. The unwinding effect is included in the income statement under the interest expenses line (Note 23) net of the unwinding effect on the related receivable from State. The effect of changes in discount rate or timing of the receivable from State (which are additional to the changes in discount rate or timing of the decommissioning costs) is included in the income statement under interest expenses or interest income. Impact from revision in estimates in 2015 is generated mainly by higher estimated decommissioning costs for onshore wells in Romania.

Impact from revision in estimates in 2014 was generated by reduction of discount rates and by higher estimated decommissioning costs for onshore and offshore wells and facilities in Romania.

Other provisions were as follows:

December 31, 2015	**Total**	**less than 1 year**	**over 1 year**
Environmental provision	212.86	99.36	113.50
Other personnel provisions	174.74	172.26	2.48
Provisions for litigations	521.34	139.62	381.72
Other	137.56	136.27	1.29
Total	**1,046.50**	**547.51**	**498.99**
December 31, 2014	**Total**	**less than 1 year**	**over 1 year**
Environmental provision	196.65	66.49	130.16
Other personnel provisions	160.51	160.51	-
Provisions for litigations	460.55	73.85	386.70
Other	553.70	516.71	36.99
Total	**1,371.41**	**817.56**	**553.85**

14. PROVISIONS (continued)

Environmental provisions
The environmental provisions were estimated by the management based on the list of environment related projects that must be completed by OMV Petrom Group. Provisions recorded as at December 31, 2015 and 2014 represent the best estimate of the Group's experts for environmental matters. Environmental provisions are computed using the same interest rates as for the decommissioning and restoration provisions.

OMV Petrom S.A. recorded environmental liabilities against receivable from the Romanian State in Upstream and Downstream Oil, as these obligations existed prior to privatization. (Note 9b)

Other personnel provisions
Included in other personnel provisions is mainly the restructuring provision recorded by OMV Petrom S.A. further to approved restructuring plan that has been communicated to those affected by it.

Provisions for litigations
OMV Petrom Group monitors all litigations instigated against it and assesses the likelihood of losses and related financial cost using in house lawyers and external legal advisors. OMV Petrom Group has assessed the potential liabilities with respect to ongoing cases and recorded its best estimate of likely cash outflows.

Other provisions
The decrease in other short-term provisions as at December 31, 2015 is driven primarily by payments made during 2015 in relation to tax review (for period 2009-2010) finalization in OMV Petrom S.A.

Emissions certificates
Directive 2003/87/EC of the European Parliament and of the European Council established a greenhouse gas emissions trading scheme, requiring member states to draw up national plans to allocate emissions certificates. Romania was admitted to the scheme in January 2007, when it joined the EU.

The only company from the Group included in this scheme is OMV Petrom S.A. Under this scheme OMV Petrom S.A. is entitled to 2,281,635 emission certificates for year 2015 (2014: 2,664,658 emissions certificates). During 2015, OMV Petrom S.A. received 2,611,848 emissions certificates, out of which 1,981,275 emission certificates from 2014 entitlement and 630,573 emission certificates from 2015 entitlement.

During 2015 the Group had net sales of 913,567 emissions certificates (2014: 257,000 emissions certificates).

A shortfall in emissions certificates would be provided for. Until December 31, 2015, the Group was not short of certificates.

15. INTEREST-BEARING DEBTS

As at December 31, 2015 and December 31, 2014 OMV Petrom Group had the following loans:

Borrower	Lender	December 31, 2014	December 31, 2015
Interest-bearing debts short-term			
OMV Petrom S.A	European Bank for Reconstruction and Development (a)	95.02	95.92
OMV Petrom S.A	European Investment Bank (b)	85.37	86.18
OMV Petrom S.A	OMV Petrom Global Solutions S.R.L. (c)	73.76	127.96
Kom Munai LLP.	European Bank for Reconstruction and Development (d)	-	61.35
OMV Petrom Marketing S.R.L.	Raiffeisen Bank S.A. (e)	9.00	-
	Accrued interest	12.07	8.77
	Prepayments in relation with loan amounts drawn	(1.55)	(1.46)
Total interest bearing debts short-term		**273.67**	**378.72**
Interest-bearing debts long-term			
OMV Petrom S.A	European Bank for Reconstruction and Development (a)	468.83	377.34
OMV Petrom S.A.	European Investment Bank (b)	612.55	532.17
Kom Munai LLP.	European Bank for Reconstruction and Development (d)	523.53	527.62
	Prepayments in relation with loan amounts drawn	(15.95)	(13.43)
Total interest-bearing debts long-term		**1,588.96**	**1,423.70**
Total interest-bearing debts		**1,862.63**	**1,802.42**

(a) For the construction of Brazi Power Plant, OMV Petrom S.A. concluded an unsecured corporate loan agreement with European Bank for Reconstruction and Development for a maximum amount of EUR 200.00 million. The agreement was signed on May 8, 2009 and the final maturity date is November 10, 2020. The outstanding amount as at December 31, 2015 was RON 473.26 million (equivalent of EUR 104.60 million) (2014: RON 563.85 million, equivalent of EUR 125.80 million).

(b) For the construction of the Brazi Power Plant, OMV Petrom S.A. also concluded an unsecured loan agreement for an amount of EUR 200.00 million with European Investment Bank. The agreement was signed on May 8, 2009 and the final maturity date is June 15, 2023. The outstanding amount as at December 31, 2015 was RON 618.35 million (equivalent of EUR 136.67 million) (2014: RON 697.92 million, equivalent of EUR 155.71 million).

(c) A cash pooling agreement with maturity on April 23, 2016, renewable each year, was signed between OMV Petrom S.A. and OMV Petrom Global Solutions S.R.L. on April 25, 2014. The aggregated amount of the loan is RON 155.00 million, usable in RON or any other currency

15. INTEREST-BEARING DEBTS (continued)

EUR, USD and GBP. Amount drawn by the Group as at December 31, 2015 was RON 127.96 million (2014: RON 73.76 million).

(d) On September 25, 2014 was concluded an unsecured loan agreement between European Bank for Reconstruction and Development and Kom-Munai LLP with a limit of USD 200.00 million and the final maturity date May 20, 2022. On December 18, 2015 the limit was decreased to USD 142.00 million, consisting of:

- tranche 1 with a maximum limit of USD 120.00 million, to be used for refinancing of intra-group loans;
- tranche 2 with a maximum limit of USD 22.00 million, to be used for future capital expenditures.

The outstanding amount as at December 31, 2015 was of RON 588.97 million (equivalent of USD 142.00 million) (2014: RON 523.53 million, equivalent of USD 142.00 million).

(e) A committed loan concluded on June 23, 2014 between OMV Petrom Marketing S.R.L. and Raiffeisen Bank S.A. for an amount of EUR 2.10 million, to finance the energy efficiency investment in LED technology in OMV Petrom branded filling stations with maturity on March 31, 2015. The outstanding amount as at December 31, 2015 was nil, as the loan was fully reimbursed in 2015 (2014: RON 9.00 million).

The OMV Petrom Group's companies have several credit facilities signed as at December 31, 2015 as follows:

(f) An unsecured credit facility granted by Raiffeisen Bank S.A. up to EUR 105.00 million consisting in two subfacilities: subfacility A with maturity date prolonged to December 31, 2016 (for an amount of EUR 75.00 million) and subfacility B with maturity date prolonged to December 15, 2017 (for an amount of EUR 30.00 million). Subfacility A can be used only in RON and only by OMV Petrom S.A. as overdraft credit line. Subfacility B can be used in EUR, USD or RON by OMV Petrom S.A, OMV Petrom Marketing S.R.L. and OMV Petrom Gas S.R.L. (up to the limit of EUR 30.00 million); OMV Petrom Wind Power S.R.L. (up to the maximum limit of EUR 1.00 million) and by OMV Petrom Aviation S.A (up to the maximum limit of EUR 10.00 million) only for the issuance of letters of credit and/or issuance of letters of bank guarantee. The Credit facility was not used as at December 31, 2015 and December 31, 2014.

(g) On May 20, 2015, OMV Petrom S.A. replaced the Banks Consortiums credit facility amounting to EUR 930.00 million contracted in 2011 with a new unsecured Banks Consortium revolving facility amounting to EUR 1,000.00 million with 5 years maturity and possibility of extension with another 2 years. The Banks Consortium included BRD - Groupe Société Générale S.A.; UniCredit Bank Austria AG; UniCredit Tiriac Bank S.A. (Romania); ING Bank N.V. Amsterdam, Bucharest Branch; Erste Group Bank AG; Banca Comerciala Romana S.A.; Intesa Sanpaolo S.p.A., Frankfurt Branch; Banca Comerciala Intesa Sanpaolo Romania S.A.; Mizuho Bank

15. INTEREST-BEARING DEBTS (continued)

Nederland N.V. (formerly known as Mizuho Corporate Bank Nederland N.V.); Raiffeisen Bank International AG; Raiffeisen Bank S.A.; BNP Paribas Fortis S.A./N.V. Bruxelles - Bucharest branch; Commerzbank Aktiengesellschaft, Filiale Luxemburg; Bank of Tokyo - Mitsubishi UFJ (Holland) N.V.; Citibank Europe Plc; Citibank Europe Plc, Dublin - Romania Branch; Deutsche Bank Luxembourg S.A.; Crédit Agricole Luxembourg S.A.; Barclays Bank Plc; Garanti Bank S.A.; OTP Bank Romania S.A.; KDB Europe Ltd. There are no drawings from this facility as at December 31, 2015.

(h) An unsecured facility contracted by OMV Petrom S.A. from ING Bank N.V., that can be used in USD, RON or EUR, up to the maximum amount of EUR 70.00 million (equivalent of RON 316.72 million), for issuance of letters of bank guarantee and as overdraft for working capital financing. The maturity for letters of bank guarantee is prolonged until November 22, 2019 and for overdraft the maturity is until November 22, 2016. No drawings under the overdraft were made as at December 31 2015.

(i) An uncommitted and unsecured credit facility contracted by OMV Petrom S.A. from BRD – Groupe Société Générale S.A. with maximum limit of EUR 120.00 million (equivalent of RON 542.94 million) that can be used in RON, with maturity date prolonged to April 30, 2016. The facility is designated to finance OMV Petrom's current activity and for issuance of letters of guarantee and letters of credit. No drawings under the facility were made as at December 31, 2015.

(j) A committed and unsecured credit facility contracted by OMV Petrom S.A. in January 2015 from Banca Comerciala Romana S.A., that can be used in USD, EUR or RON, supplemented in April 2015 up to a maximum amount of EUR 200.00 million (equivalent of RON 904.90 million), for issuance of letters of bank guarantee and similar and as overdraft for working capital financing. The maturity for letters of bank guarantee and letters of credit is until January 14, 2018 and for overdraft is until January 14, 2017. No drawings for overdraft purposes were made as at December 31, 2015.

(k) An unsecured revolving facility contracted by OMV Serbija from Raiffeisen Banka a.d. Belgrad, with a maximum limit of EUR 4.00 million (equivalent of RON 18.10 million) and maturity prolonged until March 2, 2016. The destination of the facility is general corporate purposes financing on a roll-over basis and issuance of letters of bank guarantee without cash collateral. No drawings were made under the revolving facility as at December 31, 2015.

(l) An unsecured facility contracted by OMV Serbija from Raiffeisen Banka a.d. Belgrad, with a maximum limit of RSD 350.00 million (equivalent of RON 13.02 million) and maturity date prolonged to March 31, 2016. The destination of the facility is general corporate purposes financing on an overdraft basis and issuance of letters of bank guarantee without cash collateral. No drawings were made under the overdraft facility as at December 31, 2015.
(m) A credit facility contracted on October 8, 2014 by Tasbulat Oil Corporation LLP and Kom-

15. INTEREST-BEARING DEBTS (continued)

Munai LLP as Borrowers from JSK Citibank Kazakhstan, accessible to both companies up to the maximum limit of USD 15.00 million (equivalent of RON 62.22 million) and maturity date July 31, 2016 with further extension possibility for successive periods of 12 (twelve) months, but for no more than a total 5 (five) years from the date of the agreement i.e. until October 8, 2019. The purpose of the facility is for general corporate needs and working capital financing. The credit facility was not used as at December 31, 2015.

(n) An unsecured facility contracted by OMV Bulgaria OOD from Raiffeisenbank Bulgaria EAD, with a maximum limit of BGN 6.85 million (equivalent of RON 15.85 million) and maturity date January 30, 2017. The destination of the facility is financing current operational activities. There were no drawings under the overdraft facility as at December 31, 2015.

OMV Petrom Group's companies have signed also facilities with several banks for issuing letters of bank guarantee, as follows:

(o) An unsecured facility agreement was signed by OMV Petrom S.A. with BNP Paribas Fortis Bank S.A./N.V. – Bucharest branch – for up to EUR 30.00 million (equivalent of RON 135.74 million), to be utilized only for issuance of letters of bank guarantee and letters of credit, with maturity date May 31, 2016, with yearly automatic renewal, but not later than May 31, 2017.

(p) An unsecured credit facility up to EUR 30.00 million (equivalent of RON 135.74 million) obtained by OMV Petrom S.A. from BRD – Groupe Société Générale S.A., to be utilized only for issuance of letters of bank guarantee and letters of credit. The validity period for the credit facility is prolonged to April 30, 2016.

(q) An unsecured credit facility received by OMV Petrom S.A. from Bancpost S.A., up to EUR 25.00 million (equivalent of RON 113.11 million), to be utilized only for issuance of letters of bank guarantee, with maturity extended until March 31, 2016.

(r) A frame facility contracted by OMV Serbija from Raiffeisen Banka a.d. Belgrad, with a maximum limit of EUR 2.00 million (equivalent of RON 9.05 million) and maturity date extended until January 12, 2018. The destination of the facility is the issuance of letters of bank guarantee and letters of credit.

(s) An unsecured facility agreement was contracted by OMV Bulgaria OOD from Citibank Sofia for up to BGN 7.24 million (equivalent of RON 16.75 million), to be utilized only for issuance of letters of bank guarantee, with maturity date July 15, 2016.

As at December 31, 2015, OMV Petrom Group is in compliance with all financial covenants stipulated by the loan agreements.

Please refer also to Note 35 for details regarding interest rate risks of interest-bearing debt.

16. OTHER FINANCIAL LIABILITIES

	December 31, 2015	less than 1 year	over 1 year
Finance lease liabilities	296.34	44.92	251.42
Financial liabilities in connection with joint operations	227.34	227.34	-
Derivatives financial liabilities	102.05	102.05	-
Other financial liabilities	188.66	173.82	14.84
Total	**814.39**	**548.13**	**266.26**
	December 31, 2014	**less than 1 year**	**over 1 year**
Finance lease liabilities	295.75	37.39	258.36
Financial liabilities in connection with joint operations	425.79	425.79	-
Derivatives financial liabilities	0.36	0.36	-
Other financial liabilities	221.66	200.92	20.74
Total	**943.56**	**664.46**	**279.10**

Finance lease liabilities

OMV Petrom Group acquired through finance lease mainly equipment for production of electricity and pipe-yard facilities for tubing reconditioning in OMV Petrom (Upstream segment) and a hydrogen and medium pressure steam production plant for Petrobrazi Refinery in OMV Petrom (Downstream Oil segment).

For the pipe-yard facilities (including 2015 additions) the lease period is 15 years and the total future minimum lease payments amounts to RON 91.34 million as at December 31, 2015 (2014: RON 83.92 million).

For the hydrogen and medium pressure steam production plant (acquired in 2013) the lease period is 15 years and the total future minimum lease payments amounts to RON 158.68 million as at December 31, 2015 (2014: RON 169.50 million).

16. OTHER FINANCIAL LIABILITIES (continued)

A breakdown of present value of finance lease liabilities is presented below.

	December 31, 2014	December 31, 2015
Obligations under finance leases		
Amounts due within 1 year	57.42	65.07
Amounts due after more than 1 year but not later than 5 years	160.25	153.51
Amounts due after 5 years	202.58	195.19
Total lease obligations	**420.25**	**413.77**
Less future finance charges on finance leases	(124.50)	(117.43)
Present value of finance lease liabilities	**295.75**	**296.34**
Analyzed as follows:		
Maturing within 1 year	37.39	44.92
Maturing after more than 1 year but not later than 5 years	114.57	111.19
Maturing after 5 years	143.79	140.23
Total present value of finance lease liabilities	**295.75**	**296.34**

Maturity profile of financial liabilities

The table below summarizes the maturity profile of the Group´s financial liabilities based on contractual undiscounted cash flows:

	< 1 year	1-5 years	> 5 years	Total
December 31, 2015				
Interest-bearing debts	413.88	1,262.29	267.09	1,943.26
Trade payables	2,317.81	-	-	2,317.81
Other financial liabilities	568.30	168.37	197.72	934.39
Total	**3,299.99**	**1,430.66**	**464.81**	**5,195.46**
December 31, 2014	**< 1 year**	**1-5 years**	**> 5 years**	**Total**
Interest-bearing debts	297.83	1,175.25	511.51	1,984.59
Trade payables	2,899.24	-	-	2,899.24
Other financial liabilities	684.49	180.98	202.59	1,068.06
Total	**3,881.56**	**1,356.23**	**714.10**	**5,951.89**

17. OTHER LIABILITIES

	December 31, 2015	less than 1 year	over 1 year
Tax liabilities	487.48	487.48	-
Deferred income	84.66	84.66	-
Social security	47.03	47.03	-
Other liabilities	156.10	156.10	-
Total	**775.27**	**775.27**	**-**
	December 31, 2014	**less than 1 year**	**over 1 year**
Tax liabilities	612.21	612.21	-
Deferred income	103.78	103.78	-
Social security	37.28	37.28	-
Other liabilities	130.99	130.99	-
Total	**884.26**	**884.26**	**-**

18. DEFERRED TAX

December 31, 2015	Deferred tax assets before allowances	Allowances	Net deferred tax assets	Deferred tax liabilities
Tangible and intangible assets	317.02	(49.10)	267.92	21.86
Financial assets	100.20	-	100.20	7.15
Inventories	40.43	(0.70)	39.73	-
Receivables and other assets	93.38	(42.29)	51.09	-
Untaxed reserves	-	-	-	5.56
Provisions for pensions and severance payments	40.46	-	40.46	2.26
Other provisions	1,107.43	(19.48)	1,087.95	-
Liabilities	10.10	(1.35)	8.75	11.53
Tax loss carried forward	2.42	-	2.42	-
Total	**1,711.44**	**(112.92)**	**1,598.52**	**48.36**
Netting (same tax jurisdiction/country)			(35.64)	(35.64)
Total deferred tax, net			**1,562.88**	**12.72**
Deferred tax for assets and related liabilities held for sale (Note 12)	4.32	-	4.32	-

December 31, 2014	Deferred tax assets before allowances	Allowances	Net deferred tax assets	Deferred tax liabilities
Tangible and intangible assets	278.74	(74.02)	204.72	392.68
Financial assets	85.96	(1.02)	84.94	4.67
Inventories	38.13	(1.17)	36.96	-
Receivables and other assets	71.74	(41.72)	30.02	4.15
Untaxed reserves	1.50	-	1.50	9.64
Provisions for pensions and severance payments	45.28	-	45.28	-
Other provisions	1,035.64	(16.31)	1,019.33	-
Liabilities	22.86	(6.07)	16.79	4.02
Tax loss carried forward	23.40	-	23.40	-
Total	**1,603.25**	**(140.31)**	**1,462.94**	**415.16**
Netting (same tax jurisdiction/country)			(415.16)	(415.16)
Total deferred tax, net			**1,047.78**	**-**

18. DEFERRED TAX (continued)

As at December 31, 2015, losses carry-forward for tax purposes amounted to RON 247.09 million (2014: RON 295.38 million). Eligibility of losses for carry-forward expires as follows:

	2014	**2015**
2015	3.60	-
2016	3.78	9.15
2017	2.28	5.31
2018	-	2.39
2019	48.10	48.10
2020 / After 2019	237.62	-
After 2020	-	182.14
Total	**295.38**	**247.09**

No deferred tax asset was recognized for part of tax losses carry-forward included in the above table, in amount of RON 172.37 million (2014: RON 163.62 million).

19. OTHER OPERATING INCOME

	December 31, 2014	**December 31, 2015**
Exchange gains from operating activities	90.15	147.70
Gain on transfer of business (Note 31d)	52.59	-
Gains on disposal of non-current assets	30.13	25.05
Write-up tangible and intangible assets	6.52	13.34
Other operating income	136.34	315.36
Total	**315.73**	**501.45**

Increase of other operating income is mainly related to the positive outcome of a litigation dispute during 2015.

20. OTHER OPERATING EXPENSES

	December 31, 2014	December 31, 2015
Exchange losses from operating activities	122.13	209.34
Losses on disposal of non-current assets	60.17	20.68
Expenses/(income) with provisions for litigations	16.25	(61.45)
Other operating expenses	602.27	523.35
Total	**800.82**	**691.92**

Other operating expenses include an amount of RON 73.08 million (2014: RON 104.16 million) representing restructuring expenses.

21. COST INFORMATION

For the years ended December 31, 2015 and December 31, 2014 the consolidated income statement includes the following personnel expenses:

	December 31, 2014	December 31, 2015
Wages and salaries	2,254.45	2,011.80
Other personnel expenses	148.72	126.56
Total personnel expenses	**2,403.17**	**2,138.36**

Included in the above personnel expenses is the amount of RON 262.74 million, representing Group's contribution to state pension plan for the year ended December 31, 2015 (2014: RON 317.10 million).

Depreciation, amortization and impairment losses net of write-ups of intangible assets and property, plant and equipment consisted of:

	December 31, 2014	December 31, 2015
Depreciation and amortization	2,795.28	3,136.09
Net impairment intangible assets and property, plant and equipment	2,011.02	3,625.02
Total depreciation, amortization and impairment	**4,806.30**	**6,761.11**

21. COST INFORMATION (continued)

Net impairment losses booked during the year ended December 31, 2015 for intangible assets and property, plant and equipment were related to Upstream segment amounting RON 3,523.60 million (including mainly impairments for Upstream production assets of OMV Petrom S.A., impairments for replaced assets, unsuccessful workovers and exploration wells in Romania, impairment of Kazakhstan assets), to Downstream Gas amounting RON 79.19 million (mainly related to Dorobantu wind power park in Romania), to Downstream Oil amounting RON 21.97 million and also to Corporate & Other segment RON 0.26 million.

Net impairment losses booked during the year ended December 31, 2014 for intangible assets and property, plant and equipment were related to Upstream segment amounting RON 1,229.91 million (including impairment of one of Kazakhstan assets, impairments for replaced assets, for unsuccessful workovers and exploration wells in Romania), to Downstream Gas amounting RON 715.81 million (related to Brazi power plant and Dorobantu wind power park in Romania), to Downstream Oil amounting RON 65.04 million (mainly related to impairment of retail assets in Serbia) and also to Corporate & Other segment RON 0.26 million.

In the consolidated income statement the impairment losses are included under cost of sales amounting RON 3,218.91 million (2014: RON 1,884.80 million), exploration expenses of RON 408.40 million (2014: RON 63.68 million), selling expenses of RON 10.79 million (2014: RON 69.06 million) and administrative expenses of RON 0.26 million (2014: nil). These impairment losses are netted of with write-ups amounting to RON 13.34 million (2014: RON 6.52 million).

Rental expenses included in current period consolidated income statement are RON 191.41 million (2014: RON 204.27 million).

22. INCOME FROM ASSOCIATED COMPANIES

	December 31, 2014	December 31, 2015
Share of net result of associated companies	10.67	7.40
Total income from associated companies	**10.67**	**7.40**

23. INTEREST INCOME AND INTEREST EXPENSES

	December 31, 2014	December 31, 2015
Interest income		
Interest income from receivables and other	9.22	188.51
Interest income from short term bank deposits	14.58	3.31
Unwinding income for other financial assets and positive effect of changes in discount rate and timing for State receivable	48.53	43.00
Total interest income	**72.33**	**234.82**
Interest expenses		
Interest expenses	(313.08)	(86.30)
Unwinding expenses for retirement benefits provision	(14.38)	(10.52)
Unwinding expenses for decommissioning provision, net of the unwinding income for related State receivable	(208.39)	(217.72)
Unwinding and discounting for other items and negative effect of changes in discount rate and timing for State receivables	(13.30)	(116.45)
Total interest expenses	**(549.15)**	**(430.99)**
Net interest result	**(476.82)**	**(196.17)**

Increase in interest income is mainly related to the positive outcome of a litigation dispute during 2015.

Interest expenses decrease is mainly due to the fact that 2014 was negatively impacted by alleged late payment interest charges following a tax review of the years 2009 and 2010 in OMV Petrom S.A.

24. OTHER FINANCIAL INCOME AND EXPENSES

	December 31, 2014	December 31, 2015
Financial income		
Exchange gains from financing activities	147.31	99.90
Gains from investments and financial assets	3.55	1.22
Total financial income	**150.86**	**101.12**
Financial expenses		
Exchange losses from financing activities	(65.34)	(77.99)
Losses from financial assets and securities	(5.79)	(1.85)
Other financial expenses	(42.70)	(28.73)
Total financial expenses	**(113.83)**	**(108.57)**
Other financial income and expenses	**37.03**	**(7.45)**

25. TAXES ON INCOME

	December 31, 2014	December 31, 2015
Tax on income - current year	(981.63)	(475.95)
Deferred tax revenue	172.12	512.27
Total taxes on income – revenue/(expense)	**(809.51)**	**36.32**

	2014	2015
Deferred tax, net January 1	867.87	1,047.78
Deferred tax, net December 31	1,047.78	1,554.48
Changes in deferred tax	**179.91**	**506.70**
thereof deferred tax (expense)/revenues in Other Comprehensive Income	7.79	(5.57)
thereof deferred tax revenues in the Income Statement	172.12	512.27
Reconciliation		
Profit/(loss) before taxation	**2,909.18**	**(725.97)**
Income tax rate applicable for Parent company	16.00%	16.00%
Profit tax revenue/(expense) based on income tax rate of the Parent	**(465.47)**	**116.16**
Effect of differing foreign tax rates	33.18	20.87
Profit tax revenue/(expense) based on applicable rates	(432.29)	137.03
Tax effect of permanent differences	(377.22)	(100.71)
Profit tax revenue/(expense) in the Income Statement	**(809.51)**	**36.32**

Permanent differences in 2014 were generated mainly by non-deductible expenses related to the results of tax review for years 2009 and 2010 in Romania and by non-deductible expenses in Kazakhstan.

Main amount included under permanent differences in 2015 relates to steep devaluation of Kazakhstan tenge versus US dollar between December 31, 2015 and December 31, 2014, which affected the tax expense of Kazakhstan subsidiaries.

26. EARNINGS PER SHARE

Calculation of earnings/(losses) per share is based on the following data:

	December 31, 2014	December 31, 2015
Net profit/(loss) attributable to stockholders of the parent	2,102.67	(675.99)
Weighted average number of shares	56,643,903,559	56,643,903,559
Earnings/(loss) per share in RON	**0.0371**	**(0.0119)**

The basic and diluted earnings/(loss) per share are the same as there are no instruments that have a dilutive effect on earnings.

At the Annual General Meeting held on April 28, 2015, the shareholders of OMV Petrom S.A. approved the distribution of dividends for the financial year 2014 for the gross amount of RON 634.41 million, resulting in a dividend per share of 0.0112 RON.

27. SEGMENT INFORMATION

OMV Petrom Group is organized into three operating business segments: Exploration and Production (E&P), Gas and Power (G&P) and Refining and Marketing (R&M), while management, financing activities and certain service functions are concentrated in the Corporate & Other segment.

From April 1st, 2015, the three operating business segments were renamed as follows: Gas and Power to Downstream Gas, Refining and Marketing to Downstream Oil and Exploration and Production to Upstream.

OMV Petrom Group's involvement in the oil and gas industry, by its nature, exposes it to certain risks. These include political stability, economic conditions, changes in legislation or fiscal regimes, as well as other operating risks inherent in the industry such as the high volatility of crude prices and the US dollar. A variety of measures are used to manage these risks.

Apart from the integration of OMV Petrom Group's upstream and downstream operations, and the policy of maintaining a balanced portfolio of assets in the Upstream segment, the main instruments used are operational in nature. There is a Group-wide environmental risk reporting system in operation, designed to identify existing and potential obligations and to enable timely action to be taken. Insurance and taxation are also dealt with on a Group-wide basis. Regular surveys are undertaken across OMV Petrom Group to identify current litigation and pending court and administrative proceedings.

Business decisions of fundamental importance are made by the Executive Board of OMV Petrom S.A. The business segments are independently managed, as each represents a strategic unit with different products and markets.

27. SEGMENT INFORMATION (continued)

Upstream activities consist of exploration, development and production of crude oil and natural gas and are focused on Romania and Kazakhstan. Upstream products consisting of crude oil and natural gas are sold mainly inside of OMV Petrom Group.

Gas business unit, part of Downstream Gas segment, has the objective to focus on gas sales and on the best use of the potential and opportunities resulting from the market liberalization. Business division **Power,** part of Downstream Gas segment, mainly extends the gas value chain into a gas-fired power plant.

Downstream Oil produces and delivers gasoline, diesel and other petroleum products to its customers. **Refining** division, part of Downstream Oil segment, operates one Romanian refinery, Petrobrazi.

Marketing division, part of Downstream Oil segment, delivers products to both Retail and Wholesale customers and operates in Romania, Bulgaria, Serbia and Republic of Moldova. OMV Petrom S.A. is the main player on the Romanian fuels market.

The key figure of operating performance for OMV Petrom Group is earnings before interest and tax (EBIT). In compiling the segment results, business activities with similar characteristics have been aggregated. Intra-Group sales and cost allocations by the parent company are determined in accordance with internal group policies. Management is of the opinion that the transfer prices of goods and services exchanged between segments correspond to market prices.

Operating segments:

December 31, 2015	Upstream	Downstream*	Downstream Gas	Downstream Oil	Downstream elimination	Corpo-rate & Other	Total	Consoli-dation	Conso-lidated total
Intersegment sales	8,297.17	305.63	330.54	98.37	(123.28)	195.05	**8,797.85**	(8,797.85)	**-**
Sales with third parties	681.75	17,429.38	4,205.62	13,223.76	-	33.85	**18,144.98**	-	**18,144.98**
Total sales	**8,978.92**	**17,735.01**	**4,536.16**	**13,322.13**	**(123.28)**	**228.90**	**26,942.83**	**(8,797.85)**	**18,144.98**
EBIT	**(1,814.60)**	**1,013.65**	**(216.05)**	**1,229.70**	**-**	**(74.67)**	**(875.62)**	**345.87**	**(529.75)**
Total assets**	24,003.63	7,197.07	1,776.56	5,420.51	-	507.51	**31,708.21**	-	**31,708.21**
Additions in PPE/IA	4,190.02	407.59	9.15	398.44	-	8.20	**4,605.81**	-	**4,605.81**
Depreciation and amortization	2,389.93	722.30	133.29	589.01	-	23.86	**3,136.09**	-	**3,136.09**
Impairment losses (net)	3,523.60	101.16	79.19	21.97	-	0.26	**3,625.02**	-	**3,625.02**

*) Sales Dowstream = Sales Downstream Oil + Sales Downstream Gas – intersegmental elimination Downstream Oil and Downstream Gas.
**) Intangible assets (IA), property, plant and equipment (PPE).

27. SEGMENT INFORMATION (continued)

Information about geographical areas:

December 31, 2015	Romania	Rest of CEE	Rest of world	Consolidated total
Sales with third parties**	14,800.60	3,324.32	20.06	**18,144.98**
Total assets*	30,522.52	699.73	485.96	**31,708.21**
Additions in PPE/IA	4,540.95	32.77	32.09	**4,605.81**

*) Intangible assets (IA), property, plant and equipment (PPE).
**) Sales are allocated per countries/regions based on the location where the risks and benefits are transferred to the customer.

Sales with third parties made in Rest of CEE (Central Eastern Europe) include sales made in Bulgaria amounting to RON 1,569.05 million in 2015.

Operating segments:

December 31, 2014	Upstream	Downstream*	Downstream Gas	Downstream Oil	Downstream elimination	Corporate & Other	Total	Consolidation	Consolidated total
Intersegment sales	12,028.28	385.30	361.30	152.54	(128.54)	393.07	**12,806.65**	(12,806.65)	**-**
Sales with third parties	860.77	20,615.90	4,013.91	16,601.99	-	64.59	**21,541.26**	-	**21,541.26**
Total sales	**12,889.05**	**21,001.20**	**4,375.21**	**16,754.53**	**(128.54)**	**457.66**	**34,347.91**	**(12,806.65)**	**21,541.26**
EBIT	**3,932.33**	**(897.44)**	**(818.07)**	**(79.37)**	**-**	**(150.50)**	**2,884.39**	**453.91**	**3,338.30**
Total assets**	25,703.71	7,717.88	2,088.41	5,629.47	-	524.93	**33,946.52**	-	**33,946.52**
Additions in PPE/IA	6,635.86	802.75	4.38	798.37	-	47.10	**7,485.71**	-	**7,485.71**
Depreciation and amortization	2,038.69	706.39	151.01	555.38	-	50.20	**2,795.28**	-	**2,795.28**
Impairment losses (net)	1,229.91	780.85	715.81	65.04	-	0.26	**2,011.02**	-	**2,011.02**

*) Sales Dowstream = Sales Downstream Oil + Sales Downstream Gas – intersegmental elimination Downstream Oil and Downstream Gas.
**) Intangible assets (IA), property, plant and equipment (PPE).

Information about geographical areas:

December 31, 2014	Romania	Rest of CEE	Rest of world	Consolidated total
Sales with third parties**	17,139.59	4,334.19	67.48	**21,541.26**
Total assets*	32,486.05	711.11	749.36	**33,946.52**
Additions in PPE/IA	7,312.56	23.16	149.99	**7,485.71**

*) Intangible assets (IA), property, plant and equipment (PPE).
**) Sales are allocated per countries/regions based on the location where the risks and benefits are transferred to the customer.

Sales with third parties made in Rest of CEE (Central Eastern Europe) include sales made in Bulgaria amounting to RON 2,273.62 million in 2014.

28. AVERAGE NUMBER OF EMPLOYEES

	December 31, 2014	December 31, 2015
Total OMV Petrom Group	**18,884**	**16,579**
thereof:		
OMV Petrom S.A.	17,861	15,581
Subsidiaries	1,023	998

The number of employees was calculated as the average of the month's end number of employees during the year.

29. RELATED PARTIES

The terms of the outstanding balances receivable from/payable to related parties are typically 0 to 90 days. The balances are unsecured and will be settled in cash. There are no significant provisions for doubtful debts relating to these balances and no significant expense recognized in the consolidated income statement in respect of bad or doubtful debts. There are no guarantees given or paid to related parties as at December 31, 2015 and December 31, 2014. Dividends receivable are not included in the below balances and revenues.

29. RELATED PARTIES (continued)

During 2015, OMV Petrom Group had the following transactions with related parties (including balances as of December 31, 2015):

	Nature of transaction	Purchases	Balances payable
OMV Petrom S.A. - parent company			
OMV Petrom Global Solutions S.R.L.	Financial, IT and other services	416.99	25.26
OMV Supply & Trading Ltd	Acquisition of petroleum products	235.06	0.84
OMV Refining & Marketing GmbH	Acquisition of petroleum products, other materials and services	147.66	35.06
OMV International Oil & Gas GmbH	Delegation of personnel and other	76.16	5.80
OMV Exploration & Production GmbH	Delegation of personnel and other	66.37	15.33
OMV Trading GmbH	Services and other	51.85	7.99
OMV Aktiengesellschaft AG	Delegation of personnel and other	21.99	7.86
OMV Gas & Power GmbH	Delegation of personnel and other	2.17	5.16
OMV Supply & Trading AG	Various services	0.82	-
OMV Austria Exploration & Production GmbH	Various services	0.78	0.25
OMV Deutschland GmbH	Various services	0.35	-
OMV Samsun Elektrik Üretim Sanayi ve Ticaret A.Ş	Delegation of personnel and other	0.26	-
OMV Solutions Gmbh	Delegation of personnel and other	0.09	0.09
OMV International Services GmbH	Various services	0.01	-
Total OMV Petrom S.A.		**1,020.56**	**103.64**

29. RELATED PARTIES (continued)

	Nature of transaction	Purchases	Balances payable
OMV Petrom Group subsidiaries			
OMV Petrom Global Solutions S.R.L.	Financial, IT and other services	75.31	5.94
OMV Refining & Marketing GmbH	Acquisition of petroleum products	63.82	19.82
OMV Exploration & Production GmbH	Delegation of personnel and other	12.83	2.40
EconGas Hungária Földgázkereskedelmi Kft.	Acquisition of gas	10.23	-
OMV Hungária Ásványolaj Korlátolt Felelösségü Társaság	Acquisition of petroleum products	10.14	0.33
EconGas GmbH	Acquisition of gas	6.30	-
OMV International Services GmbH	Financial services	5.43	31.65
Borealis AG	Various services	1.15	0.29
OMV Aktiengesellschaft AG	Delegation of personnel and other	1.11	0.32
OMV International Oil & Gas GmbH	Delegation of personnel and other	0.67	0.12
Petrom Nădlac S.R.L.	Various services	0.56	0.01
OMV Gas & Power GmbH	Various services	-	0.06
Total subsidiaries		**187.55**	**60.94**
Total OMV Petrom Group		**1,208.11**	**164.58**

	Nature of transaction	Revenues	Balances receivable
OMV Petrom S.A. - parent company			
OMV Supply & Trading Ltd	Sales of petroleum products	957.41	12.37
OMV Deutschland GmbH	Sales of propylene	228.89	22.15
OMV Trading GmbH	Services and other	67.79	2.92
OMV Supply & Trading AG	Sales of petroleum products	59.98	0.65
OMV Refining & Marketing GmbH	Sales of petroleum products, delegation of personnel and other	34.20	1.64
OMV Petrom Global Solutions S.R.L.	Various services	27.99	2.81
OMV Exploration & Production GmbH	Delegation of personnel and other	27.81	4.51
OMV Aktiengesellschaft AG	Delegation of personnel and other	23.85	2.85
OMV Solutions GmbH	Delegation of personnel	3.71	-
OMV Gas & Power GmbH	Delegation of personnel and other	0.40	0.04
Petrol Ofisi A.Ş.	Various services	0.35	0.02
Trans Gas LPG Services S.R.L.	Various services	0.11	0.04
Petrom Nădlac S.R.L.	Various services	0.01	0.01
Borealis AG	Various services	0.01	-
Total OMV Petrom S.A.		**1,432.51**	**50.01**

29. RELATED PARTIES (continued)

	Nature of transaction	Revenues	Balances receivable
OMV Petrom Group subsidiaries			
OMV Refining & Marketing GmbH	Delegation of personnel and other	3.55	0.14
OMV International Services GmbH	Other services	2.78	14.15
OMV Aktiengesellschaft AG	Delegation of personnel and other	1.78	0.05
OMV Petrom Global Solutions S.R.L.	Various services	1.73	0.14
OMV Slovensko s.r.o.	Various services	0.16	-
Borealis AG	Various services	0.10	-
OMV Exploration & Production GmbH	Delegation of personnel and other	0.09	0.66
OMV Offshore Bulgaria GmbH	Various services	0.06	0.01
OMV Petrol Ofisi A.Ş.	Various services	0.04	-
Trans Gas LPG Services S.R.L.	Various services	0.02	-
Total subsidiaries		**10.31**	**15.15**
Total OMV Petrom Group		**1,442.82**	**65.16**

During 2015, OMV Petrom Group had the following interest income and interest expenses with related parties (including balances as of December 31, 2015 for interest payable and interest receivable):

	Interest expense	Balances interest payable
OMV Petrom S.A. - parent company		
OMV Petrom Global Solutions S.R.L.	1.10	0.08
Total OMV Petrom S.A.	**1.10**	**0.08**
Total OMV Petrom Group	**1.10**	**0.08**

	Interest income	Balances interest receivable
OMV Petrom S.A. - parent company		
Petrom Nădlac S.R.L.	0.03	0.00
Total OMV Petrom S.A.	**0.03**	**0.00**
Total OMV Petrom Group	**0.03**	**0.00**

29. RELATED PARTIES (continued)

During 2014, OMV Petrom Group had the following transactions with related parties (including balances as of December 31, 2014):

	Nature of transaction	Purchases	Balances payable
OMV Petrom S.A. - parent company			
OMV Petrom Global Solutions S.R.L.	Financial, IT and other services	215.05	62.80
OMV Refining & Marketing GmbH	Acquisition of petroleum products	144.88	52.14
OMV International Oil & Gas GmbH	Delegation of personnel and other	101.44	9.63
OMV Exploration & Production GmbH	Delegation of personnel and other	80.63	49.06
OMV Solutions GmbH	Delegation of personnel and other	30.18	-
OMV Aktiengesellschaft	Delegation of personnel and other	24.59	4.85
OMV Trading GmbH	Services and other	21.83	5.20
OMV Supply & Trading AG	Acquisition of petroleum products	13.50	-
OMV Hungária Ásványolaj Korlátolt Felelösségü Társaság	Acquisition of bitumen	5.86	-
OMV Gas & Power GmbH	Delegation of personnel and other	4.91	3.45
OMV Austria Exploration & Production GmbH	Various services	0.18	0.07
OMV Abu Dhabi E&P GmbH	Various services	0.16	0.16
OMV Samsun Elektrik Üretim Sanayi ve Ticaret A.Ş.	Delegation of personnel and other	0.10	0.10
OMV Power International GmbH	Delegation of personnel and other	0.01	-
OMV East Abu Dhabi Exploration Gmbh	Various services	0.01	-
Total OMV Petrom S.A.		**643.33**	**187.46**

29. RELATED PARTIES (continued)

	Nature of transaction	Purchases	Balances payable
OMV Petrom Group subsidiaries			
OMV Refining & Marketing GmbH	Acquisition of petroleum products	202.56	19.51
OMV Petrom Global Solutions S.R.L.	Financial, IT and other services	42.26	16.82
OMV Exploration & Production GmbH	Delegation of personnel and other	15.13	3.92
EconGas Hungária Földgázkereskedelmi Kft.	Acquisition of gas	14.55	12.62
OMV Hungária Ásványolaj Korlátolt Felelösségü Társaság	Acquisition of petroleum products	5.41	-
EconGas GmbH	Acquisition of gas	2.12	-
OMV Aktiengesellschaft	Delegation of personnel and other	1.83	0.13
Congaz S.A.	Various services	0.80	-
Petrom Nădlac S.R.L.	Various services	0.79	-
Borealis AG	Various services	0.41	0.05
OMV - International Services GmbH	Financial services	0.40	25.86
Petrol Ofisi A.Ş.	Acquisition of petroleum products	0.30	-
OMV International Oil & Gas GmbH	Delegation of personnel and other	0.24	0.26
OMV Solutions GmbH	Delegation of personnel and other	0.19	0.01
OMV Gas & Power GmbH	Various services	0.08	0.06
OMV Power International GmbH	Delegation of personnel and other	0.03	-
Total subsidiaries		**287.10**	**79.24**
Total OMV Petrom Group		**930.43**	**266.70**

29. RELATED PARTIES (continued)

	Nature of transactions	Revenues	Balances receivable
OMV Petrom S.A. - parent company			
OMV Supply & Trading AG	Sales of petroleum products	1,569.66	3.46
OMV Deutschland GmbH	Sales of propylene	193.11	20.65
OMV Solutions GmbH	Financial, IT and other services	43.35	-
OMV Trading GmbH	Services and other	32.22	0.27
OMV Exploration & Production GmbH	Delegation of personnel and other	21.34	3.15
OMV Refining & Marketing GmbH	Sales of petroleum products, delegation of personnel and other	21.22	2.60
OMV Aktiengesellschaft	Delegation of personnel and other	17.36	3.61
OMV Petrom Global Solutions S.R.L.	Various services *	15.54	4.99
Borealis AG	Sales of petrochemicals	11.72	-
OMV Gas & Power GmbH	Delegation of personnel and other	0.87	0.18
Trans Gas LPG Services S.R.L.	Various services	0.06	0.04
Petrol Ofisi A.Ş.	Sales of petroleum products	0.02	0.04
Petrom Nădlac S.R.L.	Various services	0.01	0.01
Total OMV Petrom S.A		**1,926.48**	**39.00**

*) does not include transfer of business that is disclosed separately in Note 31d).

	Nature of transaction	Revenues	Balances receivable
OMV Petrom Group subsidiaries			
OMV Refining & Marketing GmbH	Delegation of personnel and other	4.22	0.33
OMV International Services GmbH	Other services	3.50	14.28
OMV Exploration & Production GmbH	Delegation of personnel and other	1.32	0.49
OMV Aktiengesellschaft	Delegation of personnel and other	1.09	0.20
OMV Petrom Global Solutions S.R.L.	Various services	0.59	-
Borealis AG	Various services	0.21	-
Trans Gas LPG Services S.R.L.	Various services	0.02	-
Total subsidiaries		**10.95**	**15.30**
Total OMV Petrom Group		**1,937.43**	**54.30**

29. RELATED PARTIES (continued)

During 2014, OMV Petrom Group had the following interest income and interest expenses with related parties (including balances as of December 31, 2014 for interest payable and interest receivable).

	Interest expense	Balances interest payable
OMV Petrom S.A. - parent company		
OMV Petrom Global Solutions S.R.L.	1.25	0.06
Total OMV Petrom S.A.	**1.25**	**0.06**
Total OMV Petrom Group	**1.25**	**0.06**

	Interest income	Balances interest receivable
OMV Petrom S.A. - parent company		
OMV Supply & Trading AG	1.21	-
OMV Petrom Global Solutions S.R.L.	0.13	-
Total OMV Petrom S.A.	**1.34**	**-**
Total OMV Petrom Group	**1.34**	**-**

Loan to OMV Petrom Global Solutions S.R.L.

A loan agreement with maturity on June 15, 2019 was signed in 2014 between OMV Petrom S.A. and OMV Petrom Global Solutions S.R.L. for a maximum limit of RON 27.00 million. There are no outstanding amounts under this facility as at December 31, 2015 and 2014. Relationship with OMV Petrom Global Solutions S.R.L. also comprises the cash pooling during 2015 and 2014, included in Note 15c).

Loan to Petrom Nădlac S.R.L.

During 2014, OMV Petrom S.A. granted an intercompany loan to Petrom Nădlac S.R.L. with the maximum limit of RON 1.70 million, having maturity on April 30, 2019. The outstanding amount as at December 31, 2015 was RON 1.40 million (December 31, 2014: RON 1.50 million).

Ultimate parent

As disclosed in Note 1, OMV Petrom S.A.'s major shareholder is OMV Aktiengesellschaft AG, being the ultimate parent of the Group, and it is based in Austria. The majority of OMV Aktiengesellschaft AG shares are held by Österreichische Industrieholding AG (ÖIAG – 31.5%) and International Petroleum Investment Company (IPIC, Abu Dhabi – 24.9%).

29. RELATED PARTIES (continued)

Key management remuneration

Each member of the Supervisory Board is entitled to receive a net amount of EUR 20,000 per year as remuneration for its service for the year ended December 31, 2015 (2014: same amount).

At December 31, 2015 and 2014 there are no loans or advances granted by the Group to the members of the Supervisory Board.

As at December 31, 2015 and 2014, the Group does not have any obligations regarding pension payments to former members of the Supervisory Board.

30. DIRECT AND INDIRECT INVESTMENTS OF OMV PETROM GROUP WITH AN INTEREST OF AT LEAST 20% AS OF DECEMBER 31, 2015

Company Name	Share interest percentage	Consolidation treatment*	Activity	Country of incorporation
Subsidiaries (>50%)				
Tasbulat Oil Corporation LLP	100.00%	FC	Oil exploration and production in Kazakhstan	Kazakhstan
ICS Petrom Moldova S.A.	100.00%	FC	Fuel distribution	Moldova
OMV Petrom Marketing S.R.L.	100.00%	FC	Fuel distribution	Romania
Tasbulat Oil Corporation BVI	100.00%	NC	Holding company	British Virgin Islands
Petrom Nădlac S.R.L.	100.00%	NC	Fuel distribution	Romania
OMV Petrom Wind Power S.R.L.	99.99%	FC	Wind power production	Romania
OMV Petrom Gas S.R.L.	99.99%	FC	Gas distribution	Romania
Petromed Solutions S.R.L.	99.99%	FC	Medical services	Romania
OMV Petrom Aviation S.A.	99.99%	FC	Airport fuel sales	Romania
OMV Srbija DOO	99.96%	FC	Fuel distribution	Serbia
OMV Bulgaria OOD	99.90%	FC	Fuel distribution	Bulgaria
Kom Munai LLP	95.00%	FC	Oil exploration and production in Kazakhstan	Kazakhstan
Trans Gas LPG Services S.R.L	80.00%	NC	LPG transportation related services	Romania
Petrom Exploration & Production Limited	99.99%	FC	Exploration and production services	Isle of Man
OMV Petrom Ukraine E&P Gmbh	100.00%	FC	Oil and gas exploration in Ukraine	Austria
OMV Petrom Ukraine Finance Services Gmbh	100.00%	FC	Other services	Austria
Associated companies (20-50%)				
Franciza Petrom 2001 S.A	40.00%	NAE	Fuel distribution	Romania
Brazi Oil & Anghelescu Prod Com S.R.L.	37.70%	NAE	Fuel distribution	Romania
OMV Petrom Global Solutions S.R.L	25.00%	EM	Financial, IT and other services	Romania
Asociația Română pentru Relația cu Investitorii	20.00%	NAE	Public representation	Romania

*) Consolidation treatment:

FC Full consolidation
EM Accounted for at equity (associated company)
NC Not – consolidated subsidiary (companies of relative insignificance, both individually and collectively, to the consolidated financial statements)
NAE Other investment recognized at cost (associated companies of relatively little importance to the assets and earnings of the consolidated financial statements).

Non-consolidated subsidiary Petrochemicals Arges S.R.L. and non-consolidated associate Fontegas Peco Mehedinti S.A. were deregistered during 2015.

During 2015 OMV Petrom stake in fully consolidated subsidiary Petrom Exploration & Production Limited increased from 50.00% to 99.99%.

The subsidiaries which are not consolidated have very low volumes of business; the total sales, net income/losses and equity of such companies represent less than 1% of the consolidated totals.

31. CASH FLOW STATEMENT INFORMATION

a) Drawings and repayments of borrowings

During 2015 OMV Petrom Group has drawn borrowings amounting to RON 54.20 million (2014: RON 604.36 million) and has repaid borrowings amounting to RON 188.13 million (2014: RON 179.17 million) and finance lease obligations amounting to RON 29.88 million (2014: RON 27.70 million).

b) Investments and other financial assets

During 2015 OMV Petrom Group, through its subsidiary OMV Petrom Marketing S.R.L., contributed by RON 0.13 million for acquiring 1.49% shares in Petrom Nădlac S.R.L..

During 2014 OMV Petrom Group did not acquire any subsidiary. However, a new associated entity, OMV Petrom Global Solutions S.R.L., was set-up in 2014, in which OMV Petrom S.A. holds 25.00% interest, generating cash out flow amounting to RON 45.24 million. OMV Petrom Global Solutions S.R.L. is a service center which provides multiple support services exclusively to OMV Group companies. The entity is accounted for at equity in the Group's consolidated financial statements and the Group's share in 2015 and 2014 results is presented in Note 8.

During 2014 OMV Petrom paid in cash an amount of RON 0.12 million for the increase of share capital of OMV Petrom Ukraine Finance Services Gmbh. At OMV Petrom Group level, there is no net cash out impact from this transaction.

During 2014 OMV Petrom paid in cash an amount of RON 0.04 million for the increase of share capital of Solar Jiu S.R.L., before disposal.

c) Disposal of Group companies

Associates
On July 31, 2014 OMV Petrom sold its 28.59% interest in the non-core gas distribution and supply company Congaz S.A. to GDF SUEZ Energy Romania S.A.

31. CASH FLOW STATEMENT INFORMATION (continued)

OMV Petrom's share in net assets of disposed associate at the date of disposal

	December 31, 2014	December 31, 2015
Non-current assets	50.57	-
Current assets	15.90	-
Current liabilities	(20.69)	-
Share in net assets disposed of	**45.78**	**-**
Gain / (Loss) on disposal of associate		
Share of proceeds on disposal of associate	43.52	-
Share of net assets disposed of	(45.78)	-
Loss on disposal of associate	**(2.26)**	**-**

Net cash flow from sale of associate

	December 31, 2014	December 31, 2015
Net consideration received	43.52	-
Net cash inflow on disposal of associate	**43.52**	**-**

Subsidiaries

During 2015 and 2014, OMV Petrom Group did not dispose of any fully consolidated subsidiary.

During 2014, The Group deregistered Solar Jiu S.R.L., non-consolidated subsidiary, generating a loss from disposal in amount of RON 0.14 million.

During 2014, OMV Petrom also collected the remaining amount of RON 15.99 million related to the sale of Petrom Distributie Gaze in 2013.

31. CASH FLOW STATEMENT INFORMATION (continued)

d) Transfer of business

In July 2014, OMV Petrom transferred its business related to IT and financial service center to the newly incorporated associated company OMV Petrom Global Solutions S.R.L.

Net assets at the date of transfer

	December 31, 2014	December 31, 2015
Intangible assets and property, plant and equipment	122.42	-
Prepayments	21.85	-
Other current assets	0.41	-
Provisions	(30.92)	-
Other non-current liabilities	(0.74)	-
Current liabilities	(9.78)	-
Net assets	**103.24**	**-**

Gain / (Loss) on transfer of business

	December 31, 2014	December 31, 2015
Proceeds on transfer of business	173.36	-
Unrecognized gain from transfer of business	(17.53)	-
Net assets disposed of	(103.24)	-
Gain on transfer of business	**52.59**	**-**

Net cash flow from transfer of business

	December 31, 2014	December 31, 2015
Net consideration received	173.36	-
Net cash inflow on transfer of business	**173.36**	**-**

e) Exploration cash-flows

The amount of cash outflows in relation to exploration activities incurred by OMV Petrom Group for the year ended December 31, 2015 is of RON 1,609.01 million (2014: RON 1,018.02 million), out of which the amount of RON 174.99 million is related to operating activities (2014: RON 102.22 million) and the amount of RON 1,434.02 million represents cash outflows for exploration investing activities (2014: RON 915.80 million).

32. FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES

Estimates of fair value at year end date, discussed below, are normally based on the market information available. The fair value of other financial assets and securities and investments is calculated primarily on the basis of quoted market prices. Where no quoted price and no present value can be established, the determination of a fair value is not feasible.

The book values of accounts receivable and other assets and cash in hand, checks and cash at bank are reasonable estimates of their fair values, as the assets in question generally have maturities of less than one year.

The fair value of financial liabilities, for which market prices are not available, was established by discounting future cash flows using the interest rates prevailing at year end date for similar liabilities with like maturities (level 2 hierarchy).

The carrying values of tax provisions and other current provisions is the same as their fair value. The fair value of non-current provisions is not considered to differ materially from their carrying value.

The carrying value of other liabilities is effectively the same as their fair value, because they are predominantly short-term. The fair value of derivative financial instruments corresponds to their market value.

The following overview presents the measurement of financial instruments (assets and liabilities) recognized at fair value.

In accordance with IFRS 13, the individual levels are defined as follows:
Level 1: Using quoted prices in active markets for identical assets or liabilities.
Level 2: Using inputs for the asset or liability, other than quoted prices, that are observable either directly (i.e. as prices) or indirectly (i.e. derived from prices).
Level 3: Using inputs for the asset or liability that are not based on observable market data such as prices, but on internal models or other valuation methods.

Fair value hierarchy for derivative instruments as at December 31, 2015

Financial instruments on asset side

	Level 1	Level 2	Level 3	Total
Derivatives designated and effective as hedging instruments	-	-	-	-
Other derivatives	-	105.16	-	105.16
Total	**-**	**105.16**	**-**	**105.16**

Financial instruments on liability side

	Level 1	Level 2	Level 3	Total
Liabilities on derivatives designated and effective as hedging instruments	-	-	-	-
Other derivatives	-	(102.05)	-	(102.05)
Total	**-**	**(102.05)**	**-**	**(102.05)**

32. FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES (continued)

Fair value hierarchy for derivative instruments as at December 31, 2014

	Level 1	Level 2	Level 3	Total
Derivatives designated and effective as hedging instruments	-	-	-	-
Other derivatives (net asset)	-	3.24	-	3.24
Total	**-**	**3.24**	**-**	**3.24**

The financial liabilities whose fair values differ from their carrying amounts as at December 31, 2015 and December 31, 2014 (Level 2 – observable inputs), as well as the respective differences are presented in the table below:

December 31, 2015			
Financial liabilities	**Fair value**	**Carrying amount**	**Difference**
Interest-bearing debts	1,812.37	1,802.42	9.95
Finance lease liabilities	298.18	296.34	1.84
Total	**2,110.55**	**2,098.77**	**11.79**

December 31, 2014			
Financial liabilities	**Fair value**	**Carrying amount**	**Difference**
Interest-bearing debts	1,826.83	1,862.63	(35.80)
Finance lease liabilities	295.50	295.75	(0.25)
Total	**2,122.33**	**2,158.38**	**(36.05)**

The fair value of these financial liabilities was determined by discounting future cash flows using interest rates prevailing at reporting date for similar liabilities with similar maturities.

Offsetting of financial instruments

Financial assets and liabilities are offset and the net amounts are reported in the statement of financial position when the Group has a current legally enforceable right to set-off the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. OMV Petrom enters in the normal course of business into various master netting arrangements in the form of International Swaps and Derivatives Association (ISDA) agreements or other similar arrangements.

The following table presents the carrying amounts of recognized financial assets and liabilities that are subject to various netting arrangements, amounts that meet the criteria of offsetting in the statement of financial position as at December 31, 2015 in accordance with IAS 32 and shows in the net column the amounts presented in the statement of financial position.

32. FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES (continued)

Offsetting of financial assets 2015

	Gross amounts financial assets	Financial liabilities set-off	Net amounts presented in the statement of financial position	Financial liabilities with right of set-off (not offset)	Net amounts
Derivative financial instruments	199.80	(97.83)	101.97 *	-	**101.97**
Other financial assets	64.31	(42.88)	21.44 *	-	**21.44**
Total	**264.11**	**(140.70)**	**123.41**	**-**	**123.41**

*) included in Other financial assets of RON 257.09 million in the statement of financial position.

Offsetting of financial liabilities 2015

	Gross amounts financial liabilities	Financial assets set-off	Net amounts presented in the statement of financial position	Financial assets with right of set-off (not offset)	Net amounts
Derivative financial instruments	199.80	(97.83)	101.97 *	-	**101.97**
Other financial liabilities	64.31	(42.88)	21.44 *	-	**21.44**
Total	**264.11**	**(140.70)**	**123.41**	**-**	**123.41**

*) included in Other financial liabilities of RON 548.13 million in the statement of financial position.

As at December 31, 2014 there were no significant offsetting financial assets and liabilities.

33. COMMITMENTS AND CONTINGENCIES

Commitments
As at December 31, 2015 the total commitments engaged by OMV Petrom Group for investments are in amount of RON 927.51 million (2014: RON 1,412.32 million), out of which RON 806.63 million related to property, plant and equipment (2014: RON 1,284.50 million) and RON 120.88 million for intangible assets (2014: RON 127.82 million). The Group has additional commitments in relation to joint arrangements - for details please refer to Note 34.

Litigations
OMV Petrom Group provides for litigations that are likely to result in obligations. Management is of the opinion that litigations, to the extent not covered by provisions or insurance, will not materially affect OMV Petrom Group's financial position. The production facilities and properties of all Group companies are subject to a variety of environmental protection laws and regulations in the countries where they operate; provisions are made for probable obligations arising from environmental protection measures. The management believes that compliance with current laws and regulations, and future more stringent laws and regulations, will not have a material negative impact on consolidated results.

Contingent liabilities
OMV Petrom Group has contingent liabilities representing performance guarantees in amount of RON 51.31 million as at December 31, 2015 (2014: RON 25.23 million).

34. INTERESTS IN JOINT ARRANGEMENTS

OMV Petrom S.A. entered into a farm out arrangement with ExxonMobil Exploration and Production Romania Limited ("Exxon") with the purpose to explore and develop the Neptun Deepwater block in Black Sea and has a participating interest of 50%. Starting August 2011, ExxonMobil has been appointed as operator (previously OMV Petrom S.A. was operator).

OMV Petrom S.A. entered into a farm out arrangement with Hunt Oil Company of Romania S.R.L. ("Hunt") with the purpose to explore and develop Adjud and Urziceni East onshore blocks and has a participating interest of 50%. Starting October 2013, Hunt has been appointed as operator (previously OMV Petrom S.A. was operator).

In 2013 OMV Petrom S.A. entered into four farm out arrangements with Repsol with the purpose to explore and develop four onshore blocks (Băicoi V, Târgovişte VI, Piteşti XII and Târgu Jiu XIII) for the area deeper than 2,500-3,000 m and has a participating interest of 51%. OMV Petrom S.A. has been appointed operator.

In 2012 OMV Petrom S.A. signed a transfer agreement with ExxonMobil, Sterling Resources Ltd. and Petro Ventures Europe B.V. for the purchase of hydrocarbon exploration and production rights to the deep water portion of the XV Midia Block ("Midia Deep"). Following completion of the transfer

34. INTERESTS IN JOINT ARRANGEMENTS (continued)

agreement in 2014, the participating interests in Midia Deep are: ExxonMobil 42.5%, OMV Petrom 42.5%, and Gas Plus 15% and ExxonMobil will be the operator of petroleum operations.

Joint activities described above are classified as joint operations according with IFRS 11.

OMV Petrom's share of the aggregate capital commitments for these joint arrangements as at December 31, 2015 is amounting RON 333.29 million (2014: RON 235.11 million), mainly in relation to off-shore drilling requirements.

35. RISK MANAGEMENT

Capital risk management
OMV Petrom Group continuously manages its capital adequacy to ensure that its entities will be optimally capitalized, in accordance with their risk exposure, in order to maximize the return to stakeholders. The capital structure of OMV Petrom Group consists of equity attributable to stockholders of the parent (comprising share capital, reserves and revenue reserves as disclosed in the "Consolidated Statement of Changes in Equity") and debt (which includes the short and long term borrowings disclosed in Note 15). Capital risk management at OMV Petrom Group is part of the value management and it is based on permanent review of the gearing ratio of the group.

The gearing ratio of OMV Petrom Group calculated as net debt/equity*100 was 5% as at December 31, 2015 (December 31, 2014: 3%) showing an increasing exposure to leverage risk. Net debt is calculated as interest-bearing debts including financial lease liability, less cash and cash equivalents.

OMV Petrom Group's management reviews the capital structure, as well as group risk reports regularly. As part of this review, the cost of capital and the risks associated with each class of capital are considered.

Significant accounting policies
Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized, in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 4 to the consolidated financial statements.

Financial risk management objectives and policies
The objective of OMV Petrom Group's Risk Management function is to secure positive economic value added for medium term time horizon by managing the group's consolidated cash flow exposure within the risk appetite. High potential single event risks are monitored individually.

Risk Management function reports twice per year to OMV Petrom Executive Board and Supervisory Board's Audit Committee an overview of OMV Petrom Group's risk profile for midterm horizon, as

35. RISK MANAGEMENT (continued)

well as the risk management activities and initiatives undergone for mitigating the Group's risk exposures.

Risk exposures and responses

OMV Petrom Risk Management function performs a central coordination of an Enterprise Wide Risk Management (EWRM) process in which it actively pursues the identification, analysis, evaluation and treatment of significant risks (market and financial, operational and strategic) in order to minimize their effects on cash flows up to an acceptable level agreed as the risk appetite.

Risk Management function monitors and manages all significant risks of OMV Petrom Group companies through and integrated process in line with ISO 31000 EWRM standard, by internal risk reports and regular assessments which analyze all significant risk exposures and their cash flow magnitude in comparison with the risk appetite.

Aside the business operational and strategic category of exposures, the market and financial risk category plays an important role in OMV Petrom Group's risk profile and is managed with special diligence – market and financial risk includes, among others, foreign exchange risk, interest rate risk, counterparty credit risk, commodity market price risk and liquidity risk.

Response wise, any risk which increases near to its significance level or which is sensitive to the risk appetite level and it rapidly develops is monitored and alert is issued. For these situations individual and case specific treatment plans are proposed, approved and implemented accordingly in order to decrease the exposures down to acceptable levels.

Commodity Market Price Risk

OMV Petrom Group is naturally exposed to the market risks arising out of the price driven volatility of the cash flows generated by production, refining and marketing activities associated with crude oil, oil products, gas and electricity. The market risk has core strategic importance within OMV Petrom Group risk profile and its midterm liquidity. The market price risks of OMV Petrom Group commodities are very closely analyzed, quantified, evaluated and mitigated when required in order to secure their expected returns within OMV Petrom Group's midterm objectives.

Financial instruments may be used where appropriate to hedge the main industry risks associated with price volatility such as the highly negative impact of low oil prices on cash flow.

In 2015, in order to protect our cash flow against further potential downturns of the crude oil price, we entered into hedging arrangements (Zero Cost Collar) for 20% of our crude production with a protection floor level of USD 55/bbl for the third quarter of 2015 to the second quarter of 2016 period.

The transaction was accounted for as a cash flow hedge until the third quarter of 2015, when the Group monetized the oil price hedges for the fourth quarter of 2015 through the second quarter of 2016.

35. RISK MANAGEMENT (continued)

Hedges for third quarter of 2015 settled at maturity generated a positive cash result of RON 24.59 million, while the monetization of hedges for the remaining period (for the fourth quarter of 2015 to the second quarter of 2016) generated a positive cash result of RON 90.31 million, achieving a protection of 5.5 USD/bbl for the hedged volumes. The total effect in the 2015 consolidated income statement of the above transactions is in amount of RON 100.69 million and is reflected in the sales revenues line.

Foreign exchange risk management

Because OMV Petrom Group operates in many countries and currencies, industry specific activities and the corresponding exchange risks are analyzed. OMV Petrom Group is mostly exposed to the movement of the US dollar and Euro against Romanian Leu. Other currencies have only limited impact on cash flows and EBIT.

Foreign currency sensitivity analysis

The carrying amounts at the reporting date of foreign currency denominated monetary assets and liabilities of OMV Petrom Group companies, which induce sensitivity to EUR/USD exchange rate in the consolidated financial statements, are as follows:

	Assets		Liabilities	
	December 31, 2014	**December 31, 2015**	**December 31, 2014**	**December 31, 2015**
Thousand USD	468,260	470,293	129,219	92,712
Thousand EUR	92,087	56,687	437,717	353,861

Translation risk arises on the consolidation of subsidiaries preparing their financial statements in other currencies than in Romanian lei, but also from the consolidation of assets and liabilities naturally denominated in foreign currency. Foreign currency assets and liabilities are those which result from transactions denominated in other currencies than the functional currencies of OMV Petrom Group companies. The largest exposures result from changes in the value of the US dollar and Euro against the Romanian leu.

The following table details OMV Petrom Group's sensitivity to a 10% increase and decrease in the USD and EUR against the relevant foreign currencies. The sensitivity analysis includes outstanding foreign currency denominated monetary items and adjusts their translation at the year-end for a 10% change in foreign currency rates. A positive number below indicates an increase in total comprehensive income generated by a 10% currency fluctuation and a negative number below indicates a decrease in total comprehensive income with the same value.

35. RISK MANAGEMENT (continued)

+10% increase in the foreign currencies rates

	Thousand USD Impact (i)		Thousand EUR Impact (ii)	
	2014	**2015**	**2014**	**2015**
Profit/ (Loss)	6,841	(337)	(34,563)	(29,717)
Other comprehensive income	27,063	38,095	-	-

-10% decrease in the foreign currencies rates

	Thousand USD Impact (i)		Thousand EUR Impact (ii)	
	2014	**2015**	**2014**	**2015**
Profit/ (Loss)	(6,841)	337	34,563	29,717
Other comprehensive income	(27,063)	(38,095)	-	-

(i) This is mainly attributable to the exposure on USD financial assets and financial liabilities.
(ii) This is mainly attributable to the exposure on EUR loans.

The above sensitivity analysis of the inherent foreign exchange risk shows the translation exposure at the end of the year; however the cash flow exposure during the year is continuously monitored and managed by OMV Petrom Group.

Interest rate risk management

To facilitate management of interest rate risk, OMV Petrom Group's liabilities are analyzed in terms of fixed and variable rate borrowings, currencies and maturities.
The sensitivity analyses below have been determined based on the exposure to interest rates for borrowings at the reporting date. For floating rate liabilities, the analysis is prepared assuming the amount of liability outstanding at the reporting date was outstanding for the whole year. A 1% increase or decrease represents management's assessment of the reasonably possible change in interest rates (with all other variables held constant).

Analysis for change in interest rate risk

Variable rate borrowings:

	Balance as at		Effect of 1% change in interest rate	
	December 31, 2014	**December 31, 2015**	**December 31, 2014**	**December 31, 2015**
Short term borrowings	263.15	371.41	2.63	3.71
Long term borrowings	1,604.91	1,437.13	16.05	14.37

35. RISK MANAGEMENT (continued)

In 2015, the internal risk analysis resulted in no need for hedging the interest rate risk, hence no financial instruments were used for interest rate hedging.

Counterparty Credit Risk management
Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to OMV Petrom Group. The main counterparty credit risks are assessed, monitored and managed at OMV Petrom Group level using predetermined limits for specific countries, banks and business partners. On the basis of creditworthiness, all counterparties are assigned maximum permitted exposures in terms of credit limits (amounts and maturities), and the creditworthiness assessments and granted limits are reviewed on a regular basis. For all counterparties depending on their liquidity class, parts of their credit limits is secured via liquid contractual securities such as bank guarantee letters, credit insurance and other similar instruments. The credit limit monitoring procedures are governed by strict guidelines.

OMV Petrom Group does not have any significant credit risk concentration exposure to any single counterparty or any group of counterparties having similar characteristics.

Liquidity risk management
For the purpose of assessing liquidity risk, budgeted operating and financial cash inflows and outflows throughout OMV Petrom Group are monitored and analyzed on a monthly basis in order to establish the expected net change in liquidity. This analysis provides the basis for financing decisions and capital commitments. To ensure that OMV Petrom Group remains solvent at all the times and retains the necessary financial flexibility, liquidity reserves in form of committed credit lines are maintained. The maturity profile of the Group financial liabilities is presented in Note 16.

36. SUBSEQUENT EVENTS

On January 18, 2016 and February 25, 2016, Bulgarian Commission for Protection of Competition announced the initiation of several investigations about the infringement of competition rules on fuel market. OMV Bulgaria EOOD is subject to these investigations, among other major retailers on Bulgarian market. The sanctions for antitrust infringements are up to 10% of the total turnover of the company in the financial year prior to the sanctioning decision.

No request of providing information was received so far from authorities. At the date of these financial statements, we are not able to evaluate the outcome of investigations and no provision was recorded in this respect.

These financial statements, presented from page 76 to page 160, comprising the consolidated statement of financial position, consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flows and notes to the consolidated financial statements, were approved on March 23, 2016.

Mariana Gheorghe,
Chief Executive Officer

Andreas Matje,
Chief Financial Officer

Gabriel Seliscchi,
E.B. Member,
Upstream

Lăcrămioara Diaconu-Pințea,
E.B. Member,
Downstream Gas

Neil Morgan,
E.B. Member,
Downstream Oil

Irina Dobre,
Director Finance Department

Eduard Petrescu,
Head of Financial Reporting

Translation of the Company's consolidated financial statements issued in Romanian language.

Contact at Investor Relations

OMV Petrom S.A.
Mailing address: 22 Coralilor Street, District 1, Bucharest, Romania
Phone: +40 (0) 214 022 206; Fax: +40 (0) 372 868 518
E-mail: investor.relations.petrom@petrom.com

Mailing service

To obtain the printed version of quarterly and annual reports in Romanian and English, please e-mail investor.relations.petrom@petrom.com or use the ordering service available on www.omvpetrom.com.

The booklet "OMV Petrom Group in figures 2015" can be found in electronic version on the company's website, **www.omvpetrom.com,** section **Investor Relations > Investor Reports and Presentations > Annual Reports**

Cover photos: OMV Petrom headquarters, Petrobrazi refinery, Suplac (Upstream onshore), Petrom filling station, Lebăda Est (Upstream offshore).

OMV PETROM S.A.
Mailing address: 22 Coralilor Street, District 1,
Bucharest, Romania
Phone: +40 (0) 214 022 206
Fax: +40 (0) 372 868 518
Web: www.omvpetrom.com