

Resolution no. 2
of the Extraordinary General Meeting of Shareholders
of OMV Petrom SA of 26 April 2011

The Extraordinary General Meeting of Shareholders (hereinafter referred to as the “**EGMS**”) of **OMV Petrom SA**, a company managed in a dualist system, incorporated and functioning under the laws of Romania, registered with the Bucharest Trade Registry Office under number J/40/8302/1997, sole registration code 1590082, having the headquarters at 239 Calea Dorobanților, sector 1, Bucharest, Romania, having the subscribed and paid share capital of 5,664,410,833.50 RON divided in 56,644,108,335 common, nominative shares of stock with a face value of RON 0.1 each (hereinafter referred to as the „**Company**”),

convened by the convening notice published in the Official Gazette of Romania, Part IV, no of March ..., 2011 and in the following widely-spread newspapers: “Bursa” and “Ziarul Financiar” of March ..., 2011,

held on 26 April 2011, 13.30 PM, at “D” conference room of JW MARRIOTT Hotel, located in Bucharest, 90 Calea 13 Septembrie, Sector 5, at the first convening, in the presence of the shareholders representing % of the share capital and % of the total voting rights respectively,

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

Hereby decides upon items no. 3, 4, 5 of the agenda of the meeting as follows:

1. With the affirmative votes of the shareholders representing ... % of the share capital and ... % of the voting rights **acknowledges the finalization of the procedure to distribute own shares to the entitled persons** in line with the “Simplified Prospectus on distribution of OMV Petrom S.A.’s shares to the entitled persons according to Law no. 297/2004 and the National Securities Commission Regulation no. 1/2006” approved by the National Securities Commission Decision no. 204 dated 10 February 2010 and **empowers the Executive Board to further decide upon the destination of the 62,000 own shares which remained non distributed** due to the fact that as of the date of the issuance of the Simplified Prospectus the number of the entitled persons was unknown.

2. With the affirmative votes of the shareholders representing ... % of the share capital and ... % of the voting rights **establishes 12 May 2011 as the “Registration Date”** in accordance with article 238 of Capital Markets Law no. 297/2004, more specifically, the registration date which serves to the

identification of the shareholders who are to benefit from dividends or other rights and who are affected by this resolution of the EGMS.

3. With the affirmative votes of the shareholders representing ... % of the share capital and ... % of the voting rights, **Mrs. Mariana Gheorghe**, Chief Executive Officer of the Company **is empowered to sign** in the name and on behalf of the shareholders **this resolution of the EGMS and to perform any and all of the formalities required by law for the registration, the enforcement of and for making valid against third parties this resolution passed by the EGMS.** Mrs. Mariana Gheorghe is conferred upon the right to delegate all or part of the above mentioned powers to any other person(s).

This resolution is signed today, 26 April 2011, at Bucharest, in 4 original copies.

Mariana Gheorghe
Chief Executive Officer
President of the Executive Board
OMV Petrom S.A.
