



# Ad hoc report

March 23, 2016

OMV Petrom S.A.

In compliance with Capital Markets Law no. 297/2004 and Regulation no.1/2006 of NSC

Date of report: **March 23, 2016**

Name of issuer: **OMV Petrom S.A.**

Headquarters: **Bucharest, Coralilor 22, district 1**

Telephone/fax number: **+40 372 160697/ +40 372 868518**

Sole registration number at the Trade Register Office: **1590082**

Fiscal attribute: **R**

Trade Register Number: **J 40/8302/1997**

Share capital: **5,664,410,833.5 RON**

Regulated market on which the issued shares are traded: **Bucharest Stock Exchange**

## Significant events to be reported:

- ▶ **Convening of the Ordinary General Meeting of Shareholders of OMV Petrom S.A. for April 26, 2016**
- ▶ **Convening of the Extraordinary General Meeting of Shareholders of OMV Petrom S.A. for April 26, 2016**


In compliance with Company Law no. 31/1990, Capital Markets Law no. 297/2004 and Regulation no. 1/2006 of the National Securities Commission on issuers and securities, OMV Petrom S.A. herewith convenes the Company's shareholders at the **Ordinary General Meeting of Shareholders** and the **Extraordinary General Meeting of Shareholders on April 26, 2016** (the convening notice for the Ordinary General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders is attached hereto as Appendix).

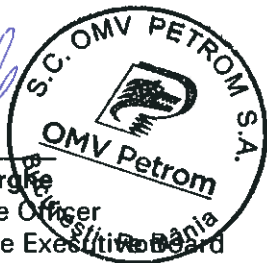
The supporting materials of the Ordinary and Extraordinary General Meetings of Shareholders' agendas will be available to the shareholders starting with March 25, 2016.

The convening notice of the Ordinary and Extraordinary General Meetings of Shareholders was approved by the Executive Board on March 16, 2016 and, subsequently, by the Supervisory Board on March 23, 2016. The convening notice of the Ordinary and Extraordinary General Meeting of Shareholders is to be published in the Romanian Official Gazette Part IV and in two widely-spread newspapers in Romania.

## Appendix:

**Convening notice for the Ordinary General Meeting of Shareholders and Extraordinary General Meeting of Shareholders on April 26, 2016 – 8 pages.**

  
**Mariana Gheorghe**  
Chief Executive Officer  
President of the Executive Board



**OMV Petrom**



## CONVENING NOTICE

The Executive Board of **OMV Petrom S.A.**, a company managed in a two-tier system, incorporated and operating under the laws of Romania, registered with the Trade Registry Office of Bucharest Court under number J40/8302/1997, fiscal code 1590082, having its headquarters at 22 Coralilor Street, Sector 1, Bucharest ("Petrom City"), with a subscribed and paid up share capital of RON 5,664,410,833.50 (hereinafter referred to as "**OMV Petrom**" or the "**Company**"), hereby convenes:

**A. The Ordinary General Meeting of Shareholders ("OGMS") on 26 April 2016, starting with 9:00 AM, at Radisson Blu Hotel, "Atlas" Room, 63-81 Calea Victoriei Street, sector 1, Bucharest, Romania, with the following AGENDA:**

1. Approval of the separate financial statements of OMV Petrom for the financial year ended on 31 December 2015 prepared in accordance with International Financial Reporting Standards (IFRS), as stipulated into Ministry of Finance Order no.1286/2012, based on the Independent Auditor's Report, the Report of the Executive Board and the Report of the Supervisory Board for the 2015 financial year.
2. Approval of the consolidated financial statements of OMV Petrom for the financial year ended on 31 December 2015, prepared in accordance with IFRS, as endorsed by the European Union, based on the Independent Auditor's Report, the Report of the Executive Board and the Report of the Supervisory Board for the 2015 financial year.
3. Approval of the Annual Report which includes the Report of the Executive Board and the Report of the Supervisory Board for the 2015 financial year.
4. Approval of the Executive Board's proposal not to distribute dividends for the 2015 financial year.
5. Approval of the 2016 Income and Expenditure Budget.
6. Discharge of liability of the members of the Executive Board and of the members of the Supervisory Board for the 2015 financial year.
7. Establishing the remuneration of the members of the Supervisory Board for the current year and the general limit of the additional remunerations of the Supervisory Board members who were assigned specific positions within the Supervisory Board.
8. Appointment of the Company's financial auditor, pursuant to the expiry of the audit service agreement, establishment of the minimum duration of the audit service agreement and the remuneration of the financial auditor.
9. Approval in accordance with article 129<sup>2</sup> of the National Securities Commission Regulation no. 1/2006 of **20 May 2016** as **Registration Date** for identifying the shareholders upon which the resolutions of the OGSM will take effect as per article 238, para. (1) of Capital Market Law no. 297/2004 and of **19 May 2016** as **Ex-Date**, computed in accordance with article 2, letter f) of National Securities Commission Regulation no. 6/2009.
10. Empowering individually each of Ms. Mariana Gheorghe, President of Executive Board and Chief Executive Officer and Mr. Andreas Matje, member of the Executive Board and Chief Financial Officer, to sign in the name of the shareholders the decisions of the OGMS and to perform any act or formality required by law for the registration of the decisions of the OGMS. Ms. Mariana



Gheorghe or Mr. Andreas Matje may delegate all or part of the above mentioned powers to any competent person(s) to perform such mandate.

**B. The Extraordinary General Meeting of Shareholders ("EGMS") on 26 April 2016, starting with 11:30 AM, at Radisson Blu Hotel, "Atlas" Room, 63-81 Calea Victoriei Street, sector 1, Bucharest, Romania, with the following AGENDA:**

1. Approval of the extension, until 31 December 2017, of the approval previously granted by the Extraordinary General Meeting of Shareholders on 22 September 2015, with respect to the secondary listing of OMV Petrom on the London Stock Exchange by issuance of global depositary receipts representing interests in OMV Petrom'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. Given the long period of time for which this approval is granted, and the currently unpredictable market conditions, starting 1 January 2017 and until 31 December 2017, this authorisation will be conditional upon the Supervisory Board approval, to be sought by the Executive Board at any time before the actual secondary listing of OMV Petrom on the London Stock Exchange.
2. Approval of the extension, until 31 December 2017, of the empowerment of the Executive Board of OMV Petrom, depending on favourable market conditions, to (i) take all necessary actions in order to complete such secondary listing, to execute the intermediation agreement and any other agreements, if the case, to appoint a depositary bank and to execute the depositary agreement, to appoint any advisers and subcontractors, if necessary, and prepare and execute all documentation in connection with the secondary listing, including without being limited to the prospectus; (ii) represent OMV Petrom with full power and authority in front of any third party and authorities, either in Romania, the United Kingdom or elsewhere abroad, in connection with all secondary listing activities; (iii) seek all necessary regulatory approvals; (iv) carry out any marketing activities; and (v) perform any other action or formality which may be necessary or desirable to ensure the full effectiveness of the matters set out at this point and point 1 above. Given the long period of time for which this empowerment of the Executive Board is granted and the currently unpredictable market conditions, starting 1 January 2017 and until 31 December 2017, this empowerment will be conditional upon the Supervisory Board approval as per point 1 above. For the avoidance of any doubt, the empowerment previously granted to the Executive Board by the Extraordinary General Meeting of Shareholders on 22 September 2015, valid until 31 December 2016, will remain unchanged.
3. Approval in accordance with article 129<sup>2</sup> of the National Securities Commission Regulation no. 1/2006 of **20 May 2016** as **Registration Date** for identifying the shareholders upon which the resolutions of the EGSM will take effect as per article 238, para. (1) of Capital Market Law no. 297/2004 and of **19 May 2016** as **Ex-Date**, computed in accordance with article 2, letter f) of National Securities Commission Regulation no. 6/2009.
4. Empowering individually each of Ms. Mariana Gheorghe, President of Executive Board and Chief Executive Officer and Mr. Andreas Matje, member of the Executive Board and Chief Financial Officer, to sign in the name of the shareholders the decisions of the EGMS and to perform any act or formality required by law for the registration of the decisions of the EGMS. Ms. Mariana Gheorghe or Mr. Andreas Matje may delegate all or part of the above mentioned powers to any competent person(s) to perform such mandate.

Only shareholders who are registered as OMV Petrom shareholders at **15 April 2016** (the "**Reference Date**") in the shareholders' register issued by Depozitarul Central S.A. may attend and cast their votes in the OGMS and/or EGMS.

The OGMS and EGMS are collectively referred to as GMS.

This convening notice, the financial statements for the year ended on 31 December 2015, the Independent Auditor's Report, the Annual Report, which includes the Report of the Executive Board



and the Report of the Supervisory Board for 2015 financial year, the proposal of the 2016 Income and Expenditure Budget, the Executive Board's proposal not to distribute dividends for the 2015 financial year, the draft resolutions of the OGMS and/or EGMS and proposals for new items on the agendas of the OGMS and/or EGMS received in due time (if applicable), as well as the list including information about the name, domicile and professional qualifications of the persons proposed to be appointed as new member of the Supervisory Board (if applicable), the total number of shares and voting rights at the date of the convening notice, the general and special powers of attorney and correspondence voting bulletins ("**Voting Bulletin**") for OGMS and/or EGMS, as well as documents and informing materials related to the items included on the agenda of OGMS and/or EGMS will be available both in Romanian and in English starting with **25 March 2016**, at the registry desk of the Company, located in 22 Coralilor Street, Infinity Building, District1, Bucharest ("Petrom City"), postal code 013329 ("**Correspondence Entry**") and on the website of the Company ([www.omvpetrom.com](http://www.omvpetrom.com)).

Please consider that the Correspondence Entry is closed during the non-business days and legal holidays. During business days it is opened between 9:00-16:30 from Monday until Thursday and between 9:00-14:00 on Friday.

One or more shareholders, representing individually or jointly at least 5% of the share capital of the Company (hereinafter referred to as "**Initiators**") will have the right to add new items on the agendas of the OGMS and/or EGMS.

**Proposals with respect to adding new items on the agendas of OGMS and/or EGMS** shall be accompanied by copies of the Initiators' valid identification documents (identity card/passport for natural persons and for legal persons, identity card/passport of the legal representative). In accordance with the legislation in force, in case of the shareholders that are legal persons or entities without legal personality, the capacity of legal representative shall be attested based on the shareholders' registry at the Reference Date made available by Depozitarul Central S.A. to OMV Petrom. However, if the shareholder has not informed on time Depozitarul Central S.A. in relation with his legal representative or this information is not updated in the shareholders' registry of OMV Petrom, then the capacity of legal representative shall be attested based on an excerpt issued by the Trade Registry, original or certified copy, or any other document issued by a competent authority from the country where the shareholder is registered, original or certified copy, issued the latest 3 months before the date when the GMS convening notice is published. Likewise, each and every new item on the agenda shall have to be accompanied by a justification or a draft resolution proposed for approval by OGMS and/or EGMS.

**Proposals with respect to adding new items on the agendas of OGMS and/or EGMS can be submitted as follows:**

- a) at the Correspondence Entry **no later than 11 April 2016, 16:30 PM**, by mail or courier with confirmation of receipt, in a sealed envelope bearing the clearly written statement in capital letters: "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF 26 APRIL 2016**", or
- b) by e-mail having attached an extended electronic signature, in compliance with Law on Digital Signature No. 455/2001, **no later than 11 April 2016, 16:30 PM**, at [aga@petrom.com](mailto:aga@petrom.com) indicating in the "subject matter" field: "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF 26 APRIL 2016**".

In case on the agenda is included the appointment of members of the Supervisory Board, the shareholders of the Company, regardless of the participation held in the share capital, **may submit proposals for the appointment as member of the Supervisory Board**, containing information about the name, domicile and professional qualifications of the proposed persons, accompanied by copies of the shareholder's valid identification documents (identity card/passport for natural persons and for legal persons, identity card/passport of the legal representative). In accordance with the legislation in force, in case of the shareholders, legal persons or entities without legal personality the capacity of legal representative shall be attested based on the shareholders' register at the Reference date made available by Depozitarul Central S.A. to OMV Petrom. However, if the shareholder has not informed on time Depozitarul Central S.A. in relation with his legal representative or this information is not updated in the shareholders' register of OMV Petrom, then the capacity of legal representative shall be attested based on an excerpt issued by the Trade Registry, original or certified copy, or any other document





issued by a competent authority from the country where the shareholder is registered, original or certified copy, issued the latest 3 months before the date when the GMS convening notice is published, as follows:

- a) at the Correspondence Entry **no later than 11 April 2016, 16:30 PM**, by mail or courier with confirmation of receipt, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE GENERAL MEETING OF SHAREHOLDERS OF 26 APRIL 2016"**, or
- b) by e-mail having attached an extended electronic signature, in compliance with Law on Digital Signature No. 455/2001, **no later than 11 April 2016, 16:30 PM**, at [aga@petrom.com](mailto:aga@petrom.com) indicating in the "subject matter" field: **"FOR THE GENERAL MEETING OF SHAREHOLDERS OF 26 APRIL 2016"**.

**The Initiators are also entitled to submit draft resolutions** for the items on the agenda or proposed to be added on the agendas of OGMS and/or EGMS.

**The draft resolutions** with respect to the items already on the agenda or items proposed to be added on the agendas of OGMS and/or EGMS will be accompanied by copies of the Initiators' valid identification documents (identity card/passport for natural persons and for legal persons, identity card/passport of the legal representative). In accordance with the legislation in force, in case of the shareholders that are legal persons or entities without legal personality, the capacity of legal representative shall be attested based on the shareholders' registry at the Reference Date made available by Depozitarul Central S.A. to OMV Petrom. However, if the shareholder has not informed on time Depozitarul Central S.A. in relation with his legal representative or this information is not updated in the shareholders' registry of OMV Petrom, then the capacity of legal representative shall be attested based on an excerpt issued by the Trade Registry, original or certified copy, or any other document issued by a competent authority from the country where the shareholder is registered, original or certified copy, issued the latest 3 months before the date when the GMS convening notice is published. The draft resolutions together with the related documents **may be submitted as follows**:

- a) at the Correspondence Entry **no later than 11 April 2016, 16:30 PM**, by mail or courier with confirmation of receipt, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE GENERAL MEETING OF SHAREHOLDERS OF 26 APRIL 2016"**, or
- b) by e-mail having attached an extended electronic signature in compliance with Law on Digital Signature No. 455/2001, **no later than 11 April 2016, 16:30 PM**, at [aga@petrom.com](mailto:aga@petrom.com), indicating in the "subject matter" field: **"FOR THE GENERAL MEETING OF SHAREHOLDERS OF 26 APRIL 2016"**.

The shareholders of the Company, regardless of the participation held in the share capital, **may submit written questions with respect to the items on the agendas of OGMS and/or EGMS**.

The written questions, together with the excerpt issued by the Trade Registry, if the case, **may be submitted as follows**:

- a) at the Correspondence Entry **no later than 24 April 2016, 7:00 AM**, by mail or courier with confirmation of receipt, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE GENERAL MEETING OF SHAREHOLDERS OF 26 APRIL 2016"**, or
- b) by e-mail no later than **24 April 2016, 7:00 AM**, at [aga@petrom.com](mailto:aga@petrom.com), indicating in the "subject matter" field: **"FOR THE GENERAL MEETING OF SHAREHOLDERS OF 26 APRIL 2016"**.

The shareholders shall submit such questions only accompanied by copies of the shareholder's identification documents (identity card/passport for natural persons and for legal persons, identity card/passport of the legal representative). In accordance with the legislation in force, in case of the shareholders that are legal persons or entities without legal personality, the capacity of legal representative shall be attested based on the shareholders' registry at the Reference Date made available by Depozitarul Central S.A. to OMV Petrom. However, if the shareholder has not informed on time Depozitarul Central S.A. in relation with his legal representative or this information is not updated in the shareholders' registry of OMV Petrom, then the capacity of legal representative shall be attested based on an excerpt issued by the Trade Registry, original or certified copy, or any other document



issued by a competent authority from the country where the shareholder is registered, original or certified copy, issued the latest 3 months before the date when the GMS convening notice is published.

The shareholders may attend in person or may be represented in OGMS and/or EGMS either by their legal representative or by an appointed representative ("Proxy Holder") having been granted a special or a general power of attorney.

The general power of attorney shall be granted for a period not exceeding 3 years, expressly allowing the Proxy Holder to vote on all issues on the agenda of the general meetings of shareholders of the Company, including the disposal deeds, provided that the general power of attorney: (i) is granted by the shareholder as a client, to an intermediary as defined under Capital Markets Law no. 297/2004 or a lawyer and (ii) the general power of attorney must provide the Proxy Holder's capacity of intermediary or lawyer. The Proxy Holder cannot be substituted by another person. However, if the Proxy Holder is a legal person, it may exercise the mandate received by any person belonging to the administrative or management body or its employees. The Proxy Holder shall prove its capacity as intermediary or lawyer via a statement of the Proxy Holder given on the form published together with the support materials for OGMS and/or EGMS on the Company's website and signed by the Proxy Holder at the entrance in the meeting room in front of the meeting organizers. Shareholders may not be represented in OGMS and/or EGMS based on a general power of attorney by a person who is in a situation of conflict of interests which may arise in particular in the following cases:

- a) is a majority shareholder of the Company, or another entity controlled by such shareholder;
- b) is a member of the administrative, management or supervisory body of the Company, of a majority shareholder or of a controlled entity as provided at letter a);
- c) is an employee or an auditor of the Company or of a majority shareholder or of controlled entity as provided at letter a);
- d) is a spouse, relative or in-law up to forth degree of one of the individuals referred to under letter a) - c).

The general proxy must provide at least the following information: (i) the name of the shareholder; (ii) name of the representative (to whom the proxy is granted); (iii) date of the proxy and its validity period, subject to the applicable legal requirements; proxies dated subsequently shall have the effect of revoking previously dated proxies; (iv) clear statement that the shareholder empowers the representative to attend and vote on his behalf by general proxy in the general shareholders meeting for the entire holding of the shareholder at the Reference Date, expressly specifying the company/companies for which the general proxy is used. The general proxy loses legal effect in accordance with article 15<sup>1</sup> para (2) of National Securities Commission Regulation no. 6/2009.

Before their first use, copies of the general powers of attorney bearing the mention "in accordance with the original" and the signature of the Proxy Holder accompanied by a o copy of the valid identity card of the shareholder (identity card/passport for natural persons and for legal persons, identity card/passport of the legal representative registered with the shareholders' list of the Company, issued by Depozitarul Central S.A.) shall be submitted to the Correspondence Entry of the Company or sent via any other type of mail or courier with confirmation of receipt, **no later than 24 April 2016, 7:00 AM** in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE GENERAL MEETING OF SHAREHOLDERS OF 26 APRIL 2016"**. The powers of attorney can be also sent by e-mail having attached an extended electronic signature, in compliance with Law on Digital Signature No. 455/2001, **no later than 24 April 2016, 7:00 AM**, at [aga@petrom.com](mailto:aga@petrom.com), indicating in the "subject matter" field: **"FOR THE GENERAL MEETING OF SHAREHOLDERS OF 26 APRIL 2016"**.

In accordance with the legislation in force, in case of the shareholders that are legal persons or entities without legal personality, the capacity of legal representative shall be attested based on the shareholders' registry at the Reference Date made available by Depozitarul Central S.A. to OMV Petrom. However, if the shareholder has not informed on time Depozitarul Central S.A. in relation with his legal representative or this information is not updated in the shareholders' registry of OMV Petrom, then the capacity of legal representative shall be attested based on an excerpt issued by the Trade Registry, original or certified copy, or any other document issued by a competent authority from the country where the shareholder is registered, original or certified copy, issued the latest 3 months before the date when the GMS convening notice is published.



The **special power of attorney** form shall be made available by the Company, under the law. The special power of attorney form can be obtained starting with **25 March 2016** from the Correspondence Entry of the Company and from the Company's website ([www.omvpetrom.com](http://www.omvpetrom.com)). The special power of attorney form shall be updated in case new items will be added on the agendas of the OGMS and/or EGMS.

The **special power of attorney** has to contain specific voting instructions for each item on the agendas of the OGMS and/or EGMS in respect of which the Proxy Holder is to vote on behalf of the shareholder (i.e.: vote "for" or "against" or "abstention"). A shareholder may be represented in the OGMS and/or EGMS only by one Proxy Holder holding special power of attorney granted only for the OGMS and/or EGMS dated 26/27 April 2016.

Also, a shareholder may appoint by special power of attorney one or more alternate representatives to ensure his representation in OGMS and/or EGMS, if the Proxy Holder appointed by the special power of attorney is unable to fulfill his mandate. If more alternate representatives are appointed by the special power of attorney, the order in which they will exercise their mandate shall be determined.

The original special power of attorney, in Romanian or English language, filled in and signed by the shareholder, as accompanied by copies of the shareholder's identification documents (identity card/passport for natural persons and for legal persons, identity card/passport of the legal representative) shall be submitted to the Correspondence Entry or sent by mail or courier with confirmation of receipt at the Correspondence Entry **no later than 24 April 2016, 7:00 AM**, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE GENERAL MEETING OF SHAREHOLDERS OF 26 APRIL 2016"**.

The special powers of attorney in Romanian or English language may be sent also by e-mail having attached an extended electronic signature, in compliance with Law on Digital Signature No. 455/2001, **no later than 24 April 2016, 7:00 AM**, at [aga@petrom.com](mailto:aga@petrom.com), indicating in the "subject matter" field: **"FOR THE GENERAL MEETING OF SHAREHOLDERS OF 26 APRIL 2016"**.

In accordance with the legislation in force, in case of the shareholders, legal persons or entities without legal personality the capacity of legal representative shall be attested based on the shareholders' registry at the Reference Date made available by Depozitarul Central S.A. to OMV Petrom. However, if the shareholder has not informed on time Depozitarul Central S.A. in relation with his legal representative or this information is not updated in the shareholders' registry of OMV Petrom, then the capacity of legal representative shall be attested based on an excerpt issued by the Trade Registry, original or certified copy, or any other document issued by a competent authority from the country where the shareholder is registered, original or certified copy, issued the latest 3 months before the date when the GMS convening notice is published

Documents attesting the capacity of the legal representative of the shareholder, as detailed herein, as well as any other documents which need to be transmitted to the Company for exercising certain rights in accordance with this convening notice and the applicable legislation in force which are drafted in a foreign language, other than English language, should be accompanied by a translation made by an authorized translator in Romanian language or English language, with no notarization or apostille required.

On the day of the GMS, upon going into the meeting room, the shareholders - natural persons (in case they attend the OGMS and/or EGMS in person) and the Proxy Holders must present for checking by the Company's representative the original of the identity card/passport. In case a shareholder - legal person will attend the OGMS and/or EGMS through its legal representative, the latter must present for checking by the Company's representative the original of the identity card/passport. The Proxy Holders will hand over to the Company's representative the original of the power of attorney, if the power of attorney was sent by e-mail having attached an extended electronic signature.

The shareholders of the Company registered at the Reference Date in shareholders' registry issued by Depozitarul Central S.A. may vote by correspondence, prior to the OGMS and/or EGMS, by using the





Voting Bulletin. The Voting Bulletin may be obtained, starting with **25 March 2016**, from the Correspondence Entry and from the website of the Company ([www.omvpetrom.com](http://www.omvpetrom.com)) and will be updated if new items are added on the agendas of the OGMS and/or EGMS.

**In case of voting by correspondence**, the Voting Bulletin, filled in and signed accompanied by copies of the shareholders' identification documents (identity card/passport for natural persons and for legal persons, identity card/passport of the legal representative) can be submitted as follows:

- a) at the Correspondence Entry **no later than 24 April 2016, 7:00 AM**, by mail or courier with confirmation of receipt, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE GENERAL MEETING OF SHAREHOLDERS OF 26 APRIL 2016"**, or
- b) by e-mail no later than **24 April 2016, 7:00 AM**, at [aga@petrom.com](mailto:aga@petrom.com), indicating in the "subject matter" field: **"FOR THE GENERAL MEETING OF SHAREHOLDERS OF 26 APRIL 2016"**.

In accordance with the legislation in force, in case of the shareholders, legal persons or entities without legal personality the capacity of legal representative shall be attested based on the shareholders' registry at the Reference Date made available by Depozitarul Central S.A. to OMV Petrom. However, if the shareholder has not informed on time Depozitarul Central S.A. in relation with his legal representative or this information is not updated in the shareholders' registry of OMV Petrom, then the capacity of legal representative shall be attested based on an excerpt issued by the Trade Registry, original or certified copy, or any other document issued by a competent authority from the country where the shareholder is registered, original or certified copy, issued the latest 3 months before the date when the GMS convening notice is published.

The Voting Bulletins which were not received at the Correspondence Entry or by e-mail within the above mentioned deadlines shall not be counted towards the quorum and majority in the OGMS and/or EGMS. In case the shareholder who expressed his vote via Voting Bulletin attends personally or by representative OGMS and/or EGMS, the vote by correspondence expressed for that OGMS and/or EGMS shall be cancelled and only the vote expressed in person or by representative shall be considered. If the person representing the shareholder to the OGMS and/or EGMS is other than the person who expressed his vote via Voting Bulletin by correspondence, then for the validity of his vote he has to present in OGMS and/or EGMS a written revocation of the vote by correspondence signed by the shareholder or by the representative who expressed his vote via Voting Bulletin by correspondence. This is not necessary in case the shareholder or his legal representative attends personally the OGMS and/or EGMS.

When filling in the special power of attorney and the Voting Bulletin, please consider that new items could be added on the Agenda, in which case the supplemented agenda will be published **no later than 14 April 2016**. In this case, **the updated special power of attorney and Voting Bulletin both in Romanian and in English** may be obtained from the Correspondence Entry and from the website of the Company ([www.omvpetrom.com](http://www.omvpetrom.com)) **starting with the date of publication of the supplemented agenda**.

For the avoidance of any doubt, if the agenda is supplemented and the shareholders do not send their updated special powers of attorney and/or Voting Bulletins by correspondence, the special powers of attorney and the Voting Bulletins sent prior to publication of the supplemented agenda shall be taken into account only in respect of the points on the initial agenda.

Should the statutory quorum for the OGMS, laid down by the Companies Law or/and the Articles of Association, not be met on the aforementioned date stated for the first convening, the OGMS is convened on the date of **27 April 2016, starting with 9:00 AM** at OMV Petrom headquarters located in 22 Coralilor Street, District 1, Bucharest ("Petrom City"), Infinity building, Oval B with the same agenda as at the first convening.

Likewise, should the statutory quorum for the EGMS, laid down by the Companies Law or/and the Articles of Association, not be met on the aforementioned date stated for the first convening, the EGMS is convened on the date of **27 April 2016, starting with 11:30 AM** at OMV Petrom headquarters located in 22 Coralilor Street, District 1, Bucharest ("Petrom City"), Infinity building, Oval B with the same agenda as at the first convening.





Additional information can be obtained from the Investors Relations Department, at telephone numbers 0800 800 064 (free of charge in Romania) or +40 214.022.206 and from the website of the Company ([www.omvpetrom.com](http://www.omvpetrom.com)).

**Mariana Gheorghe,**  
Chief Executive Officer  
President of the Executive Board

