

## RESOLUTIONS of the Ordinary General Meeting of Shareholders of OMV Petrom SA dated 29 April 2010

The Ordinary General Meeting of Shareholders of OMV Petrom SA, a company managed in a two-tier system, incorporated and operating under the laws of Romania, registered with the Bucharest Trade Registry Office under number J/40/8302/1997, sole registration code 1590082, registered office at 239 Calea Dorobanților, sector 1, Bucharest, Romania, with a subscribed and paid up share capital of RON 5,664,410,833.50 divided in 56,644,108,335 common, registered shares of stock with a nominal value of RON 0.1 each (hereinafter referred to as the „Company”),

called by the convening notice published in the Official Gazette of Romania, Part IV, no 1341 of March 29, 2010 and in the following newspapers: “Bursa”, “Financiarul” and “Ziarul Financiar” of March 29, 2010,

in accordance with the provisions of Company Law 31/1991, as republished, Law 297/2004 on capital markets, NSC Regulation No. 1/2006 on issuers and trading of securities, NSC Regulation No. 6/2010 on the exercise of certain rights of shareholders in general shareholders meetings of the companies, and with the provisions of the Articles of Association of the Company,

held on 29 April 2010, 10.00 AM, at “D” conference room of the JW MARRIOTT Hotel, located in Bucharest, 90 Calea 13 Septembrie, Sector 5, at the first convening, in the presence of the shareholders representing 96,364 of the share capital and 96,364 of the total voting rights respectively, adopted the following resolutions:

**Resolution no. 1:** The Financial Statements prepared in accordance with Romanian Accounting Standards (RAS) for the year ended December 31, 2009, based on the Financial Auditors’ Report and the Annual Report including the Report of the Executive Board and the Report of the Supervisory Board for the financial year 2009, are approved with the affirmative votes of the shareholders representing 96,362 % of the share capital, with the following key performance indicators:

RON mio

▪ Net Turnover	12,842
▪ Earnings Before Interest and Taxes (EBIT)	1,197
▪ Earnings before Interest, Taxes, Depreciation, and Amortization (EBITDA)	2,950
▪ Net profit	1,368

▪ <b>Gross profit</b>	<b>1,698</b>
▪ <b>Investments</b>	<b>4,145</b>

**Resolution no. 2:** The consolidated Financial Statements prepared in accordance with International Financial Reporting Standards (IFRS) for the year ended December 31, 2009, based on the Financial Auditor's Report and the Report of the Supervisory Board, are approved with the affirmative votes of the shareholders representing 96,362 % of the share capital, with the following key performance indicators:

	RON mio
- <b>Net Sales (without excise tax)</b>	<b>16,090</b>
- <b>EBIT</b>	<b>1,620</b>
- <b>Profit from ordinary activities</b>	<b>1,169</b>
- <b>Net Profit</b>	<b>860</b>

**Resolution no. 3:** The Executive Board's proposal not to distribute dividends for the financial year 2009 is approved with the affirmative votes of the shareholders representing 55,56 % of the share capital.

**Resolution no. 4:** The Executive Board's proposal (i) not to establish an exceptional award fund (form of profit sharing for employees) and (ii) not to make payments pursuant to Art 106 of the Petrom Collective Labor Agreement in connection with Art 42, paragraph 2, letter a) of the National Collective Labor Agreement for the financial year 2009 is approved with the affirmative votes of the shareholders representing 55,61 % of the share capital.

**Resolution no. 5:** The Revenue and Expenditure Budget for 2010, is approved with the affirmative votes of the shareholders representing 96,361 of the share capital, with the following key performance indicators:

	RON mio
- <b>Turnover (without excise tax)</b>	<b>14,008</b>
- <b>EBIT</b>	<b>1,780</b>
- <b>Earnings Before Tax (EBT)</b>	<b>2,035</b>
- <b>Net Income (NI)</b>	<b>1,709</b>
- <b>Net Operating Profit After Tax (NOPAT)</b>	<b>1,611</b>
- <b>EBITDA</b>	<b>3,283</b>
- <b>Investments</b>	<b>6,919</b>

**Resolution no. 6:** The discharge of liability for the financial year 2009 of the members of the Executive Board and the members of the Supervisory Board is approved with the affirmative votes of the shareholders representing 96,362 % of the share capital.

**Resolution no. 7:** Revocation of Mr. Daniel COSTEA from the position of member of the Supervisory



Board of OMV Petrom SA appointed upon the proposal of SC Fondul Proprietatea SA in the General Meeting of Shareholders of April 28, 2009, is approved with the affirmative votes of the shareholders representing 94,879 % of the share capital.

**Resolution no. 8:** The appointment of Mr. Joseph Bernhard Mark MOBIUS, a German citizen born on August 17, 1936 in Hempstead, New York, the United States of America, domiciled in the city of Singapore, Republic of Singapore, as member of the Supervisory Board of OMV Petrom SA for the period of the ongoing tenure of the Supervisory Board, is approved with the affirmative votes of the shareholders representing 94,923 % of the share capital

**Resolution no. 9:** 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 latter is approved with the affirmative votes of the shareholders representing 76,206 % of the share capital.

**Resolution no. 10:** Deloitte Audit SRL, registered office in Bucharest, 4-8 Nicolae Titulescu Street, sector 1, registered with Trade Register under No. J 40/ 6775/ 1995, Tax ID 7756924, member of the Body of Accounting Experts and Chartered Accountants of Romania (CECCAR) and member of the Financial Auditors Chamber of Romania, represented towards Petrom by Mr. Farrukh Khan, British citizen, domiciled in Romania, Bucharest, 1H șos. Tunari, Ilfov County, passport no. 706023297, issued by the British Authorities, NIP: 7690526400017, is appointed with the affirmative votes of the shareholders representing 96,361 % of the share capital.

The duration of one (1) year for the financial audit contract, i.e. for the financial year 2009, is also approved. The Executive Board of the Company is empowered to determine the remuneration of the financial auditor.

**Resolution no. 11:** May 17, 2010 is established as the "Registration Date" as per article 238 of Law no. 297/2004 - Capital Market Law, namely the registration date of the shareholders who are to benefit of dividends or other rights and who are affected by the decisions of the general meetings of shareholders, with the affirmative votes of the shareholders representing 96,362 % of the share capital.

**Resolution no. 12:** Mrs. Mariana Gheorghe, Chief Executive Officer of the Company, is empowered, with the affirmative votes of the shareholders representing 96,362 % of the share capital, to sign in the name and on behalf of the shareholders the Resolutions of this General Meeting of Shareholders and to carry out any and all of the formalities required by law for the registration, the enforcement of and for making valid against third parties the Resolutions passed by this General Meeting of Shareholders. Mrs. Mariana Gheorghe is conferred upon the right to delegate her mandate with respect to performing the above-mentioned formalities to other persons.

These Resolutions are signed this day, 29 April 2010, at Bucharest, in four (4) originals.

**Mariana Gheorghe**

**President of Executive Board  
of OMV Petrom SA**



**Secretar:**

**Daniela Vrabie**