

SPECIAL POWER-OF-ATTORNEYⁱ
for representation in the
Extraordinary General Meeting of Shareholders of OMV Petrom S.A. as of
26 / 27 April 2016

I, the undersignedⁱⁱ _____ [*name and surname of the shareholder – natural person*], identified with _____ [*identity card*], series ____, number _____, issued by _____, on _____, valid until _____, having the domicile in _____, personal identification number _____,

or

I, the undersignedⁱⁱⁱ _____ [*name of the shareholder – legal person*], having the registered office located at _____, registered with the Trade Registry/ _____ [*equivalent body - for non-resident legal person*] under no. _____ sole registration code/ _____ [*equivalent identification no. - for non-resident legal person*] _____, legally represented^{iv} by _____,

shareholder at the **Reference Date of 15 April 2016** of **OMV Petrom S.A.**, a company managed in a two tier system, incorporated and functioning under the laws of Romania registered with the Bucharest Trade Registry Office under no. J40/8302/1997, sole registration code 1590082, having the headquarters at 22 Coralilor Street, Sector 1, (Petrom City) Bucharest, Romania, having the subscribed and paid share capital of RON 5,664,410,833.50 divided in 56,644,108,335 common, nominative shares, having a face value of RON 0.1 each (the **"Company"** or **"OMV Petrom"**),

holding a number of _____ shares, representing _____ % of the total number of shares issued by the Company,

I hereby empower^v

_____ [*name of the proxy holder - natural person*]
having the domicile in _____, identified with _____
[*identity card*], series ____, number _____, issued by _____, on _____, valid until _____, personal identification number _____,

or

_____ [*name of the proxy holder - legal person*],
having the registered office located at _____, registered
with the Trade Registry/ _____ [*equivalent body - for non-resident legal person*]
under no. _____ sole registration code/ _____
[*equivalent identification no. - for non-resident legal person*] _____, represented
by^{vi} _____ having the domicile in _____,
identified with _____ [*identity card*], series ____, number _____, issued by _____,
on _____, valid until _____, personal identification number _____,

to represent me in the **Extraordinary General Meeting of Shareholders ("EGMS") of OMV Petrom, convened for 26 April 2016, starting at 11:30 AM**, at Radisson Blu Hotel, "Atlas" Room, 63-81 Calea Victoriei Street, sector 1, Bucharest, Romania, or, should the EGMS of OMV Petrom not be held at the first convening date of 26 April 2016, for the second convening of the EGMS of OMV Petrom set for 27 April 2016, starting at 11:30 AM, at OMV Petrom's headquarters located in 22 Coralilor Street, sector 1, Bucharest ("Petrom City"), Infinity building, Oval B,

to exercise the voting rights associated to the shares held by the undersigned as follows:

1. For item 1 on the EGMS Agenda, [i.e. **"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."**]:

For _____ Against _____ Abstention _____

2. For item 2 on the EGMS Agenda, [i.e. **"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."**]:

For _____ Against _____ Abstention _____

3. For item 3 on the EGMS Agenda, [i.e. **"Approval in accordance with article 129² 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."**]:

For _____ Against _____ Abstention _____

4. For item 4 on the EGMS Agenda, [i.e. **"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."**]:

For _____ Against _____ Abstention _____

I hereby attach a copy of my valid identification document (i.e. identity card/passport for natural persons and for legal persons, identity card/passport of the legal representative).

Date _____

vii _____ [signature]

viii _____

[Surname and name of the natural-person shareholder or of the representative of the legal-person shareholder, in capital letters]

ⁱ a shareholder may be represented in the EGMS only by one proxy holder, holding a special power of attorney granted specifically for the EGMS held on 26/27 April 2016

ⁱⁱ to be filled in only by shareholders - natural persons

ⁱⁱⁱ to be filled in only by shareholders - legal persons

^{iv} to be entered the legal representative of the legal person mentioned in the documents attesting the legal representative capacity

^v to be entered the name of the appointed representative (i.e. proxy holder)

^{vi} to be entered the details of the proxy holder to represent the legal person who may be a different person than the legal representative

^{vii} in case of natural persons, to be signed; in case of legal persons, to be signed by the legal representative(s) and stamped (if a stamp exist)

^{viii} in case of legal persons, the position of the legal representative shall be mentioned