

CURRENT REPORT

According to Law no. 297/2004 and to Regulation no.1/2006 of the Romanian National Securities Commission

Date of report: **April 15, 2010**

Designation of issuer: **OMV PETROM S.A.**

Registered office: **Bucharest, Calea Dorobanților nr. 239 sector 1**

Telephone/Fax: **0372 429 082/0372 868 544**

Tax ID number: **1590082**

Fiscal attribute: **R**

Registered with the Trade Register under number: **J 40/8302/1997**

Subscribed and paid-up capital: **RON 5,664,410,833.5**

Regulated market where issued securities are transacted: **Bucharest Stock Exchange**

Important event to report:

**Complement to the Agenda of
OMV Petrom SA Extraordinary General Meeting of Shareholders
convened for 29/30 April 2010**

In accordance with provisions of article 7, paragraph (4) of Regulation no. 6/2009 of the Romanian National Securities Commission, and of article 117¹, paragraph (3) of Law no. 31/1990, **the Executive Board of OMV Petrom SA**, registered office in Calea Dorobanților nr. 239, sector 1, Bucharest, Romania, registered with the Trade Register Office under no. J 40/8302/1997, sole registration code 1590082 publicizes the fact that the Extraordinary General Meeting of Shareholders of OMV Petrom SA convened for 29/30 April 2010, will have the following **complemented Agenda**:

- 1. Postponing the discussions and the voting of the shareholders on item 2 set out below regarding the increase of the share capital by incorporating the value of certain land plots in favour of the Romanian State and by cash contributions of the holders of preference rights**
- 2. Increase of the share capital by incorporating the value of certain land plots in favour of the Romanian State and by cash contributions of the holders of preference rights (herein defined as "Land and Cash Share Capital Increase")**

Approval of the increase of the share capital of Petrom with maximum RON 201,864,791.40, namely from RON 5,664,410,833.50 to RON 5,866,275,624.90, by issuing a maximum number of 2,018,647,914 nominative ordinary shares, each share having a nominal value of RON 0.1, to be allotted as follows: (i) a number of 416,625,782 shares will be issued in favour of the Romanian State, represented by the Ministry of Economy, Commerce and Business Environment, in accordance with the privatization legislation, by incorporating the value of the land for which Petrom obtained ownership right attestation certificates; and (ii) the remaining number of 1,602,022,132 shares are offered for subscription to the other existing shareholders, on the basis of their preference rights.

The existing shareholders will be granted the preference rights corresponding to the shares held. The total number of preference rights equals the number of shares registered with the shareholders' register of Petrom kept by Depozitarul Central SA as of the Registration Date. A number of preference rights, computed by dividing the number of existing shares by the maximum number of the new shares ($56,644,108,335 / 2,018,647,914$) are needed in order to acquire a new share, which results in a subscription ratio of 28.060 preference rights for a new share. The preference rights of the shareholders will be traded on Bucharest Stock Exchange. Subject to the approval of the Bucharest Stock Exchange, the trading period for the preference rights will start from 7 June 2010 and will end on 18 June 2010.

The subscription period will start from 28 June 2010 and will end on 28 July 2010. Subscriptions for and issuance of the new shares will be made at nominal value. In the case that the resulting number of new shares to which a holder of preference right is entitled is a fractional number, the number of new shares to be subscribed will be determined by rounding upwards and downwards to the nearest integer. All holders of preference rights are required to fully pay the new shares upon subscription. All shares unsubscribed upon the expiry of the subscription period will be cancelled.

The Executive Board is empowered by EGMS to perform all formalities, as required by the National Securities Commission, the Bucharest Stock Exchange, Depozitarul Central SA and the Commercial Registry as well as any such other formalities, in order to implement the resolution of EGMS, including, but without being limited to: (a) conclude agreements with specialized companies for the preparation of preference rights trading and for the achievement of new share subscriptions based on the preference rights; (b) determine, at the end of the subscription period, the new shares that have been subscribed and that will be issued and the exact amount with which the share capital of Petrom will be increased; (c) cancel all unsubscribed shares; and (d) pass a decision to establish the above and perform all other formalities that may be required for the completion and registration of the Land and Cash Share Capital Increase.

3. Authorization of the increase of the share capital of the Company by delegation to the Executive Board of the exercise of the competences relating to the share capital increase

Approval of the delegation, for a period of one year, by the EGMS to the Executive Board of the competences relating to the share capital increase. The EGMS may decide on any renewal of this period by subsequent resolutions. Taking into account article 236 of Capital Markets Law No. 297/2004 and articles 114 and 220¹ of Company Law No. 31/1990, the Executive Board is authorised to carry out a share capital increase by up to a maximum 50% of the existing subscribed and paid share capital as of the date of the resolution of this EGMS, either once or in several share capital increases, under the following terms: (a) only new shares shall be issued, in exchange for cash contributions only; (b) preference rights shall be issued to the existing shareholders; (c) the preference rights of the shareholders shall be traded on the Bucharest Stock Exchange for a period of ten business days; (d) the subscription period shall be of at least one month; (e) only holders of preference rights may subscribe new shares; (f) the share capital will be increased to the extent of the newly subscribed shares and all shares that are not

subscribed by holders of preference rights shall be cancelled; and (g) the new shares will be issued with a share premium to be established by the Executive Board taking into account the market conditions at the time when the decision of the Executive Board is made and the professional investment banking advice. The Executive Board will also decide the number of shares to be issued, the subscription price (including share premiums) and the number of preference rights necessary in order to acquire a new share.

The authorization for the Executive Board to increase the share capital expires when the total issue proceeds for the newly issued shares reach EUR 600,000,000 (calculated at the exchange rate of the National Bank of Romania applicable on the date of the relevant decision of the Executive Board).

Any and all decisions of the Executive Board approving share capital increases performed under this delegation of authority (other than the final decisions implementing the share capital increases) will be subject to the approval of the Supervisory Board.

4. **The amendment of the Articles of Association of the Company in order to reflect the authorization of the increase of the share capital of the Company by delegation to the Executive Board of the exercise of the competences relating to the share capital increase of the Company in accordance with the appendix to originally convening notice.**
5. **Approval in principle of the spin-off of three Business Units of the Marketing Division of the Company to OMV PETROM Marketing SRL**

Approval in principle of the spin-off of the three Business Units (i.e. Retail, Commercial and Business Administration) of the Marketing Division of Petrom by transferring the above mentioned Business Units to OMV PETROM Marketing SRL (an entity where Petrom holds 100% of the share capital) by law (universal title legal succession). In exchange for the value of the net assets transferred, OMV PETROM Marketing SRL will increase its share capital and will issue additional shares that will be granted to Petrom.

Approval of the preparation by the Executive Board of a spin-off plan (in Romanian, *proiectul de desprindere*) for the transfer of the above mentioned Business Units of the Marketing Division of Petrom within the meaning of article 250¹ item b) of the Company Law no. 31/1990 (in Romanian, *desprindere in interesul societatii*) and fulfillment of any other requirements and/or formalities provided for under the applicable laws.

The above-mentioned spin-off plan will be subject to another EGMS. If it approves the spin-off plan, the resolution of the latter EGMS will count as an approval of the spin-off, also setting its effective date.

6. **Establishing *May 17, 2010* as the "Registration Date" as per article 238 of the Capital Market Law no. 297/2004, i.e. the registration date of the shareholders who are to benefit of dividends or other rights and who are affected by the resolutions of this EGMS.**
7. **Empowering Mrs. Mariana Gheorghe, Chief Executive Officer, to sign in the name of the shareholders the resolutions of the EGMS 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 the EGMS. Mrs. Mariana Gheorghe is conferred upon the right to delegate her mandate with respect to performing the above-mentioned formalities to other persons.

The initial convening of the General Meeting was conducted in full observance of the relevant legal requirements by publication in the Official Gazette of Romania, Part IV, No. 1341 dated 29 March 2010 and in the newspapers Bursa, Financiarul and Ziarul Financiar Business Standard of March 29, 2010.

The complement of the Agenda of the Extraordinary General Meeting of Shareholders of OMV Petrom SA convened for 29/30 April 2010, was made upon the request as to include a new item on the Agenda, made on the grounds of and in compliance with provisions of article 7 of Regulation no. 6/2009 of the Romanian National Securities Commission, and of article 117¹ of Law no. 31/1990, by the Ministry of Economy, Commerce and Business Environment, shareholder of the Company, owner of as many as 11.690.694.418 shares representing 20,639 % of the share capital of the Company.

The complemented Agenda along with the special proxy model, the correspondence voting form and the draft of the General Meeting decisions corresponding to the complemented Agenda are available on the website of the Company (www.petrom.com), starting April 16, 2010.

Any further information available at: investor.relations.petrom@petrom.com, or at Corporate Projects Office, OMV Petrom SA, telephone numbers: 021/4060122, 021/4060104.

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