

RESOLUTIONS No. 1, 2, 3, 5 and 6
of the Extraordinary General Meeting of Shareholders
of OMV Petrom SA of 29 April 2010

The Extraordinary General Meeting of Shareholders 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 lei 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 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 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,

held on 29 April 2010, 12.00 PM, 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 96,317 % of the share capital and 96,317 % of the total voting rights respectively,

Hereby decides on items 1, 3, 4, 6 and 7 of the agenda as follows:

1. **RESOLUTION NO. 1:** With the affirmative votes of the shareholders representing 74,768 % of the share capital of the Company, and 77,626 % of the voting rights of the shareholders present or represented in the meeting, 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 holders of preference rights, is postponed for a future extraordinary general meeting of shareholders.
2. **RESOLUTION NO. 2:** 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 increase of the share capital is approved with the affirmative votes of the shareholders representing

76,039 % of the share capital of the Company, and 78,947 % of the voting rights of the shareholders present or represented in the meeting, in the following conditions:

- The Extraordinary General Meeting of Shareholders approves the delegation, for a period of one year, to the Executive Board of the competences relating to the increase of the share capital of Petrom. The Extraordinary General Meeting of Shareholders 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 Extraordinary General Meeting of Shareholders, 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 shall 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 shall 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.

3. RESOLUTION NO. 3: 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 increase of the share capital of the Company is approved with the affirmative votes of the shareholders representing 76,039 % of the share capital of the Company, and 78,947 % of the voting rights of the shareholders present or represented in the meeting, as follows:

- **Article 8 of the Articles of Association will be amended and will read as follows:**

"Article 8

Reduction or increase of share capital

The share capital may be reduced pursuant to a resolution of the extraordinary general assembly of shareholders according to and in compliance with the procedure prescribed by law.

The exercise of the competence to increase the share capital is delegated, for a period of one year as of 29 April 2010, by the extraordinary general assembly of shareholders to the Executive Board, in accordance with the law and these Articles of Association. The extraordinary general assembly of shareholders will decide on any renewal of this period by subsequent resolutions. The Executive Board is authorised to carry out a share capital increase by up to a maximum of 50% of the existing subscribed share capital as of the date of the resolution of the extraordinary general assembly of shareholders held on 29 April 2010, i.e. maximum 2,832,205,416.75 RON, 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 shall 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 shall 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 Executive Board decision).

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."

- **Article 13.1.3 will be added to the Articles of Association and reads as follows:**

"The exercise of the competence to increase the share capital is delegated to the Executive Board in accordance with article 8 of the Articles of Association."

- **Article 19.1 of the Articles of Association will be amended by adding letter l) which reads as follows:**

"l) to approve the decisions of the Executive Board relating to share capital increases passed according to article 8 of the Articles of Association."

- **Article 23 of the Articles of Association will be amended by adding letter j) which reads as follows:**

"j) exercise any competence delegated by the Extraordinary General Assembly of Shareholders, including the share capital increase competence as set forth by article 8 of the Articles of Association"

4. **RESOLUTION NO. 5:** May 17, 2010 is established as the "Registration Date" as per article 238 of Capital Markets Law no. 297/2004, more specifically, the registration date of the shareholders who are to benefit of dividends or other rights and who are affected by all resolutions of this Extraordinary General Meeting of Shareholders, with the affirmative votes of the shareholders representing 96,317 % of the share capital of the Company, and 99,999 % of the voting rights of the shareholders present or represented in the meeting.
5. **RESOLUTION NO. 6:** Mrs. Mariana Gheorghe, Chief Executive Officer of the Company, is empowered, with the affirmative votes of the shareholders representing 96,317 % of the share capital of the Company, and 99,999 % of the voting rights of the shareholders present or represented in the meeting, to sign in the name and on behalf of the shareholders the Resolutions of this Extraordinary 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 the Extraordinary 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.

This resolution is signed today, 29 April 2010, at Bucharest, in 4 original copies.

Mariana Gheorghe

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



Secretar:



Daniela Vrabie

RESOLUTIONS No. 4, 5, 6
of the Extraordinary General Meeting of Shareholders
of OMV Petrom SA of 29 April 2010

The Extraordinary General Meeting of Shareholders 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 1341 of March 29, 2010 and in the following widely-spread newspapers: “Bursa” and “Ziarul Financiar” of March 29, 2010,

held on 29 April 2010, 12.00 PM, 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 96,317 % of the share capital and 96,317 % 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 points no. 5, 6 and 7 of the complemented agenda of the meeting as follows:

RESOLUTION NO. 4. With the affirmative votes of the shareholders representing 94,879 % of the share capital of the Company, and 98,506 % of the voting rights of the shareholders present or represented in the meeting, approves the initiation of the spin-off of the Company by transferring part of the Company’s assets and liabilities (i.e. the assets and liabilities related to three Business Units of the Marketing Division of the Company) to OMV PETROM Marketing SRL. The Company’s effective spin-off will be subject to approval by a subsequent Extraordinary General Meeting of Shareholders pursuant to the applicable laws.

4.1 Approval of the initiation of the spin-off of the Company by transferring *ipso jure* part of the Company’s assets and liabilities (i.e. the assets and liabilities related to the three Business Units - Retail, Commercial and Business Administration - of the Marketing Division of the Company) to the

beneficiary company OMV PETROM Marketing SRL (a company incorporated and functioning under the laws of Romania, registered with Bucharest Trade Registry Office under number J40/10637/1998, sole registration code 11201891 having the headquarters at Romania, Bucharest, 85 Cap. Av. Alexandru Serbanescu Street, sector 1, where the Company holds 100% of the share capital) in exchange for newly issued shares by OMV PETROM Marketing SRL and allocated to the Company.

- 4.2 Approval of the preparation by the Company's Executive Board of the spin-off plan (in Romanian, *proiectul de divizare*) for the transfer of the above mentioned part of the Company's assets and liabilities relating to the Business Units of the Marketing Division of the Company 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.

RESOLUTION NO.5. May 17, 2010 is established as the "Registration Date" as per article 238 of Capital Markets Law no. 297/2004, more specifically, the registration date to determine the identity of the Company's shareholders who are entitled to benefit of dividends or other rights and who are affected by this resolution of this Extraordinary General Meeting of Shareholders, with the affirmative votes of the shareholders representing 96,317 % of the share capital and 99,999 % of the voting rights of the shareholders present or represented in the meeting.

RESOLUTION NO 6. With the affirmative votes of the shareholders representing 96,317 % of the share capital and 99,999 % of the voting rights of the shareholders present or represented in the meeting, 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 this Extraordinary 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 this resolution passed by the Extraordinary 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 today, 29 April 2010, at Bucharest, in 4 original copies.

Mariana Gheorghe

President of Executive Board
of OMV Petrom SA



Secretar:

Daniela Vrabie