

Draft of Resolution no.2

**of the Extraordinary General Shareholders Meeting of
OMV Petrom SA of 29 April 2010**

**Resolution No 2
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 of March ..., 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 % of the share capital and % 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. 4,5,6 of the agenda of the meeting as follows:

4. 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.

The point no 4 of the agenda is approved with the affirmative votes of the shareholders representing ... % of the share capital and ... % of the voting rights.

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 ... % of the share capital and ... % of the voting rights.

6. With the affirmative votes of the shareholders representing ... % of the share capital and ... % of the voting rights, **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.

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

Mariana Gheorghe
Chief Executive Officer
President of the Executive Board
