

I, the undersigned * _____, identified with _____,
[name of the shareholder – individual] [identity card]
series _____, number _____, issued by _____,
on _____, having the domicile in _____, and personal
identification number _____,

or

I, the undersigned ** _____, having the registered
[name of the shareholder – legal entity]
office located at _____, registered with the Trade Registry under
no. _____, sole registration code _____, represented
by _____, personal identification number _____,

shareholder at the **Reference Date i.e. 19 April 2010** of SC OMV PETROM SA, company managed in a
dualist system, incorporated and functioning under the laws of Romania registered
with the Bucharest Trade Registry Office under no. 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, (the “**Company**”),

owner of _____ shares, representing _____ % of the total number of shares issued
by the Company, which confer upon me _____ voting rights, representing _____ %
of the total number of the voting rights

hereby empower _____
[name of the appointed representative]
having the domicile in _____, identified with _____,
[identity card]
series _____, number _____, issued by _____,
on _____, personal identification number _____,

to represent me for the **Extraordinary General Meeting of the Shareholders of OMV PETROM SA** which
will take place at “D” Hall of the JW MARRIOTT Hotel, located in Bucharest, 90 Calea 13 Septembrie
Street, Sector 5, **on 29 April 2010** (date of the first convening), or on 30 April 2010 (date of the second
convening), should the Extraordinary General Meeting of the Shareholders not be held at the first
convening date, **starting at 12:00 AM**,

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

- 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:**

For

Against

Abstention

- 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”), in the conditions mentioned in the convening notice:**

For

Against

Abstention

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, in the conditions mentioned on the convening notice:

For

Against

Abstention

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 the convening notice:

For

Against

Abstention

5. Approval in principle of the spin-off of three Business Units of the Marketing Division of the Company to OMV PETROM Marketing SRL, in the conditions mentioned on the convening notice:

For

Against

Abstention

6. Establishing the date of *May 17, 2010* as the "Registration Date" as per article 238 of the Capital Market 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 the resolutions of this Extraordinary General Meeting of Shareholders:

For

Against

Abstention

7. Empowering Mrs. Mariana Gheorghe, Chief Executive Officer of the Company, to sign in the name and on behalf of the shareholders the Resolutions of this Extraordinary General Meeting of the Shareholders, the updated Articles of Association and to carry out any and all formalities required by law for the registration, the enforcement and making valid against third parties the Resolutions passed by this Extraordinary General Meeting of Shareholders, as well as conferring upon Mrs. Mariana Gheorghe the right to delegate the power to perform the above-mentioned formalities to other persons:

For

Against

Abstention

I hereby attach a copy of my valid identification document***/ identity card of the legal representative together with updated excerpt issued by the Trade Registry not older than 30 days ****

Date _____

[the position of the legal representative]

Note:

- * to be completed only by natural persons;
- ** to be completed only by legal persons;
- *** applicable only to natural persons;
- **** applicable only to legal persons;
- ***** in case of individuals, to be signed; in case of legal persons, to be signed and stamped;

Criteria for annulling the Voting Bulletin:

- The failure to mark the voting options " **For**", " **Against**" or " **Abstention**" for the registered proposal leads to the annulment of the vote;
- Marking with X two or three voting options " **For**", " **Against**" or " **Abstention**" for the registered proposal leads to the annulment of the vote.