

AD-HOC REPORT

In compliance with Law no. 297/2004 and Regulation 1/2006/NSC

Date of report: **March 21, 2013**

Name of issuer: **OMV Petrom S.A.**

Headquarters: **Bucharest, Coralilor nr. 22, sector 1**

Telephone/fax number: **+40 372 429082/ +40 372 868518**

Sole registration number at the Trade Register Office: **1590082**

Fiscal attribute: **R**

Trade Register Number: **J 40/8302/1997**

Share capital: **5,664,410,833.5 RON**

Regulated market on which the issued shares are traded: **Bucharest Stock Exchange**

Significant event to be reported:

- ▶ **Convening of the Ordinary General Meeting of Shareholders of OMV Petrom S.A. for April 22, 2013**
- ▶ **Proposed gross dividend per share of RON 0.028**

In compliance with Company Law no. 31/1990, Capital Market Law no. 297/2004 and Regulation no. 1/2006 of the National Securities Commission on issuers and securities, OMV Petrom S.A. herewith convenes the Company's shareholders at the **Ordinary General Meeting of Shareholders (OGMS) on April 22, 2013** attached hereto as Appendix A.

The supporting materials of OGMS agenda will be available to the shareholders starting with 22 March 2013.



The Executive Board proposes to OGMS to distribute to the shareholders dividends with a gross value per share amounting to RON 0.028. Details can be found in Appendix B of this ad-hoc report.

The convening notice of the OGMS, and the proposal for distribution of dividends were approved by the Executive Board and, subsequently, by the Supervisory Board at its meeting as of March 21, 2013. The convening notice of the OGMS is to be published in the Romanian Official Gazette Part IV and in two widely-spread newspapers.

Appendices:

A. Convening notice Ordinary General Meeting of Shareholders on April 22, 2013 – 6 pages

B. Executive Board's proposal regarding dividend distribution for year 2012



Mariana Gheorghita
Chief Executive Officer
President of the Executive Board


Andreas Matje
Chief Financial Officer

CONVENING NOTICE

The Executive Board of **OMV Petrom S.A.**, a company managed in a two-tier system, incorporated and operating under the laws of Romania, registered with the Trade Registry Office of Bucharest Court under number J40/8302/1997, fiscal code 1590082, having its headquarters at 22 Coralilor Street, Sector 1, Bucharest ("Petrom City"), with a subscribed and paid up share capital of RON 5,664,410,833.50 (hereinafter referred to as "**OMV Petrom**" or the "**Company**"), hereby convenes the **Ordinary General Meeting of Shareholders ("OGMS")** on **22 April 2013, 10.00 AM**, at "**Crown Ballroom**" conference room of the **CROWNE PLAZA Hotel**, located in Bucharest, **1 Poligrafiei Boulevard, sector 1**, with the following **AGENDA**:

1. Approval of the separate individual financial statements of OMV Petrom for the financial year ended on 31 December 2012 prepared in accordance with International Financial Reporting Standards (IFRS), as stipulated into Ministry of Finance Order no.1286/2012, based on the Financial Auditor's Report, the Report of the Executive Board and the Report of the Supervisory Board for the 2012 financial year.
2. Approval of the consolidated financial statements of OMV Petrom for the financial year ended on 31 December 2012, prepared in accordance with IFRS based on the Financial Auditor's Report, the Report of the Executive Board and the Report of the Supervisory Board for the 2012 financial year.
3. Approval of the Annual Report which includes the Report of the Executive Board and the Report of the Supervisory Board for the 2012 financial year.
4. Approval of the Executive Board proposal to cover the accumulated losses generated by first time adoption of IAS 29 "Reporting in hyperinflationary economies" (in Romania, effective until January 1, 2004) by transferring an amount of RON 13,318,955,276 from "Adjustments of share capital" to accumulated retained earnings.
5. Approval of the Executive Board's proposal to allocate the amount of RON 213,550,945 to legal reserves in order to comply with the legal requirements regarding the mandatory allocation of a profit quota for legal reserves.
6. Approval of the Executive Board's proposal to distribute dividends for the 2012 financial year, the manner of payment and the starting date of the payment; the Executive Board proposes to distribute dividends starting with 18 June 2013, having a gross value per share as its mentioned in the supporting materials, via a payment agent, to OMV Petrom's shareholders recorded at the registration date.
7. Approval of the Executive Board's proposal not to establish an employees' award fund out of the Company's profits and, as a result, not to make payments for the 2012 financial year as it was laid down into article 106 of the Company's Collective Labour Agreement until 18 May 2012.
8. Approval of the 2013 Income and Expenditure Budget.
9. Discharge of liability of the members of the Executive Board and of the members of the Supervisory Board for the 2012 financial year.

10. Appointment of the members of the Supervisory Board for a 4 (four) years mandate starting with 28 April 2013.
11. Establishing the remuneration of the members of the Supervisory Board for the current year and the general limit of the additional remunerations of the Supervisory Board members to whom were assigned specific positions within the Supervisory Board.
12. Appointment of the Company's financial auditor, pursuant to the expiry of the audit service agreement, establishment of the minimum duration of the audit service agreement and the remuneration of the financial auditor.
13. Establishing **14 May 2013** as the "**Registration Date**" as per article 238 of Capital Market Law no. 297/2004, i.e. the registration date which serves to the identification of the shareholders who are to benefit from dividends or other rights and who are affected by the decisions of the general meetings of shareholders.
14. Empowering Ms Mariana Gheorghe, Chief Executive Officer, to sign in the name of the shareholders the decisions of the OGMS and to perform any act or formality required by law for the registration and the application of the decisions of the OGMS. Ms Mariana Gheorghe may delegate all or part of the above mentioned powers to any competent person(s) to perform such mandate.

Only shareholders who are registered as OMV Petrom shareholders at **12 April 2013 (the "Reference Date")** in the shareholders' register issued by Depozitarul Central S.A. may attend and cast their votes in OGMS.

The financial statements for the year ended on 31 December 2012, the Financial Auditor's Report, the Annual Report, which includes the Report of the Executive Board and the Report of the Supervisory Board for 2012 financial year, the Proposal of the 2013 Revenue and Expenditure Budget, the Executive Board's proposal regarding the distribution of dividends for the 2012 financial year, accompanied by the procedure related to the distribution of dividends, the Draft Resolutions of the OGMS and proposals for new items on the agenda of the OGMS received in due time (if applicable), as well as the list including information about the name, domicile and professional qualifications of the persons proposed to be appointed as new member of the Supervisory Board **will be available starting with 22 March 2013**, at the registry desk of the Company, located in 22 Coralilor Street, Infinity Building, Sector 1, Bucharest ("Petrom City"), postal code 013329 ("**Correspondence Entry**") and on the website of the Company (www.petrom.com).

Please consider that the Correspondence Entry is closed during the non-business days and legal holidays. During business days it is opened between 9.00 -16.30 (from Monday until Thursday) and between 9.00-14.00 (on Friday).

One or more shareholders, representing individually or jointly at least 5% of the share capital (hereinafter referred to as "**Initiators**") will **have the right to add new items on the agenda of OGMS**.

Proposals with respect to adding new items on the agenda of OGMS shall be accompanied by copies of the Initiators' identification documents (identity card for natural persons and for legal persons, identity card of the legal representative) as case may be, along with the documents attesting the capacity of the legal representative of the shareholder, more specifically an excerpt issued by the Trade Registry, original or certified copy, or any other document issued by a competent authority from the country where the shareholder is registered, original or certified copy, attesting the capacity of legal representative, issued the latest 3 months before the date when OGMS convening notice is published. Likewise, each and every new item on the agenda shall have to be accompanied by a justification or a draft resolution proposed for approval by OGMS.

Proposals with respect to adding new items on the agenda of OGMS can be submitted as follows:

a) at the Correspondence Entry **no later than 8 April 2013, 16.30 hrs**, by mail or courier with confirmation of receipt, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 22 April 2013"**, or

b) by e-mail having attached an extended electronic signature, in compliance with Law on Digital Signature No. 455/2001, **no later than 8 April 2013, 16.30 hrs**, at aga@petrom.com indicating in the "subject matter" field: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 22 April 2013"**.

The shareholders of the Company, regardless of the participation held in the share capital, **may submit proposals for appointment of the members of the Supervisory Board** containing information about the name, domicile and professional qualifications of the proposed persons, accompanied by copies of the Initiators' identification documents (identity card for natural persons and for legal persons, identity card of the legal representative) as case may be, along with the documents attesting the capacity of the legal representative of the shareholder, more specifically an excerpt issued by the Trade Registry, original or certified copy, or any other document issued by a competent authority from the country where the shareholder is registered, original or certified copy, attesting the capacity of legal representative, issued the latest 3 months before the date when OGMS convening notice is published, **as follows:**

a) at the Correspondence Entry **no later than 8 April 2013, 16.30 hrs**, by mail or courier with confirmation of receipt, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 22 April 2013"**, or

b) by e-mail having attached an extended electronic signature, in compliance with Law on Digital Signature No. 455/2001, **no later than 8 April 2013, 16.30 hrs**, at aga@petrom.com, indicating in the "subject matter" field: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 22 April 2013"**.

The Initiators are also entitled to submit draft resolutions for the items on the agenda or proposed to be added on the agenda of OGMS.

The draft resolutions with respect to the items already on the agenda or items proposed to be added on the agenda of OGMS, accompanied by copies of the Initiators' identification documents (identity card for natural persons and for legal persons, identity card of the legal representative) as case may be, along with the documents attesting the capacity of the legal representative of the shareholder, more specifically an excerpt issued by the Trade Registry, original or certified copy, or any other document issued by a competent authority from the country where the shareholder is registered, original or certified copy, attesting the capacity of legal representative, issued the latest 3 months before the date when OGMS convening notice is published, **may be submitted as follows:**

a) at the Correspondence Entry **no later than 8 April 2013, 16.30 hrs**, by mail or courier with confirmation of receipt, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 22 April 2013"**, or

b) by e-mail having attached an extended electronic signature in compliance with Law on Digital Signature No. 455/2001, **no later than 8 April 2013, 16.30 hrs** at aga@petrom.com, indicating in the "subject matter" field: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 22 April 2013"**.

The shareholders of the Company, regardless of the participation held in the share capital, **may submit written questions with respect to the items on the agenda of OGMS.**

The shareholders shall submit such questions only accompanied by copies of the Initiators' identification documents (identity card for natural persons and for legal persons, identity card of the legal representative) as case may be, along with the documents attesting the capacity of the legal representative of the shareholder, more specifically an excerpt issued by the Trade Registry, original or certified copy, or any other document issued by a competent authority from the country where



the shareholder is registered, original or certified copy, attesting the capacity of legal representative, issued the latest 3 months before the date when OGMS convening notice is published at the Correspondences Entry **no later than 18 April 2013, 16.30 hrs**, by mail or courier with confirmation of receipt, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 22 April 2013"**.

The shareholders may also send such questions by e-mail having attached an extended electronic signature, in compliance with Law on Digital Signature No. 455/2001, as accompanied by copies of the Initiators' identification documents (identity card for natural persons and for legal persons, identity card of the legal representative) as case may be, along with the documents attesting the legal representative capacity, more specifically an excerpt issued by the Trade Registry, original or certified copy, or any other document issued by a competent authority from the country where the shareholder is registered, original or certified copy, attesting the capacity of legal representative, issued the latest 3 months before the date when OGMS convening notice is published., **no later than 18 April 2013, 16:30 hrs**, at aga@petrom.com, indicating in the "subject matter" field: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 22 April 2013"**.

The shareholders may attend in person or may be represented in OGMS either by their legal representative or by an appointed representative ("**Proxy Holder**") having been granted a special power of attorney, based on the template special power of attorney made available by the Company in accordance with the law. The template power of attorney may be obtained, starting with **22 March 2013**, from the Correspondence Entry and from the website of the Company (www.petrom.com). The template power of attorney will be updated if new items are added on the agenda of the OGMS.

The **special power of attorney** has to contain specific voting instructions for each item on the agenda of the OGMS in respect of which the Proxy Holder is to vote on behalf of the shareholder (i.e.: vote "for" or "against" or "abstention"). A shareholder may be represented in the OGMS only by one Proxy Holder holding a special power of attorney granted only for the OGMS held on 22/23 April 2013.

In case the **special power of attorney is granted to a financial institution providing custodian service**, the power of attorney having the content mentioned herein, signed by the shareholder, must be accompanied by a statement on the financial institution liability, in original (signed and stamped) attesting that:

- i) the financial institution provides custodian services for the respective shareholder
- ii) the instructions from the special power of attorney are identical with the instructions from SWIFT message received by the financial institution to vote in the name of the respective;
- iii) the power of attorney is signed by the shareholder.

The original special power of attorney, in Romanian language and/or English language, filled in and signed by the shareholder, as accompanied by copies of the Initiators' identification documents (identity card for natural persons and for legal persons, identity card of the legal representative) as case may be, along with the documents attesting the capacity of the legal representative of the shareholder, more specifically an excerpt issued by the Trade Registry, original or certified copy, or any other document issued by a competent authority from the country where the shareholder is registered, original or certified copy, attesting the capacity of legal representative, issued the latest 3 months before the date when OGMS convening notice is published shall be sent by mail or courier with confirmation of receipt at the Correspondence Entry **no later than 20 April 2013, 10.00 hrs**, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 22 April 2013"**.

The special powers of attorney in Romanian language and/or English language may be sent also by e-mail having attached an extended electronic signature, in compliance with Law on Digital Signature No. 455/2001, **no later than 20 April 2013, 10.00 hrs**, at aga@petrom.com, indicating in the "subject matter" field: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 22 April 2013"**.

Documents attesting the capacity of the legal representative of the shareholder if they are drafted in an foreign language, other than English language, should be accompanied by a translation made by an authorized translator in Romanian language or English language, with no notarization or apostile required.

On the day of the general meeting, upon going into the meeting room, the shareholders- natural persons (in case they attend the OGMS in person) and the Proxy Holders must present for checking by the Company's representative the original of the identity card. In case a shareholder - legal person will attend the OGMS through its legal representative, the latter must present for checking by the Company's representative the original of the identity card, accompanied by a proof of its capacity as legal representative of the shareholder. The Proxy Holders will hand over to the Company's representative the original of the power of attorney, if the power of attorney was sent by e-mail having attached an extended electronic signature.

The shareholders of the Company registered at the **Reference Date** in shareholders' register issued by Depozitarul Central S.A. may vote by correspondence, prior to the OGMS, by **using the voting bulletin for the votes by correspondence** (the "**Voting Bulletin**"). The Voting Bulletin may be obtained, starting with **22 March 2013**, from the Correspondence Entry and from the website of the Company (www.petrom.com) and will be updated if new items are added on the agenda of the OGMS.

In case of voting by correspondence, the Voting Bulletin, filled in and signed accompanied by copies of the shareholders' identification documents (identity card for natural persons and for legal persons, identity card of the legal representative) as case may be, along with the documents attesting the capacity of the legal representative of the shareholder, more specifically an excerpt issued by the Trade Registry, original or certified copy, or any other document issued by a competent authority from the country where the shareholder is registered, original or certified copy, attesting the capacity of legal representative, issued the latest 3 months before the date when OGMS convening notice is published **can be submitted as follows:**

- a) sent to the Correspondence Entry, by any type of recorded delivery courier, **as to allow its recording as received** at the registry desk of the headquarters of the Company **no later than 20 April 2013, 10.00 hrs** in sealed envelope, bearing the clearly written statement in capital letters: "**FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 22 April 2013**", or
- b) by e-mail with attached extended electronic signature, in compliance with Law on Digital Signature No. 455/2001, **no later than 20 April 2013, 10:00 hrs**, at aga@petrom.com, indicating in the "subject matter" field: "**FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 22 April 2013**".

The Voting Bulletins which were not received at the Correspondence Entry or by e-mail within the above mentioned deadlines shall not be counted towards the quorum and majority in the OGMS.

When filling in the special power of attorney and the Voting Bulletin, please consider that new items could be added on the Agenda, in which case the complemented Agenda will be published **no later than 11 April 2013**. In this case, **the updated special power of attorney and Voting Bulletin** may be obtained from the Correspondence Entry and from the website of the Company (www.petrom.com) **starting with the date of publication of the supplemented agenda.**

For the avoidance of doubt, if the agenda is supplemented and the shareholders do not send their updated special powers of attorney and/or voting bulletins by correspondence, the special powers of attorney and the voting bulletins by correspondence sent prior to publication of the supplemented agenda shall be taken into account only in respect of the points on the supplemented agenda.

Should the statutory quorum laid down by the Companies Law or/and the Articles of Association not be met on the aforementioned date stated for the first convening, the OGMS is convened on the date of **23 April 2013, 10:00 AM** at the same address and with the same agenda.

Additional information can be obtained from the Investors Relations Department, at telephone numbers 0800 800 064 (free of charge in Romania) or +40 214022206 and from the website of the Company (www.petrom.com).

Mariana Gheorghe
Chief Executive Officer
President of the Executive Board
OMV Petrom S.A.



Propunerea Directoratului cu privire la distribuirea de dividende pentru anul financiar 2012

Executive Board's proposal regarding dividend distribution for year 2012

Directoratul OMV Petrom S.A., societate administrată în sistem dualist, înființată și funcționând în conformitate cu legislația română, supune Adunării Generale Ordinare a Acționarilor ("AGOA") convocată în data de 22 aprilie 2013 următoarea propunere, pe baza situațiilor financiare individuale întocmite în conformitate cu Standardele Internaționale de Raportare Financiară:

Distribuirea către acționarii Societății înregistrați la Data de Înregistrare de dividende cu o valoare brută pe acțiune de **0,028 RON** pentru anul financiar 2012, în valoare totală de 1.586 milioane RON.

Plata dividendelor se va face în **RON, printr-un Agent de Plata, începând cu 18 iunie 2013.**

Datele exacte de identificare ale agentului de plată, detaliile metodei de plată, inclusiv modelul de formular de plată și documentele justificative vor fi comunicate acționarilor înainte de a începe perioada de plată printr-un comunicat de presă și vor fi comunicate Bursei de Valori București și Comisiei Naționale a Valorilor Mobiliare printr-un raport curent.

În conformitate cu prevederile articolului 238 din Legea nr. 297/2004 privind piața de capital, **Data de Înregistrare propusă** pentru identificarea acționarilor care vor beneficia de dividende sau alte drepturi și asupra cărora se vor răsfrânge hotărârile AGOA este **14 mai 2013.**

Mariana Gheorghe,
Director General Executiv / Chief Executive Officer
Președinte al Directoratului / President of the Executive Board



Andreas Matje,
Director Financiar / Chief Financial Officer



The Executive Board of OMV Petrom S.A., a company managed in a two-tier system, incorporated and operating under the laws of Romania, hereby submits to the Ordinary General Meeting of Shareholders ("OGMS"), convened on April 22, 2013, the **following proposal**, based on separate individual financial statements prepared in accordance with International Financial Reporting Standards:

The distribution to the Company's shareholders recorded at the Registration Date of the dividends with a gross value per share amounting to **RON 0.028** for the 2012 financial year, in total amount of **RON 1,586 million.**

The payment of the dividends will be made **in RON, via a Payment Agent, starting with 18 June 2013.**

The exact identification data of the payment agent, the details of the payment methods, including the template of the payment request form and the supporting required documents will be communicated to the shareholders before the starting of the payment period via a press release and will be disclosed to Bucharest Stock Exchange and National Securities Commission via an ad-hoc report.

In accordance with article 238 of Capital Markets Law no. 297/2004, the **proposed Registration Date** which serves to the identification of the shareholders who are to benefit from dividends or other rights and who are affected by the resolutions of the OGMS, is **14 May 2013.**