

Resolution no. 5
of the Ordinary General Meeting of Shareholders
of OMV Petrom SA of 22 April 2013

The Ordinary General Meeting of Shareholders (hereinafter referred to as the “OGMS”) of **OMV Petrom S.A.**, a company managed in a two-tier system, incorporated and functioning 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 share capital of RON 5,664,410,833.50 divided in 56,644,108,335 common, nominative shares having a face value of RON 0.1 each (hereinafter referred to as the „**Company**”),

convened via the convening notice published in the Official Gazette of Romania, Part IV, no of March 22, 2013 and in the following widely-spread newspapers: “Bursa” and “Ziarul Financiar” of March 22, 2013,

held 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, at the first convening,

in accordance with Company Law no. 31/1990, republished, Capital Markets Law no. 297/2004, National Securities Commission (“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 Articles of Association of the Company,

Hereby decides upon items no. 10, 13, 14 of the agenda of the meeting as follows:

Item 10. In the presence of the shareholders representing % of the share capital and % of the total voting rights, with the affirmative votes of the shareholders representing % of the share capital and % of the casted votes **appoints for a 4 year mandate starting with 28 April 2013 until 28 April 2017 the following members of the Supervisory Board:**

- **Mr/Mrs.....** (a citizen of, born on in, domiciled in, identified with Passport no., issued by on, valid until)
- **Mr/Mrs.....** (a citizen of, born on in, domiciled in, identified with Passport no., issued by on, valid until)



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- **Mr/Mrs**..... (a citizen of, born on in, domiciled in, identified with Passport no., issued by on, valid until)
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Item 13. In the presence of the shareholders representing% of the share capital and % of the total voting rights, with the affirmative votes of the shareholders representing% of the share capital and % of the casted votes **establishes 14 May 2013 as the "Registration Date"** in accordance with article 238 of Capital Markets Law no. 297/2004, more specifically, 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 this resolution of the OGMS.

Item 14. In the presence of the shareholders representing% of the share capital and % of the total voting rights, with the affirmative votes of the shareholders representing % of the share capital and % of the casted votes, **Ms Mariana Gheorghe**, Chief Executive Officer, is **empowered to sign** in the name and on behalf of the shareholders **this resolution of the OGMS and to perform 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 OGMS.** Ms Mariana Gheorghe is conferred upon the right to delegate all or part of the above mentioned powers to any competent person(s).

This resolution is signed today, 22 April 2013, in Bucharest, in 4 original counterparts.

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



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