

SPECIAL POWER-OF-ATTORNEYⁱ
for representation in the Ordinary General Meeting of
Shareholders of OMV Petrom S.A. of 22 / 23 April 2013
(updated on 9 April 2013)

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

or

I, the undersignedⁱⁱ _____ [*name of the shareholder – legal person*], having the registered office located at _____, registered with
the Trade Registry/equivalent body - for non resident legal person under no. _____,
sole registration code / equivalent identification no. - for non
resident legal person _____, legally representedⁱⁱⁱ by

shareholder at **the Reference Date i.e. 12 April 2013** of SC OMV PETROM S.A., company managed in a
two tier 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 22 Coralilor Street, Sector 1, (Petrom City) Bucharest, Romania, having the
subscribed and paid share capital of 5,664,410,833.50 RON, (the **"Company"**),

owner of _____ shares, representing _____ % of the total number of shares issued
by the Company,

hereby empower^{iv} _____
having the domicile in _____, identified with _____ [*identity card*],
series _____, number _____, issued by _____, on _____, personal identification number
_____,
or

_____ [*name of the proxy holder -legal person*], having the registered
office located at _____, registered with the Trade
Registry/equivalent body - for non resident legal person under no. _____,
sole registration code / equivalent identification no. - for non resident legal person
_____, represented by^v _____ having the domicile in
_____, identified with _____ [*identity card*],
series _____, number _____, issued by _____, on _____, personal identification number

for the Ordinary General Meeting of the Shareholders of OMV PETROM S.A. convened for 22 April 2013,
10.00 AM, at "Crown Ballroom" conference room of the CROWNE PLAZA Hotel, located in Bucharest, 1
Poligrafiei Boulevard, sector 1, or,

should the Ordinary General Meeting of the Shareholders not be held at the first convening date of 22
April 2013, for the second convening of the Ordinary General Meeting of the Shareholders set for 23 April
2013, starting at 10.00 AM, at "Crown Ballroom" conference room of the CROWNE PLAZA Hotel, located
in Bucharest, 1 Poligrafiei Boulevard, sector 1

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

1. For item 1 on the Agenda, [i.e. **"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."**]:

For _____ Against _____ Abstention _____

2. For item 2 on the Agenda, [i.e. **"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.":

For _____ Against _____ Abstention _____

3. For item 3 on the Agenda, [i.e. **"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."**]:

For _____ Against _____ Abstention _____

4. For item 4 on the Agenda, [i.e. **"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."**]:

For _____ Against _____ Abstention _____

5. For item 5 on the Agenda, [i.e. **"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."**]:

For _____ Against _____ Abstention _____

6. For item 6 on the Agenda, [i.e. **"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"**]:

The proposal for the distribution of dividends is the following:

- **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 gross amount of RON 1,586 million.
- the payment of the dividends will be made **in RON, via BRD Groupe Societe Generale payment agent, starting with 18 June 2013**, using the following computation method: the gross dividend corresponding to each shareholder will be computed by multiplying the number of shares held at the Registration Date by the respective shareholder with the gross dividend per share; the resulting amount should be rounded up/down to two decimals; therefore, the tax on dividends will be computed by applying the relevant tax rate to gross dividends already rounded up/down to two decimals; consequently, the net dividend will be computed as difference between the gross dividend rounded up/down to two decimals and dividend tax rounded as per legal requirements.
- the payment methods will be the following:
 - (i) **only for natural persons: cash** – at the pay desks of any of the payment agent's offices;
 - (ii) **for natural and/or legal persons: via banking transfer**, only further to the beneficiary of the dividend filling in and sending to the payment agent a **payment request form** having attached the **supporting documents** in order for the payment to be processed.
- **the details of the payment methods, including the template of the payment request form and the required documents will be communicated to the shareholders before the starting of the payment period (i.e. before 18 June 2013) via a press release and will be disclosed to Bucharest Stock Exchange and National Securities Commission via an ad-hoc report. The press release together with the list of the Payment Agent offices will be posted on the website of the Company (www.petrom.com), under the section dedicated to investors' relations.**

For _____ Against _____ Abstention _____

7. For item 7 on the Agenda, [i.e. **“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”**]:

For _____ Against _____ Abstention _____

8. For item 8 on the Agenda, [i.e. **“Approval of the 2013 Revenue and Expenditure Budget.”**]:

For _____ Against _____ Abstention _____

9. For item 9 on the Agenda, [i.e. **“Discharge of liability of the members of the Executive Board and of the members of the Supervisory Board for the 2012 financial year.”**]:

For _____ Against _____ Abstention _____

10. For item 10 on the Agenda, [i.e. **“Appointment of the members of the Supervisory Board for a four years mandate starting with 28 April 2013”**]^{vi}:

Mr Joseph Bernhard Mark Mobius

For _____ Against _____ Abstention _____

Mr Gerhard Roiss

For _____ Against _____ Abstention _____

Mr David Charles Davies

For _____ Against _____ Abstention _____

Mr Jacobus Gerardus Huijskes

For _____ Against _____ Abstention _____

Mr Manfred Leitner

For _____ Against _____ Abstention _____

Mr Hans-Peter Floren

For _____ Against _____ Abstention _____

Mr Ricardo Puliti

For _____ Against _____ Abstention _____

Mr Dan Lucian Vladescu

For _____ Against _____ Abstention _____

Mr George Baesu

For _____ Against _____ Abstention _____

11. For item 11 on the Agenda, [i.e. **"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."**]:

The proposal for the above mentioned remunerations for 2013 is the following: EUR 20,000/year - net remuneration for each member of Supervisory Board and EUR 4,000/meeting - additional net remuneration of each member of the committee/ committees established by the Supervisory Board

For _____ Against _____ Abstention _____

12. For item 12 on the Agenda, [i.e. **"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."**]:

The proposal for the financial auditor auditing 2013 financial year with a remuneration amounting to EUR 437,000 is the following: ERNST & YOUNG ASSURANCE SERVICES SRL.

For _____ Against _____ Abstention _____

13. For item 13 on the Agenda, [i.e. **"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."**]:

For _____ Against _____ Abstention _____

14. For item 13 on the Agenda, [i.e. **"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."**]:

For _____ Against _____ Abstention _____

I hereby attach a copy of my valid identification document^{vii} / a copy of the registration certificate^{viii}

Date _____

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x

ⁱ 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

ⁱⁱ to be filled in only by legal persons

ⁱⁱⁱ to be entered the legal representative of the legal person mentioned in the documents attesting the legal representative capacity

^{iv} to be entered with the name of the appointed representative

^v to be entered the details of the proxy holder to represent the legal person who may be a different person than the legal representative

^{vi} in case a proposal for cumulative voting is received in due time, for this item of the agenda a specific power of attorney will be made available.

^{vii} applicable for natural persons

^{viii} applicable for legal persons

^{ix} in case of natural persons, to be signed; in case of legal persons, to be signed by the legal representative(s) and stamped (if a stamp exist)

^x in case of legal persons, the position of the legal representative shall be mentioned.