



**Results of the votes on the Resolutions
of the Ordinary General Meeting of Shareholders
of OMV Petrom S.A. held on 26 April 2018**

In accordance with article 19 of Regulation no. 6/2009 of the National Securities Commission regarding the exercise of some rights of the shareholders in the general meetings of shareholders, **OMV Petrom S.A.**, a company managed in a two tier system, incorporated and functioning under the laws of Romania, registered with the Bucharest Trade Registry Office under number J40/8302/1997, sole registration code 1590082, having the headquarters at 22 Coralilor Street, District 1, Bucharest ("Petrom City"), having the subscribed and paid share capital of RON 5,664,410,833.50, 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**”), hereby publishes the results of the votes from the Ordinary General Meeting of Shareholders (hereinafter referred to as the “**OGMS**”) held upon first convening and in observance of legal validity requirements on 26 April 2018, starting with 09:00 o'clock (Romanian time), **at “JW Marriott” Hotel, “Constanta” Room, 90 Calea 13 Septembrie Street, District 5, Bucharest, Romania**, as follows,

A. Status of shares and voting rights as at the date of OGMS:

Share capital: RON 5,664,410,833.50

Nominal value per share: RON 0.1

Voting rights per share: 1

Type of shares: common, nominative:

Total number of shares: 56,644,108,335

Voting right shares: 56,644,108,335

Total number of voting rights: 56,643,903,559

Suspended voting right shares: 204,776.

B. Results of the votes in the OGMS held on 26 April 2018

1. For the appointment of Mr. Ovidiu Gaitan as secretary of the OGMS, the following results were recorded:

- Quorum: 40,587,041,102 shares representing 71.65271% of the share capital and 71.65297% of the voting rights;
- Total number of valid votes cast: 40,587,041,102;
- Total number of shares for which valid votes were cast 40,587,041,102 representing 71.65271% of the share capital;



- Votes:
 - o For: 40,587,041,102 votes representing 71.65271% of the share capital and 100% of the casted votes;
 - o Against: 0 votes;
 - o Abstentions: 0 votes.
- 2. For item no. 1 on the agenda of the OGMS,** regarding the approval of the separate financial statements of OMV Petrom for the financial year ended on 31 December 2017 prepared in accordance with International Financial Reporting Standards (IFRS), as stipulated into Ministry of Finance Order no. 2844/2016, based on the Independent Auditor's Report, the Report of the Executive Board and the Report of the Supervisory Board for the 2017 financial year, **the following results were recorded:**
 - Quorum: 49,061,738,595 shares representing 86.61401% of the share capital and 86.61433% of the voting rights;
 - Total number of valid votes cast: 49,056,630,395;
 - Total number of shares for which valid votes were cast 49,056,630,395, representing 86.60500% of the share capital;
 - Votes:
 - o For: 49,056,630,395 votes representing 86.60500% of the share capital and 100% of the casted votes;
 - o Against: 0 votes;
 - o Abstentions: 5,108,200 votes.
- 3. For item no. 2 on the agenda of the OGMS,** regarding the approval of the consolidated financial statements of OMV Petrom for the financial year ended on 31 December 2017, prepared in accordance with IFRS, as endorsed by the European Union, based on the Independent Auditor's Report, the Report of the Executive Board and the Report of the Supervisory Board for the 2017 financial year, **the following results were recorded:**
 - Quorum: 49,061,738,595 shares representing 86.61401% of the share capital and 86.61433% of the voting rights;
 - Total number of valid votes cast: 49,056,630,395;
 - Total number of shares for which valid votes were cast 49,056,630,395, representing 86.60500% of the share capital;
 - Votes:
 - o For: 49,056,630,395 votes representing 86.60500% of the share capital and 100% of the casted votes;
 - o Against: 0 votes;
 - o Abstentions: 5,108,200 votes.



4. For item no. 3 on the agenda of the OGMS, regarding the approval of the Annual Report which also includes the Report of the Executive Board and the Report of the Supervisory Board for the 2017 financial year, the following results were recorded:

- Quorum: 49,061,738,595 shares representing 86.61401% of the share capital and 86.61433% of the voting rights;
- Total number of valid votes cast: 49,056,597,912;
- Total number of shares for which valid votes were cast 49,056,597,912, representing 86.60494% of the share capital;
- Votes:
 - o For: 49,056,597,912 votes representing 86.60494% of the share capital and 100% of the casted votes;
 - o Against: 0 votes;
 - o Abstentions: 5,140,683 votes.

5. For item no. 4 on the agenda of the OGMS, regarding the Approval of the allocation of the profits, determined according to the law, as well as the distribution of dividends for 2017 financial year, as detailed and presented in the supporting materials

4.a For the approval of the Executive Board's proposal regarding the allocation of the profits, determined according to the law, for the financial year ended December 31, 2017, as follows:

- (i) to reserves from fiscal facilities (reinvested profit) an amount of **RON 72,091,694.13**
- (ii) **distribution of dividends with a gross value amounting to RON 0.020 per share;** the payment of dividends is to be made **in RON** to OMV Petrom's shareholders, registered with the shareholders registry kept by Depozitarul Central S.A., on the Registration Date established by this OGMS, starting with the Payment Date established by this OGMS; the net dividend and related tax on dividend is to be determined 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 will be then rounded down to two decimals according to the Code of Depozitarul Central S.A., with its subsequent amendments and supplementations; afterwards, the tax on dividend will be computed by applying the relevant tax rate to gross dividends already rounded down to two decimals; the amount of the net dividend to be paid will represent the difference between the gross dividend rounded down to two decimals and the amount of the related tax on dividends rounded up/down according to the legal provisions,

the following results were recorded:

- Quorum: 49,061,738,595 shares representing 86.61401% of the share capital and 86.61433% of the voting rights;
- Total number of valid votes cast: 49,061,738,595;



- Total number of shares for which valid votes were cast 49,061,738,595, representing 86.61401% of the share capital;
- Votes:
 - o For: 49,061,738,595 votes representing 86.61401% of the share capital and 100% of the casted votes;
 - o Against: 0 votes;
 - o Abstentions: 0 votes.

4.b For the approval, in line with the capital market legislation requirements for the payment of dividends, that the payment of the dividends is made through Depozitarul Central S.A. (i) via the participants in the clearing-settlement and registry system and, where appropriate, (ii) via the payment agent BRD Groupe Societe Generale S.A., **the following results were recorded:**

- Quorum: 49,061,738,595 shares representing 86.61401% of the share capital and 86.61433% of the voting rights;
- Total number of valid votes cast: 49,061,706,112;
- Total number of shares for which valid votes were cast 49,061,706,112, representing 86.61396% of the share capital;
- Votes:
 - o For: 49,061,706,112 votes representing 86.61396% of the share capital and 100% of the casted votes;
 - o Against: 0 votes;
 - o Abstentions: 32,483 votes.

6. For item no. 5 on the agenda of the OGMS, regarding the approval of the 2018 Income and Expenditure Budget, the following results were recorded:

- Quorum: 49,061,738,595 shares representing 86.61401% of the share capital and 86.61433% of the voting rights;
- Total number of valid votes cast: 49,061,706,112;
- Total number of shares for which valid votes were cast 49,061,706,112, representing 86.61396% of the share capital;
- Votes:
 - o For: 49,061,703,336 votes representing 86.61395% of the share capital and 99.99999% of the casted votes;
 - o Against: 2,776 votes;
 - o Abstentions: 32,483 votes.



7. For item no. 6 on the agenda of the OGMS, regarding the discharge of liability of the members of the Executive Board and of the members of the Supervisory Board for the 2017 financial year, the following results were recorded:

- Quorum: 49,061,738,595 shares representing 86.61401% of the share capital and 86.61433% of the voting rights;
- Total number of valid votes cast: 49,056,628,751;
- Total number of shares for which valid votes were cast 49,056,628,751, representing 86.60499% of the share capital;
- Votes:
 - o For: 49,056,628,751 votes representing 86.60499% of the share capital and 100% of the casted votes;
 - o Against: 0 votes;
 - o Abstentions: 5,109,844 votes.

8. For item no. 7 on the agenda of the OGMS, regarding the appointment of 2 (two) new members of the Supervisory Board of OMV Petrom

7.1 For the appointment of Mrs. Sevil Shhaideh as member of the Supervisory Board of OMV Petrom for the remaining period of the mandate granted to Mr. Mihai Busuioc, further to the waiver of his mandate as member of the Supervisory Board, **the following results were recorded:**

- Quorum: 49,061,738,595 shares representing 86.61401% of the share capital and 86.61433% of the voting rights;
- Total number of valid votes cast: 48,219,333,117;
- Total number of shares for which valid votes were cast 48,219,333,117, representing 85.12682% of the share capital;
- Votes:
 - o For: 41,492,235,762 votes representing 73.25075% of the share capital and 86.04896% of the casted votes;
 - o Against: 6,727,097,355 votes;
 - o Abstentions: 842,400,478 votes.

7.2 For the appointment of Mr. Hans Christopher Veit as member of the Supervisory Board of OMV Petrom for the remaining period of the mandate granted to Mr. Johann Pleininger, further to the waiver of his mandate as member of the Supervisory Board, **the following results were recorded:**

- Quorum: 49,061,738,595 shares representing 86.61401% of the share capital and 86.61433% of the voting rights;
- Total number of valid votes cast: 49,061,692,978;



- Total number of shares for which valid votes were cast 49,061,692,978, representing 86.61393% of the share capital;
- Votes:
 - o For: 42,576,847,488 votes representing 75.16553% of the share capital and 86.78226% of the casted votes;
 - o Against: 6,484,845,490 votes;
 - o Abstentions: 42,776 votes.

9. For item no. 8 on the agenda of the OGMS, regarding the establishment of the remuneration for the members of the Supervisory Board for the current year and the general limit of the additional remunerations for the Supervisory Board members who were assigned specific positions within the Supervisory Board namely

- an annual gross remuneration corresponding to a net remuneration of EUR 20,000 for each member of the Supervisory Board;
- a gross remuneration per meeting corresponding to a net remuneration of EUR 4,000 for each member of the Audit Committee;
a gross remuneration per meeting corresponding to a net remuneration of EUR 2,000 for each member of the Presidential and Nomination Committee,

the following results were recorded:

- Quorum: 49,061,738,595 shares representing 86.61401% of the share capital and 86.61433% of the voting rights;
- Total number of valid votes cast: 48,219,461,416;
- Total number of shares for which valid votes were cast 48,219,461,416, representing 85.12705% of the share capital;
- Votes:
 - o For: 48,219,099,700 votes representing 85.12641% of the share capital and 99.99924% of the casted votes;
 - o Against: 361,716 votes;
 - o Abstentions: 842,277,179 votes.

10. For item no. 9 on the agenda of the OGMS, regarding the appointment of the Company's financial auditor, considering the expiry of the term of the current audit service agreement, establishment of the minimum duration of the audit service agreement and the remuneration of the financial auditor

For 9.a regarding the approval of the reappointment of Ernst & Young Assurance Services SRL as financial auditor of OMV Petrom for the 2018 financial year, the duration of the audit service agreement being one year, **the following results were recorded:**

- Quorum: 49,061,738,595 shares representing 86.61401% of the share capital and 86.61433% of the voting rights;



- Total number of valid votes cast: 49,061,701,112;
- Total number of shares for which valid votes were cast 49,061,701,112, representing 86.61395% of the share capital;
- Votes:
 - o For: 37,370,654,158 votes representing 65.97447% of the share capital and 76.17072% of the casted votes;
 - o Against: 11,691,046,954 votes;
 - o Abstentions: 37,483 votes.

For 9.b regarding the approval of the remuneration amounting to EUR 500,170 to be paid to Ernst & Young Assurance Services SRL for auditing OMV Petrom's financial statements for 2018 financial year, **the following results were recorded:**

- Quorum: 49,061,738,595 shares representing 86.61401% of the share capital and 86.61433% of the voting rights;
- Total number of valid votes cast: 49,061,693,736;
- Total number of shares for which valid votes were cast 49,061,693,736, representing 86.61393% of the share capital;
- Votes:
 - o For: 37,370,645,692 votes representing 65.97446% of the share capital and 76.17072% of the casted votes;
 - o Against: 11,691,048,044 votes;
 - o Abstentions: 44,859 votes.

11. For item no. 10 on the agenda of the OGMS, regarding the approval of 25 May 2018 as Registration Date for identifying the shareholders upon which the resolutions of the OGMS will take effect as per article 86, para. (1) of Issuers' Law and of 24 May 2018 as Ex-Date, **the following results were recorded:**

- Quorum: 49,061,738,595 shares representing 86.61401% of the share capital and 86.61433% of the voting rights;
- Total number of valid votes cast: 49,061,738,595;
- Total number of shares for which valid votes were 49,061,738,595, representing 86.61401% of the share capital;
- Votes:
 - o For: 49,061,738,595 votes representing 86.61401% of the share capital and 100% of the casted votes;
 - o Against: 0 votes;
 - o Abstentions: 0 votes.



12. For item no. 11 on the agenda of the OGMS, regarding the approval Approval of 19 June 2018 as Payment Date for payment of dividends for 2017 financial year, **the following results were recorded:**

- Quorum: 49,061,738,595 shares representing 86.61401% of the share capital and 86.61433% of the voting rights;
- Total number of valid votes cast: 49,061,706,112;
- Total number of shares for which valid votes were 49,061,706,112, representing 86.61396% of the share capital;
- Votes:
 - o For: 49,061,706,112 votes representing 86.61396% of the share capital and 100% of the casted votes;
 - o Against 0 votes;
 - o Abstentions: 32,483 votes.

13. For item no. 12 on the agenda of the OGMS, regarding the empowerment, individually, each of Mrs. Mariana Gheorghe, President of Executive Board and Chief Executive Officer and Mr. Stefan Waldner, member of the Executive Board and Chief Financial Officer, to sign in the name of the shareholders the OGMS resolutions and to perform any act or formality required by law for the registration of the OGMS resolutions. Each of Mrs. Mariana Gheorghe and Mr. Stefan Waldner may delegate all or part of the above mentioned powers to any competent person(s) to perform such mandate, **the following results were recorded:**

- Quorum: 49,061,738,595 shares representing 86.61401% of the share capital and 86.61433% of the voting rights;
- Total number of valid votes cast: 49,061,738,595;
- Total number of shares for which valid votes were 49,061,738,595, representing 86.61401% of the share capital;
- Votes:
 - o For: 49,061,738,595 votes representing 86.61401% of the share capital and 100% of the casted votes;
 - o Against: 0 votes;
 - o Abstentions: 0 votes.