

**Logo: Romanian Government**

**Ministry of Energy**

**MINISTER'S CABINET**

**No. 101381/8.04.2016**

**To: OMV Petrom SA Bucharest**

**Mrs. Mariana Gheorghe, President of the Executive Board**

**Re: *The Ordinary General Meeting of Shareholders of OMV Petrom SA, Bucharest, convened on 26 April 2016***

In accordance with the provisions of article 117<sup>1</sup> of Company Law no. 31/1990, republished, further amended and supplemented, on the exercise of certain rights of the shareholders,

The Ministry of Energy (ME), in the name of the Romanian State as shareholder holding a number of 11,690,694,418 shares representing 20,64% of the share capital of OMV Petrom SA Bucharest, hereby requests the supplementing of the agenda of the Ordinary General Meeting of Shareholders by inserting two new items, having the following wording:

- 1. "Revocation of Mr. Bogdan Nicolae Badea's mandate of member of the Supervisory Board of OMV Petrom SA;*
- 2. Appointment of a new member of the Supervisory Board for the remaining period of the mandate granted to Mr. Bogdan Nicolae Badea, further to the approval of the revocation of his mandate of member of the Supervisory Board"*

The list of persons proposed by ME for the appointment as member of the Supervisory Board of OMV Petrom SA is presented in the Appendix attached hereto. In accordance with the art. 17.4 of the Articles of Association of the Company "The proposal for a candidate to a vacant Supervisory Board position will be submitted only after consultation with the shareholder which had proposed the Supervisory Board member whose mandate's termination generated the vacancy."

We also send the draft resolution of the of the Ordinary General Meeting of Shareholders for the items mentioned above, as follows

Resolution no. ....

of the Ordinary General Meeting of Shareholders of OMV Petrom SA of 26 April 2016

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 1222 of 25 March 2016, pages 1-7 and in the following widely-spread newspapers: "Bursa" and "Ziarul Financiar" of 25 March 2016,

held on **26 April 2016**, 09.00 AM, at **ATLAS** room within **Radisson Blu Hotel, "Atlas" Room, 63-81 Calea Victoriei Street, sector 1, Bucharest**, at the first convening,

in accordance with Company Law no. 31/1990, republished, Capital Markets Law no. 297/2004, Regulation no. 1/2006 on issuers and trading of securities, 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. ....of the agenda of the meeting as follows:**

**Item no.....** In the presence of the shareholders representing ..... % of the share capital and ..... % of the total voting rights, with the affirmative and secret votes of the shareholders representing % of the share capital and ..... % of the casted votes, approves the revocation of .....as member of the Supervisory Board of OMV Petrom SA.

**Item no.....** In the presence of the shareholders representing ..... % of the share capital and ..... % of the total voting rights, with the affirmative and secret votes of the shareholders representing % of the share capital and ..... % of the casted votes, appoints [...] (*identification details*) as the new member of the Supervisory Board for the remaining term of the mandate granted to his predecessor, respectively until 28 April 2017.

**Sincerely yours**

**VICTOR VLAD GRIGORESCU**

**Energy Minister**

## **APPENDIX**

### **LIST**

#### **OF PERSONS PROPOSED BY THE MINISTRY OF ENERGY**

<b>No.</b>	<b>Name and Surname</b>	<b>Identification details</b>	<b>Education</b>
<b>1</b>	<b>MANOLESCU Dan</b>	<b>Domiciled in Bucharest, Sector 1, 155 Calea Victoriei, bl D1, sc 1 ap.16</b>	<b>Economic Studies Academy – Graduation Degree in Banking and Stock Exchange, PhD in Accounting  Law and Administrative Sciences Faculty – Craiova University – Bachelor of Laws</b>

**Victor Vlad Grigorescu**

**Energy Minister**