

**SPECIAL POWER-OF-ATTORNEY<sup>i</sup>**  
**for representation in the**  
**Ordinary General Meeting of Shareholders of OMV Petrom S.A. of**  
**26 / 27 April 2016**

I, the undersigned<sup>ii</sup> \_\_\_\_\_ [*name and surname of the shareholder – natural person*], identified with \_\_\_\_\_ [*identity card*], series \_\_\_\_, number \_\_\_\_\_, issued by \_\_\_\_\_, on \_\_\_\_\_, valid until \_\_\_\_\_, having the domicile in \_\_\_\_\_, personal identification number \_\_\_\_\_,

or

I, the undersigned<sup>iii</sup> \_\_\_\_\_ [*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 represented<sup>iv</sup> by \_\_\_\_\_,

shareholder at **the Reference Date of 15 April 2016** of **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 no. J40/8302/1997, 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 RON 5,664,410,833.50, (the **"Company"** or **"OMV Petrom"**),

holding a number of \_\_\_\_\_ shares, representing \_\_\_\_\_ % of the total number of shares issued by the Company,

I hereby empower<sup>v</sup>

\_\_\_\_\_ [*name of the proxy holder - natural person*]  
having the domicile in \_\_\_\_\_, identified with \_\_\_\_\_  
[*identity card*], series \_\_\_\_, number \_\_\_\_\_, issued by \_\_\_\_\_, on \_\_\_\_\_, valid until \_\_\_\_\_, 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<sup>vi</sup> \_\_\_\_\_ having the domicile in \_\_\_\_\_,  
identified with \_\_\_\_\_ [*identity card*], series \_\_\_\_, number \_\_\_\_\_, issued by  
\_\_\_\_\_, on \_\_\_\_\_, valid until \_\_\_\_\_, personal identification number \_\_\_\_\_,

to represent me in the **Ordinary General Meeting of Shareholders of OMV Petrom convened for 26 April 2016, starting at 9:00 AM**, at Radisson Blu Hotel, "Atlas" Room, 63-81 Calea Victoriei Street, sector 1, Bucharest, Romania, or, should the Ordinary General Meeting of Shareholders of OMV Petrom not be held at the first convening date of 26 April 2016, for the second convening of the Ordinary General Meeting of Shareholders of OMV Petrom set for 27 April 2016, starting at 9:00 AM, at OMV Petrom's headquarters located in 22 Coralilor Street, sector 1, Bucharest ("Petrom City"), Infinity building, Oval B,

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 financial statements of OMV Petrom for the financial year ended on 31 December 2015 prepared in accordance with International Financial Reporting Standards (IFRS), as stipulated into Ministry of Finance Order no.1286/2012, based on the Independent Auditor's Report, the Report of the Executive Board and the Report of the Supervisory Board for the 2015 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 2015, 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 2015 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 2015 financial year."**]:

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

4. For item 4 on the Agenda, [i.e. **"Approval of the Executive Board's proposal not to distribute dividends for the 2015 financial year."**]:

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

5. For item 5 on the Agenda, [i.e. **"Approval of the 2016 Income and Expenditure Budget."**]:

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

6. For item 6 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 2015 financial year."**]:

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

7. For item 7 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 who were assigned specific positions within the Supervisory Board."**]:

The proposal for the above mentioned remunerations for the current year is the following: a gross remuneration of each member of the Supervisory Board corresponding to a net remuneration of EUR 20,000/ year and an additional gross remuneration, corresponding to the net remuneration of EUR 4,000/ meeting/ member, for the members of the committees established by the Supervisory Board:

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

8. For item 8 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."**], as follows:

- a) The proposal for the appointment of ERNST & YOUNG ASSURANCE SERVICES SRL as financial auditor of the Company, to audit 2016 financial year, the duration of the financial audit agreement being one year:

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

- b) The proposal to approve the remuneration amounting to EUR 427,500 to be paid to ERNST & YOUNG ASSURANCE SERVICES SRL for auditing the financial statement for 2016 financial year:

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

9. For item 9 on the Agenda, [i.e. **"Approval in accordance with article 129<sup>2</sup> of the National Securities Commission Regulation no. 1/2006 of 20 May 2016 as Registration Date for identifying the shareholders upon which the resolutions of the OGSM will take effect as per article 238, para. (1) of Capital Market Law no. 297/2004 and of 19 May 2016 as Ex-Date, computed in accordance with article 2, letter f) of National Securities Commission Regulation no. 6/2009."**]:

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

10. For item 10 on the Agenda, [i.e. **"Empowering individually each of Ms. Mariana Gheorghe, President of Executive Board and Chief Executive Officer and Mr. Andreas Matje, member of the Executive Board and Chief Financial 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 of the decisions of the OGMS. Ms. Mariana Gheorghe or Mr. Andreas Matje 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 (i.e. identity card/passport for natural persons and for legal persons, identity card/passport of the legal representative).**

Date \_\_\_\_\_

vii \_\_\_\_\_ [signature]

viii \_\_\_\_\_

*[Surname and name of the natural-person shareholder or of the representative of the legal-person shareholder, in capital letters]*

<sup>i</sup> a shareholder may be represented in the OGMS only by one proxy holder, holding a special power of attorney granted specifically for the OGMS held on 26/27 April 2016

<sup>ii</sup> to be filled in only by shareholders - natural persons

<sup>iii</sup> to be filled in only by shareholders - legal persons

<sup>iv</sup> to be entered the legal representative of the legal person mentioned in the documents attesting the legal representative capacity

<sup>v</sup> to be entered the name of the appointed representative (i.e. proxy holder)

<sup>vi</sup> to be entered the details of the proxy holder to represent the legal person who may be a different person than the legal representative

<sup>vii</sup> 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)

<sup>viii</sup> in case of legal persons, the position of the legal representative shall be mentioned