

SPECIAL POWER-OF-ATTORNEYⁱ

for representation in the Ordinary General Meeting of
Shareholders of OMV Petrom S.A. of 27 / 28 April 2012

I, the undersigned _____ [*name of the shareholder – individual*], identified with _____ [*identity card*], series _____, number _____, issued by _____, on _____, having 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. 17 April 2012** 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 lei, (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 27 April 2012, 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 27 April 2012, for the second convening of the Ordinary General Meeting of the Shareholders set for 28 April 2012, 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 financial statements prepared in accordance with Romanian Accounting Standards (RAS) for the financial year ended on 31 December 2011, based on the Financial Auditor's Report, the Report of the Executive Board and the Report of the Supervisory Board for the 2011 financial year.**"]:

For _____ Against _____ Abstention _____

2. For item 2 on the Agenda, [i.e. "**Approval of the consolidated financial statements prepared in accordance with the International Financial Reporting Standards (IFRS) for the year ended on 31 December 2011, based on the Financial Auditor's Report, the Report of the Executive Board and the Report of the Supervisory Board for the 2011 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 2011 financial year."**]:

For _____ Against _____ Abstention _____

4. For item 4 on the Agenda, [i.e. **"Approval of the Executive Board's proposal to allocate the amount of RON 209,401,533 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 _____

5. For item 5 on the Agenda, [i.e. **"Approval of the Executive Board's proposal to distribute dividends for the 2011 financial year, the manner of payment and the starting date; the Executive Board proposes to distribute starting with 18 June 2012, via payment agent, to OMV Petrom's shareholders recorded at the registration date, dividends with a gross value per share as detailed in the in the supporting materials.."**]:

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 0.031** for the 2011 financial year up to a total amount of RON 1,755.96 million.
- the payment of the dividends will be made **in RON, via a payment agent, starting with 18 June 2012**, 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 amounts of tax and the net dividend will be already rounded up/down to two decimals.
- 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.
- Mr. Daniel Turnheim- Chief Financial Officer of the Company is empowered to select the payment agent.
- **the identification data of the payment agent, the details of the payment methods, including the template of the payment request form and the supporting documents will be communicated to the shareholders before the starting of the payment period (i.e. before 18 June 2012) 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 _____

6. For item 6 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 for the 2011 financial year pursuant to article 106 of the Company's Collective Labour Agreement in force and, as a result, not to make any payments for the 2011 financial year."**]:

For _____ Against _____ Abstention _____

7. For item 7 on the Agenda, [i.e. **"Approval of the 2012 Revenue and Expenditure Budget."**]:

For _____ Against _____ Abstention _____

8. For item 8 on the Agenda, [i.e. **"Discharge of liability of the members of the Executive Board and the members of Supervisory Board for the 2011 financial year."**]:

For _____ Against _____ Abstention _____

9. For item 9 on the Agenda, [i.e. **"The approval of the appointment of a new Supervisory Board member for the remaining term of Mr Werner Auli's mandate, due to the waiver of his mandate as member of the Supervisory Board."**]^{vi}:

The proposal no. 1 for the new member of the Supervisory Board is the following: Mr Hans-Peter Floren

For _____ Against _____ Abstention _____

10. For item 10 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 2012 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 _____

11. For item 11 on the Agenda, [i.e. **"Appointment of the Company's financial auditor, pursuant to the expiry of the audit service agreement, establishment of the duration of the audit service agreement and the remuneration of the financial auditor."**]:

The proposal for the financial auditor auditing 2012 financial year with a remuneration amounting to EUR 382,000 is the following: ERNST & YOUNG ASSURANCE SERVICES SRL.

For _____ Against _____ Abstention _____

12. For item 12 on the Agenda, [i.e. **"Establishing 17 May 2012 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 _____

13. 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 _____

ix _____

x _____

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- 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 27/28 April 2012
 - ⁱⁱ to be filled in only by legal persons
 - ⁱⁱⁱ to be entered the legal representative of the legal person as attested by the Articles of Association
 - ^{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.