

**OMV PETROM SA**  
**Draft of Resolution no. 2**  
of the Ordinary General Shareholders Meeting of  
OMV Petrom SA of 27 April 2012

**Resolution no. 2**  
**of the Ordinary General Meeting of Shareholders**  
**of OMV Petrom SA of 27 April 2012**

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 5,664,410,833.50 RON 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 ..... of March ..., 2012 and in the following widely-spread newspapers: “Bursa” and “Ziarul Financiar” of March ..., 2012,

held on 27 April 2012, 10.00 AM, at “Crown Ballroom” conference room of the CROWNE PLAZA Hotel, located in Bucharest, 1 Poligrafiei Boulevard, sector 1, at the first convening,

in accordance Company Law no. 31/1990, republished, Capital Markets Law no. 297/2004, National Securities Commission (“NSC”) Regulation no. 1/2006 on issuers and trading of securities, NSC Regulation no. 6/2009 on the exercise of certain rights of shareholders in general shareholders meetings of the companies and with the Articles of Association of the Company,

**Hereby decides upon items no. 4, 5, 12, 13 of the agenda of the meeting as follows:**

**Item 4** In the presence of the shareholders representing ..... % of the share capital and ..... % of the total voting rights, with the affirmative votes of the shareholders representing ..... % of the share capital and ..... % of the casted votes **approves 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.

**Item 5** In the presence of the shareholders representing ..... % of the share capital and ..... % of the total voting rights, with the affirmative votes of the shareholders representing ..... % of the share capital and ..... % of the casted votes approves 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 milion.
- 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](http://www.petrom.com)), under the section dedicated to investors' relations.**

**Item 12** In the presence of the shareholders representing ..... % of the share capital and ..... % of the total voting rights, with the affirmative votes of the shareholders representing ..... % of the share capital and ..... % of the casted votes **establishes 17 May 2012 as the "Registration Date"** in accordance with article 238 of Capital Markets Law no. 297/2004, more specifically, 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 this resolution of the OGMS.

**Item 13** In the presence of the shareholders representing ..... % of the share capital and ..... % of the total voting rights, with the affirmative votes of the shareholders representing ..... % of the share capital and ..... % of the casted votes, **Mrs. Mariana Gheorghe**, Chief Executive Officer, **is empowered to sign** in the name and on behalf of the shareholders **this resolution of the OGMS and to perform any and all of the formalities required by law for the registration, the enforcement of and for making valid against third parties this resolution passed by the OGMS.** Mrs. Mariana Gheorghe is conferred upon the right to delegate all or part of the above mentioned powers to any competent person(s).

This resolution is signed today, 27 April 2012, in Bucharest, in 4 original counterparts.

**Mariana Gheorghe**  
**Chief Executive Officer**  
**President of the Executive Board**  
**OMV Petrom S.A.**

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