

**Resolution no. 3**  
**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. 6, 12, 13 of the agenda of the meeting as follows:**

**Item 6** 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 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 Labor Agreement in force** and, as a result, **not to make any payments for the 2011 financial year.**

**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 2011 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 of the Company **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 other person(s).

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

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

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