

Resolution no. 5
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. 10, 12, 13 of the agenda of the meeting as follows:

Item 10 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 net remuneration of each member of Supervisory Board to be EUR 20,000/year for 2012 year and the additional net remuneration of each member of the committee/ committees established by the Supervisory Board to be EUR 4,000 /meeting.**

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.
