



**Resolution no. 1  
of the Ordinary General Meeting of Shareholders  
of OMV Petrom SA of 28 April 2015**

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 RON 5,664,410,833.50 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 2015 and in the following widely-spread newspapers: “Bursa” and “Ziarul Financiar” of ..... March 2015,

held on **28 April 2015**, 11.00 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 with Company Law no. 31/1990, republished, Capital Markets Law no. 297/2004, Regulation no. 1/2006 on issuers and trading of securities, Regulation no. 6/2009 on the exercise of certain rights of shareholders in general shareholders meetings of the companies and with Articles of Association of the Company,

**Hereby decides upon items no. 1, 2, 3, 5, 6, 10, 11 of the agenda of the meeting as follows:**

**Item 1.** 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 Company’s separate financial statements prepared in accordance with Order of the Ministry of Public Finance no.1286/2012 approving the accounting regulations compliant with International Financial Reporting Standards (IFRS), for the financial year ended on 31 December 2014**, based on the Independent Auditor’s Report, the Report of the Executive Board and the Report of the Supervisory Board for the 2014 financial year.

**Item 2.** 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 Company’s consolidated financial statements prepared in accordance with the International Financial Reporting Standards as endorsed by the European Union (IFRS) for the financial year ended on 31 December 2014**, based on the Independent Auditor’s Report, the Report of the Executive Board and the Report of the Supervisory Board for the 2014 financial year.

**Item 3.** 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 Annual Report which includes the Report of the Executive Board and the Report of the Supervisory Board for the 2014 financial year.**

**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 2015 Income and Expenditure Budget.**

**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 the discharge of liability of the members of the Executive Board and of the members of the Supervisory Board for the 2014 financial year.**

**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, **establishes 21 May 2015 as the "Registration Date"** in accordance with article 238 paragraph 1 of Capital Markets Law no. 297/2004, more specifically, the 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 and **20 May 2015 as "Ex-Date"** in accordance with article 2, letter f) of Regulation no. 6/2009, more specifically, the date falling before the registration date with a settlement cycle minus one working day, as of the financial instruments forming the object of the corporate bodies' resolutions are traded without the rights resulting from this resolution of OGMS.

**Item 11.** 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, **Ms Mariana Gheorghe**, President of the Executive Board, **is empowered to sign** in the name and on behalf of the shareholders **this resolution of the OGMS and to perform any act or formality required by law for the registration and the application of this resolution 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.

This resolution is signed today, 28 April 2015, in Bucharest, in 4 original counterparts.

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

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