



**Resolution no. 2  
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,

given that the provisions of the regulatory framework applicable for the payment of the dividends is under process of being amended by the Financial Supervisory Authority, it is proposed to empower the Executive Board to ensure compliance with the new regulations envisaged to be enacted over the upcoming period,

**Hereby decides upon items no. 4, 10, 11 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 the following:

- **The distribution of dividends** to the Company’s shareholders recorded at the Registration Date, **for the 2014 financial year, with a gross value per share amounting to RON 0.0112** and a total gross amount of **RON 634 million**.
- The payment of the dividends will be made **in RON, starting with .....**
- The empowerment of the Executive Board to appoint a payment agent in line with the applicable regulatory requirements for the payment of dividends.
- The net dividend and related tax on dividend amount is to be determined 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 dividend will be computed by applying the relevant tax rate to gross dividends already rounded up/down to two decimals;



consequently, the amounts of tax will be rounded up/down according to the legal provisions and the net dividend will be rounded up/down to two decimals.

- The details of the payment methods, payment agent, payment date and the supporting documents will be communicated to the shareholders before the starting of the payment period through a press release and will be disclosed to Bucharest Stock Exchange and Financial Supervisory Authority through 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.omvpetrom.com](http://www.omvpetrom.com)), under the section dedicated to investors' relations.

**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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