

**SPECIAL POWER-OF-ATTORNEY<sup>i</sup>**  
**for representation in the**  
**Ordinary General Meeting of Shareholders of OMV Petrom S.A. of**  
**28 / 29 April 2015**

I, the undersigned<sup>ii</sup> \_\_\_\_\_ [*name and surname of the shareholder – natural person*], identified with \_\_\_\_\_ [*identity card*], series \_\_\_\_, number \_\_\_\_\_, issued by \_\_\_\_\_, on \_\_\_\_\_, valid until \_\_\_\_\_, having the domicile in \_\_\_\_\_, personal identification number \_\_\_\_\_,

or

I, the undersigned<sup>iii</sup> \_\_\_\_\_ [*name of the shareholder – legal person*], having the registered office located at \_\_\_\_\_, registered with the Trade Registry/ \_\_\_\_\_ [*equivalent body - for non-resident legal person*] under no. \_\_\_\_\_ sole registration code/ \_\_\_\_\_ [*equivalent identification no. - for non-resident legal person*] \_\_\_\_\_, legally represented<sup>iv</sup> by \_\_\_\_\_,

shareholder at **the Reference Date of 18 April 2015** of **OMV Petrom S.A.**, a company managed in a two tier system, incorporated and functioning under the laws of Romania registered with the Bucharest Trade Registry Office under no. J40/8302/1997, sole registration code 1590082, having the headquarters at 22 Coralilor Street, Sector 1, (Petrom City) Bucharest, Romania, having the subscribed and paid share capital of RON 5,664,410,833.50, (the **"Company"** or **"OMV Petrom"**),

holding a number of \_\_\_\_\_ shares, representing \_\_\_\_\_ % of the total number of shares issued by the Company,

I hereby empower<sup>v</sup>

\_\_\_\_\_ [*name of the proxy holder - natural person*]  
having the domicile in \_\_\_\_\_, identified with \_\_\_\_\_  
[*identity card*], series \_\_\_\_, number \_\_\_\_\_, issued by \_\_\_\_\_, on \_\_\_\_\_, valid until \_\_\_\_\_, personal identification number \_\_\_\_\_,

or

\_\_\_\_\_ [*name of the proxy holder - legal person*],  
having the registered office located at \_\_\_\_\_, registered  
with the Trade Registry/ \_\_\_\_\_ [*equivalent body - for non-resident legal person*]  
under no. \_\_\_\_\_ sole registration code/ \_\_\_\_\_  
[*equivalent identification no. - for non-resident legal person*] \_\_\_\_\_, represented  
by<sup>vi</sup> \_\_\_\_\_ having the domicile in \_\_\_\_\_,  
identified with \_\_\_\_\_ [*identity card*], series \_\_\_\_, number \_\_\_\_\_, issued by  
\_\_\_\_\_, on \_\_\_\_\_, valid until \_\_\_\_\_, personal identification number \_\_\_\_\_,

to represent me in the **Ordinary General Meeting of Shareholders of OMV Petrom convened for 28 April 2015, starting at 11:00 AM**, at "Crown Ballroom" conference room of the CROWNE PLAZA Hotel, located in Bucharest, 1 Poligrafiei Boulevard, sector 1, or, should the Ordinary General Meeting of Shareholders of OMV Petrom not be held at the first convening date of 28 April 2015, for the second convening of the Ordinary General Meeting of Shareholders of OMV Petrom set for 29 April 2015, starting at 11:00 AM, at OMV Petrom's headquarters located in 22 Coralilor Street, sector 1, Bucharest ("Petrom City"), Infinity building, Oval B,

to exercise the voting rights associated to the shares held by the undersigned as follows:

1. For item 1 on the Agenda, [i.e. **"Approval of the separate financial statements of OMV Petrom for the financial year ended on 31 December 2014 prepared in accordance with International Financial Reporting Standards (IFRS), as stipulated into Ministry of Finance Order no.1286/2012, based on the Financial Auditor's Report, the Report of the Executive Board and the Report of the Supervisory Board for the 2014 financial year."**]:

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

2. For item 2 on the Agenda, [i.e. **"Approval of the consolidated financial statements of OMV Petrom for the financial year ended on 31 December 2014, prepared in accordance with IFRS based on the Financial Auditor's Report, the Report of the Executive Board and the Report of the Supervisory Board for the 2014 financial year"**]:

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

3. For item 3 on the Agenda, [i.e. **"Approval of the Annual Report which includes the Report of the Executive Board and the Report of the Supervisory Board for the 2014 financial year"**]:

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

4. For item 4 on the Agenda, [i.e. **"Approval of the Executive Board's proposal to distribute dividends for the 2014 financial year to OMV Petrom's shareholders registered in the shareholders' register at the Registration Date with a gross value per share RON 0.0112. Moreover, it is proposed to empower the Executive Board to appoint a payment agent in line with the applicable regulatory requirements for the payment of dividends. Also, to approve May 26, 2015 as Payment Date, as defined by Article 2 letter g) of Regulation No. 6/2009 and Article 129^3, paragraph 2 of Regulation no. 1/2006. In case of regulatory changes concerning the computation of the Payment Date, the Payment Date is established as the last working day of the maximum period regulated by the legal provisions, as amended, between the Registration Date and Payment Date. In such case, the Executive Board will submit and publish an ad-hoc report, to be found on the Company's website also, on the modified Payment Date."**], as follows:

- a) The proposal of the Executive Board to distribute dividends for the 2014 financial year to OMV Petrom's shareholders registered in the shareholders' register at the Registration Date with a gross value per share RON 0.0112. 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:

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

- b) The proposal to empower the Executive Board to appoint a payment agent in line with the applicable regulatory requirements for the payment of dividends:

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

- c) The proposal to approve May 26, 2015 as Payment Date, as defined by Article 2 letter g) of Regulation No. 6/2009 and Article 129^3, paragraph 2 of Regulation no. 1/2006 or, in case of regulatory changes concerning the computation of the Payment Date, a Payment Date established as the last working day of the maximum period regulated by

the legal provisions, as amended, between the Registration Date and Payment Date, in which case, the Executive Board will submit and publish an ad-hoc report, to be found on the Company's website also, on the modified Payment Date:

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

5. For item 5 on the Agenda, [i.e. **"Approval of the 2015 Revenue and Expenditure Budget"**]:

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

6. For item 6 on the Agenda, [i.e. **"Discharge of liability of the members of the Executive Board and of the members of the Supervisory Board for the 2014 financial year."**]:

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

7. For item 7 on the Agenda, [i.e. **"Appointment of a new member of the Supervisory Board for the remaining period of the mandate granted to Mr. Hans-Peter Floren, further to the waiver of his mandate of member of the Supervisory Board"**]<sup>vii</sup>:

The proposal no. 1 for the new member of the Supervisory Board is the following: Mr. Christoph Trentini

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

***Note!*** The proposals for the position of Supervisory Board member received by the time of publishing the convening notice and the supporting materials are included on the list mentioning the candidates for the position of member of the Supervisory Board. The deadline for the shareholders to submit such proposals is 14 April 2015. Further to the lapse of the above mentioned deadline, OMV Petrom will publish an updated voting bulletin including the complete list of the proposals, if applicable.

8. For item 8 on the Agenda, [i.e. **"Establishing the remuneration of the members of the Supervisory Board for the current year and the general limit of the additional remunerations of the Supervisory Board members who were assigned specific positions within the Supervisory Board"**]:

The proposal for the above mentioned remunerations for 2015 is the following: EUR 20,000/year - net remuneration for each member of Supervisory Board and EUR 4,000/meeting - additional net remuneration of each member of the committee/committees established by the Supervisory Board:

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

9. For item 9 on the Agenda, [i.e. **"Appointment of the Company's financial auditor, pursuant to the expiry of the audit service agreement, establishment of the minimum duration of the audit service agreement and the remuneration of the financial auditor."**], as follows:

- a) The proposal for the appointment of ERNST & YOUNG ASSURANCE SERVICES SRL as financial auditor auditing 2015 financial year:

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

- b) The proposal to approve the remuneration amounting to EUR 455.100 to be paid to ERNST & YOUNG ASSURANCE SERVICES SRL for auditing 2015 financial year:

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

10. For item 10 on the Agenda, [i.e. **"In accordance with Regulation no. 1/2006, approval of: (i) the date of 21 May 2015 as Registration Date as per article 238, para. (1) of Capital Market Law no. 297/2004 and (ii) the date of 20 May 2015 as Ex-Date, computed in accordance with the definition provided by article 2, letter f) of Regulation no. 6/2009."**], as follows:

a) The proposal to approve the date of 21 May 2015 as Registration Date as per article 238, para. (1) of Capital Market Law no. 297/2004:

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

b) The proposal to approve the date of 20 May 2015 as Ex-Date, computed in accordance with the definition provided by article 2, letter f) of Regulation no. 6/2009:

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

11. For item 11 on the Agenda, [i.e. **"Empowering Ms Mariana Gheorghe, President of Executive Board, to sign in the name of the shareholders the decisions of the OGMS and to perform any act or formality required by law for the registration and the application of the decisions 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."**]:

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

**I hereby attach a copy of my valid identification document (i.e. identity card/passport for natural persons and for legal persons, identity card/passport of the legal representative).**

Date \_\_\_\_\_

viii \_\_\_\_\_ [signature]

ix \_\_\_\_\_

*[Surname and name of the natural-person shareholder or of the representative of the legal-person shareholder, in capital letters]*

<sup>i</sup> a shareholder may be represented in the OGMS only by one proxy holder, holding a special power of attorney granted specifically for the OGMS held on 28/29 April 2015

<sup>ii</sup> to be filled in only by shareholders - natural persons

<sup>iii</sup> to be filled in only by shareholders - legal persons

<sup>iv</sup> to be entered the legal representative of the legal person mentioned in the documents attesting the legal representative capacity

<sup>v</sup> to be entered the name of the appointed representative (i.e. proxy holder)

<sup>vi</sup> to be entered the details of the proxy holder to represent the legal person who may be a different person than the legal representative

<sup>vii</sup> in case a proposal for cumulative voting is received in due time, for this item of the agenda a specific power of attorney will be made available

<sup>viii</sup> in case of natural persons, to be signed; in case of legal persons, to be signed by the legal representative(s) and stamped (if a stamp exist)

<sup>ix</sup> in case of legal persons, the position of the legal representative shall be mentioned