

Resolution no. 2
of the Ordinary General Meeting of Shareholders
of OMV Petrom SA of 26 April 2011

The Ordinary General Meeting of Shareholders (hereinafter referred to as the “**OGMS**”) of **OMV Petrom SA**, a company managed in a dualist system, incorporated and functioning under the laws of Romania, registered with the Bucharest Trade Registry Office under number J/40/8302/1997, sole registration code 1590082, having the headquarters at 239 Calea Dorobanților, sector 1, Bucharest, Romania, having the subscribed and paid share capital of 5,664,410,833.50 RON divided in 56,644,108,335 common, nominative shares of stock with a face value of RON 0.1 each (hereinafter referred to as the „**Company**”),

convened by the convening notice published in the Official Gazette of Romania, Part IV, no of March ..., 2011 and in the following widely-spread newspapers: “Bursa” and “Ziarul Financiar” of March ..., 2011,

held on 26 April 2011, 11.00 AM, at “D” conference room of the JW MARRIOTT Hotel, located in Bucharest, 90 Calea 13 Septembrie, Sector 5, at the first convening, in the presence of the shareholders representing % of the share capital and % of the total voting rights respectively,

in accordance with the provisions of Company Law no. 31/1990, republished, Law no. 297/2004 on capital markets, 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 provisions of the Articles of Association of the Company,

Hereby decides upon items no. 4, 5, 12, 13 of the agenda of the meeting as follows:

1. With the affirmative votes of the shareholders representing ... % of the share capital and ... % of the voting rights **approves to allocate the amount of RON 101,710,000 to legal reserves** in order to comply with the legal requirements regarding the mandatory allocation of a profit quota for legal reserves.
2. With the affirmative votes of the shareholders representing ... % of the share capital and ... % of the voting rights approves the following:

- **the distribution** to the Company's shareholders recorded at the Registration Date **of the dividends with a gross value per share amounting to RON 0.0177** for the 2010 financial year.
 - the payment of the dividends will be made **in RON, through a payment agent, starting with 1 June 2011**, 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 dividends will be computed by applying the relevant tax rate to gross dividends already rounded up/down to two decimals; consequently, the amounts of tax and the net dividend will be already rounded up/down to two decimals.
 - the payment methods will be the following:
 - (i) **only for natural persons: cash** – at the pay desks of any of the payment agent' offices;
 - (ii) **for natural and/or legal persons: through banking transfer**, only further to the beneficiary of the dividend filling in and sending to the payment agent a **payment request form** having attached the **supporting documents** in order for the payment to be processed.
 - Mr. Daniel Turnheim- Chief Financial Officer of the Company is empowered to select the payment agent.
 - **the identification data of the payment agent, the details of the payment methods, including the template of the payment request form and the supporting documents will be communicated to the shareholders before the starting of the payment period (i.e. before 1 June 2011) through a press release and will be disclosed to Bucharest Stock Exchange and National Securities Commission through an ad-hoc report. The press release will be posted on the website of the Company (www.petrom.com), under the section dedicated to investors relations, along with the list of the payment agent offices.**
3. With the affirmative votes of the shareholders representing ... % of the share capital and ... % of the voting rights **establishes 12 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.
4. With the affirmative votes of the shareholders representing ... % of the share capital and ... % of the voting rights, **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, 26 April 2011, at Bucharest, in 4 original copies.

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

