

**Resolution no. 5**  
**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 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. 10, 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 **the net remuneration of each member of Supervisory Board to be EUR 20,000/year for 2011 year and the additional net remuneration of each member of the Audit Committee to be EUR 4,000 /meeting.**
2. 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.

3. 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.**

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