



**Results of the votes on the Resolutions
of the Ordinary General Meeting of Shareholders
of OMV Petrom SA held on 28 April 2015**

In accordance with article 19 of Regulation no. 6/2009 of the National Securities Commission regarding the exercise of some rights of the shareholders in the general meetings of shareholders, **OMV Petrom SA** a company managed in a two tier 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 22 Coralilor Street, Sector 1, Bucharest ("Petrom City"), having the subscribed and paid share capital of RON 5,664,410,833.50 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**”), hereby publishes the results of the votes from the Ordinary General Meeting of Shareholders (hereinafter referred to as “**OGMS**”) held upon first convening and in observance of legal validity requirements on 28 April 2015 at “Crown Ballroom” conference room of the CROWNE PLAZA Hotel, located in Bucharest, 1 Poligrafiei Boulevard, sector 1, as follows,

A. Status of shares and voting rights as at the Date of OGMS:

Share capital: RON 5,664,410,833.50 Nominal value per share: RON 0.1

Voting rights per share: 1

Type of shares: common, nominative:

Total number of shares: 56,644,108,335

Voting right shares: 56,644,108,335

Total number of voting rights: 56,643,903,559

Suspended voting right shares: 204,776

B. Results of the votes in the OGMS held on 28 April 2015

**1. For the appointment of Mr. Ovidiu – Constantin Gaitan as secretary of the OGMS,
the following results were recorded:**

- Quorum: 40,624,413,929 shares representing 71.71869% of the share capital and 71.71895% of the voting rights;
- Total number of valid votes cast: 40,623,188,882;
- Total number of shares for which valid votes were cast 40,623,188,882 representing 71.71652% of the share capital;
- Votes:



- For: 40,623,188,882 votes representing 71.71652% of the share capital and 100% of the casted votes;
- Against: 0 votes;
- Abstentions: 1,225,047 votes.

2. **For item no. 1 on the agenda of the OGMS**, regarding 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,

the following results were recorded:

- Quorum: 53,722,321,386 shares representing 94.84185% of the share capital and 94.84219% of the voting rights.
- Total number of valid votes cast: 53,722,236,035;
- Total number of shares for which valid votes were cast 53,722,236,035, representing 94.84170% of the share capital;
- Votes:
 - For: 53,722,236,035 votes representing 94.84170% of the share capital and 100% of the casted votes;
 - Against: 0 votes;
 - Abstentions: 85,351 votes.

3. **For item no. 2 on the agenda of the OGMS**, regarding the 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.

the following results were recorded:

- Quorum: 53,722,321,386 shares representing 94.84185% of the share capital and 94.84219% of the voting rights.
- Total number of valid votes cast: 53,722,230,976;
- Total number of shares for which valid votes were cast 53,722,230,976, representing 94.84169% of the share capital;
- Votes:
 - For: 53,722,222,526 votes representing 94.84167% of the share capital and 99.99998% of the casted votes;
 - Against: 8,450 votes;
 - Abstentions: 90,410 votes.



4. **For item no. 3 on the agenda of the OGMS**, regarding the 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

the following results were recorded:

- Quorum: 53,722,321,386 shares representing 94.84185% of the share capital and 94.84219% of the voting rights;
- Total number of valid votes cast: 53,722,227,585;
- Total number of shares for which valid votes were cast 53,722,227,585, representing 94.84168% of the share capital;
- Votes:
 - o For: 53,722,227,585 votes representing 94.84168% of the share capital and 100% of the casted votes;
 - o Against: 0 votes;
 - o Abstentions: 93,801 votes.

5. **For item no. 4 on the agenda of the OGMS**, regarding the 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, to empower the Executive Board to appoint a payment agent in line with the applicable regulatory requirements for the payment of dividends and, at the same time, to approve June 12, 2015 as Payment Date, as defined by Article 2 letter g) of Regulation no. 6/2009 and Article 1293 of Regulation no. 1/2006 (respectively, the last working day of the maximum period between the Registration Date and the Payment Date, regulated by the legal provisions, as amended).

4a) For 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 following results were recorded:

- Quorum: 53,722,321,386 shares representing 94.84185% of the share capital and 94.84219% of the voting rights.
- Total number of valid votes cast: 53,722,293,039;
- Total number of shares for which valid votes were cast 53,722,293,039, representing 94,84180% of the share capital;
- Votes:
 - o For: 53,722,293,039 votes representing 94.84180% of the share capital and 100% of the casted votes;
 - o Against: 0 votes;
 - o Abstentions: 28,347 votes.



4b) For the proposal to empower the Executive Board to appoint a payment agent in line with the applicable regulatory requirements for the payment of dividends the following results were recorded:

- Quorum: 53,722,321,386 shares representing 94.84185% of the share capital and 94.84219% of the voting rights.
- Total number of valid votes cast: 53,722,298,098;
- Total number of shares for which valid votes were cast 53,722,298,098, representing 94.84181% of the share capital;
- Votes:
 - o For: 53,722,289,648 votes representing 94.84179% of the share capital and 99.99998% of the casted votes;
 - o Against: 8,450 votes;
 - o Abstentions: 3,288 votes.

4c) For the proposal to approve June 12, 2015 as Payment Date, as defined by Article 2 letter g) of Regulation no. 6/2009 and Article 1293 of Regulation no. 1/2006 the following results were recorded:

- Quorum: 53,722,321,386 shares representing 94.84185% of the share capital and 94.84219% of the voting rights.
- Total number of valid votes cast: 53,722,309,648;
- Total number of shares for which valid votes were cast 53,722,309,648, representing 94.84183% of the share capital;
- Votes:
 - o For: 53,722,309,648 votes representing 94.84183% of the share capital and 100% of the casted votes;
 - o Against: 0 votes;
 - o Abstentions: 11,738 votes.

6. For item no. 5 on the agenda of the OGMS, regarding the approval of the 2015 Revenue and Expenditure Budget

the following results were recorded:

- Quorum: 53,722,321,386 shares representing 94.84185% of the share capital and 94.84219% of the voting rights.
- Total number of valid votes cast: 53,722,266,842;
- Total number of shares for which valid votes were cast 53,722,266,842, representing 94.84175% of the share capital;
- Votes:



- For: 53,722,092,451 votes representing 94.84144% of the share capital and 99.99967% of the casted votes;
- Against: 174,391 votes;
- Abstentions: 54,544 votes.

7. For item no. 6 on the agenda of the OGMS, regarding the discharge of liability of the members of the Executive Board and of the members of the Supervisory Board for the 2014 financial year

the following results were recorded:

- Quorum: 53,722,321,386 shares representing 94.84185% of the share capital and 94.84219% of the voting rights.
- Total number of valid votes cast: 53,722,216,267;
- Total number of shares for which valid votes were cast 53,722,216,267, representing 94.84166% of the share capital;
- Votes:
 - For: 53,722,127,227 votes representing 94.84150% of the share capital and 99.99983% of the casted votes;
 - Against: 89,040 votes;
 - Abstentions: 103,475 votes.

8. For item no. 7 on the agenda of the OGMS, regarding the 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

the following results were recorded:

- Quorum: 53,722,321,386 shares representing 94.84185% of the share capital and 94.84219% of the voting rights.
- Total number of valid votes cast: 53,722,181,301;
- Total number of shares for which valid votes were cast 53,722,181,301, representing 94.84160% of the share capital;
- Votes:
 - For: 53,722,140,292 votes representing 94.84153% of the share capital and 99.99992% of the casted votes;
 - Against: 41,009 votes;
 - Abstentions: 140,085 votes.

9. For item no. 7¹ on the agenda of the OGMS, regarding the revocation of Mr. Lucian-Dan Vlădescu from his capacity as member of the Supervisory Board of OMV Petrom

the following results were recorded:



- Quorum: 53,668,392,086 shares representing 94.74664% of the share capital and 94.74698% of the voting rights.
- Total number of valid votes cast: 53,632,524,642;
- Total number of shares for which valid votes were cast 53,632,524,642, representing 94.68332% of the share capital;
- Votes:
 - o For: 53,632,419,291 votes representing 94.68313% of the share capital and 99.99980% of the casted votes;
 - o Against: 105,351 votes;
 - o Abstentions: 0 votes.

10. For item no. 7² on the agenda of the OGMS, regarding the appointment of a new member of the Supervisory Board of OMV Petrom for the remaining period of the mandate granted to Mr. Lucian-Dan Vlădescu, further to his revocation from his capacity as member of the Supervisory Board

the following results were recorded:

- Quorum: 53,668,392,086 shares representing 94.74664% of the share capital and 94.74698% of the voting rights.
- Total number of valid votes cast: 53,632,056,780;
- Total number of shares for which valid votes were cast 53,632,056,780, representing 94.68249% of the share capital;
- Votes:
 - o For: 53,630,805,259 votes representing 94.68028% of the share capital and 99.99766% of the casted votes;
 - o Against: 1,251,521 votes;
 - o Abstentions: 467,862 votes.

11. For item no. 8 on the agenda of the OGMS, regarding the 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 following results were recorded:

- Quorum: 53,722,172,586 shares representing 94.84158% of the share capital and 94.84193% of the voting rights.
- Total number of valid votes cast: 53,721,683,604;
- Total number of shares for which valid votes were cast 53,721,683,604, representing 94.84072% of the share capital;
- Votes:



- For: 53,667,576,334 votes representing 94.74520% of the share capital and 99.89928% of the casted votes;
- Against: 54,107,270 votes;
- Abstentions: 484,562 votes.

12. For item no. 9 on the agenda of the OGMS, regarding the 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.

9a) for the appointment of the financial auditor the following results were recorded:

- Quorum: 53,722,172,586 shares representing 94.84158% of the share capital and 94.84193% of the voting rights.
- Total number of valid votes cast: 53,506,902,261;
- Total number of shares for which valid votes were cast 53,506,902,261, representing 94.46154% of the share capital;
- Votes:
 - For: 41,816,205,663 votes representing 73.82269% of the share capital and 78.15104% of the casted votes;
 - Against: 11,690,696,598 votes;
 - Abstentions: 215,270,325 votes.

9b) for the proposed remuneration the following results were recorded:

- Quorum: 53,722,172,586 shares representing 94.84158% of the share capital and 94.84193% of the voting rights.
- Total number of valid votes cast: 53,506,847,273;
- Total number of shares for which valid votes were cast 53,506,847,273, representing 94.46145% of the share capital;
- Votes:
 - For: 41,780,140,727 votes representing 73.75902% of the share capital and 78.08372% of the casted votes;
 - Against: 11,726,706,546 votes;
 - Abstentions: 215,302,025 votes.

13. For item no. 10 on the agenda of the OGMS, in accordance with Regulation no. 1/2006, regarding the 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.

10a) to approve the date of 21 May 2015 as Registration Date as per article 238, para. (1) of Capital Market Law no. 297/2004 **the following results were recorded:**



- Quorum: 53,722,172,586 shares representing 94.84158% of the share capital and 94.84193% of the voting rights.
- Total number of valid votes cast: 53,722,172,586;
- Total number of shares for which valid votes were cast 53,722,172,586, representing 94.84158% of the share capital;
- Votes:
 - o For: 53,722,172,586 votes representing 94.84158% of the share capital and 100% of the casted votes;
 - o Against: 0 votes;
 - o Abstentions: 0 votes;

10b) 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 **the following results were recorded:**

- Quorum: 53,722,172,586 shares representing 94.84158% of the share capital and 94.84193% of the voting rights.
- Total number of valid votes cast: 53,722,172,586;
- Total number of shares for which valid votes were cast 53,722,172,586, representing 94.84158% of the share capital;
- Votes:
 - o For: 53,722,172,586 votes representing 94.84158% of the share capital and 100% of the casted votes;
 - o Against: 0 votes;
 - o Abstentions: 0 votes;

14. For item no. 11 on the agenda of the OGMS, 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.

the following results were recorded:

- Quorum: 53,722,172,586 shares representing 94.84158% of the share capital and 94.84193% of the voting rights.
- Total number of valid votes cast: 53,722,172,586;
- Total number of shares for which valid votes were cast 53,722,172,586, representing 94.84158% of the share capital;
- Votes:
 - o For: 53,722,172,586 votes representing 94.84158% of the share capital and 100% of the casted votes;
 - o Against: 0 votes;



- Abstentions: 0 votes.