



**Results of the votes on the Resolutions
of the Extraordinary General Meeting of Shareholders
of OMV Petrom SA held on 22 September 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 Extraordinary General Meeting of Shareholders (hereinafter referred to as “**EGMS**”) held upon first convening and in observance of legal validity requirements on 22 September 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 EGMS:

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 EGMS held on 22 September 2015

**1. For the appointment of Mrs. Camelia Georgiana Dragomirescu as secretary of the EGMS,
the following results were recorded:**

- Quorum: 51,344,101,717 shares representing 90.64332% of the share capital and 90.64365% of the voting rights;
- Total number of valid votes cast: 51,344,101,717;
- Total number of shares for which valid votes were cast 51,344,101,717 representing 90.64332% of the share capital;
- Votes:



- For: 51,344,101,717 votes representing 90.64332% of the share capital and 100% of the total votes held by the present or represented shareholders;
- Against: 0 votes;
- Abstentions: 0 votes.

- 2. For item no. 1 on the agenda of the EGMS**, regarding the approval of the secondary listing of OMV Petrom on the London Stock Exchange by issuance of global depositary receipts representing interests in OMV Petrom's existing shares, which are intended to be admitted to listing on the official list of the United Kingdom Financial Conduct Authority and to be admitted to trading on the London Stock Exchange's main market for listed securities, such approval being valid until 31 December 2016,

the following results were recorded:

- Quorum: 52,875,537,801 shares representing 93.34693% of the share capital and 93.34727% of the voting rights.
- Total number of valid votes cast: 41,184,823,383;
- Total number of shares for which valid votes were cast 41,184,823,383, representing 72.70804% of the share capital;
- Votes:
 - For: 41,182,116,083 votes representing 72.70326% of the share capital and 77.88500% of the total votes held by the present or represented shareholders;
 - Against: 2,707,300 votes;
 - Abstentions: 11,690,714,418 votes.

- 3. For item no. 2 on the agenda of the EGMS**, regarding the empowerment of the Executive Board of OMV Petrom to, depending on favourable market conditions, (i) take all necessary actions in order to complete such secondary listing, to execute the intermediation agreement and any other agreements, if the case, to appoint a depositary bank and to execute the depositary agreement, to appoint any advisers and subcontractors, if necessary, and prepare and execute all documentation in connection with the secondary listing, including without being limited to the prospectus; (ii) represent OMV Petrom with full power and authority in front of any third party and authorities, either in Romania, the United Kingdom or elsewhere abroad, in connection with all secondary listing activities; (iii) seek all necessary regulatory approvals; (iv) carry out any marketing activities; and (v) perform any other action or formality which may be necessary or desirable to ensure the full effectiveness of the matters set out at this point and point 1 above (such authorisation of the Executive Board being valid until 31 December 2016), as well as the express ratification of any and all actions and formalities carried out and documents signed by OMV Petrom, its Executive Board members, directors, employees and consultants in connection with this matter

the following results were recorded:

- Quorum: 52,875,537,801 shares representing 93.34693% of the share capital and 93.34727% of the voting rights.



- Total number of valid votes cast: 41,184,843,383;
 - Total number of shares for which valid votes were cast 41,184,843,383, representing 72.70807% of the share capital;
 - Votes:
 - o For: 41,182,136,083 votes representing 72.70330% of the share capital and 77.88504% of the total votes held by the present or represented shareholders;
 - o Against: 2,707,300 votes;
 - o Abstentions: 11,690,694,418 votes
4. **For item no. 3 on the agenda of the EGMS** regarding the approval of: (i) the date of 9 October 2015 as Record Date, for identifying the shareholders upon which the resolutions of the EGSM will take effect as per article 238, para. (1) of Capital Market Law no. 297/2004; (ii) the date of 8 October 2015 as Ex-Date, computed in accordance with the definition provided by article 2, letter f) of National Securities Commission Regulation no. 6/2009.

For item 3a) – regarding the approval of the date of 9 October 2015 as Record Date, for identifying the shareholders upon which the resolutions of the EGSM will take effect, **the following results were recorded:**

- Quorum: 52,875,537,801 shares representing 93.34693% of the share capital and 93.34727% of the voting rights.
- Total number of valid votes cast: 52,875,270,924;
- Total number of shares for which valid votes were cast 52,875,270,924, representing 93.34646% of the share capital;
- Votes:
 - o For: 52,872,563,624 votes representing 93.34168% of the share capital and 99.99437% of the total votes held by the present or represented shareholders;
 - o Against: 2,707,300 votes;
 - o Abstentions: 0 votes.

For item 3b) – regarding the approval of the date of 8 October 2015 as Ex-Date, the following results were recorded:

- Quorum: 52,875,537,801 shares representing 93.34693% of the share capital and 93.34727% of the voting rights.
- Total number of valid votes cast: 52,875,537,801;
- Total number of shares for which valid votes were cast 52,875,537,801, representing 93.34693% of the share capital;
- Votes:



- For: 52,872,830,501 votes representing 93.34215% of the share capital and 99.99487% of the total votes held by the present or represented shareholders;
- Against: 2,707,300 votes;
- Abstentions: 0 votes.

5. For item no. 4 on the agenda of the EGMS, regarding the empowering any of the two Ms. Mariana Gheorghe, President of Executive Board and Chief Executive Officer or Mr. Andreas Matje, member of the Executive Board and Chief Financial Officer, to sign in the name of the shareholders the decisions of the EGMS and to perform any act or formality required by law for the registration of the decisions of the EGMS. Ms. Mariana Gheorghe or Mr. Andreas Matje 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: 52,875,537,801 shares representing 93.34693% of the share capital and 93.34727% of the voting rights.
- Total number of valid votes cast: 52,875,537,801;
- Total number of shares for which valid votes were cast 52,875,537,801, representing 93.34693% of the share capital;
- Votes:
 - For: 52,872,830,501 votes representing 93.34215% of the share capital and 99.99487% of the total votes held by the present or represented shareholders;
 - Against: 2,707,300 votes;
 - Abstentions: 0 votes.