

## CONVENING NOTICE

The Executive Board of **OMV Petrom SA**, a company managed in a two-tier system, incorporated and operating under the laws of Romania, registered with the Trade Registry Office of Bucharest Court under number J/40/8302/1997, fiscal code 1590082, having its headquarters at 239 Calea Dorobanților, sector 1, Bucharest, Romania, with a subscribed and paid up share capital of RON 5,664,410,833.50 (hereinafter interchangeably referred to as "**OMV Petrom**" or the "**Company**"), **hereby convenes the Ordinary General Meeting of Shareholders ("OGMS") 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, with the following **AGENDA**:

1. Approval of the financial statements prepared in accordance with Romanian Accounting Standards (RAS) for the financial year ended on 31 December 2010, based on the Financial Auditor's Report, the Report of the Executive Board and the Report of the Supervisory Board for the 2010 financial year.
2. Approval of the consolidated financial statements prepared in accordance with the International Financial Reporting Standards (IFRS) for the year ended on 31 December 2010, based on the Financial Auditor's Report, the Report of the Executive Board and the Report of the Supervisory Board for the 2010 financial year.
3. Approval of the Annual Report which includes the Report of the Executive Board and the Report of the Supervisory Board for the 2010 financial year.
4. Approval of the Executive Board's proposal 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.
5. Approval of the Executive Board's proposal to distribute dividends for the 2010 financial year and the method of profits distribution ; the Executive Board proposes to distribute to OMV Petrom's shareholders recorded at the registration date dividends with a gross value per share amounting to RON 0.0177.
6. Approval of the Executive Board's proposal not to establish an exceptional employees' award fund out of the Company's profits for the 2010 financial year and, as a result, not to make payments in 2011 for the 2010 financial year pursuant to article 106 of the Company's Collective Labor Agreement in force.
7. Approval of the 2011 Revenue and Expenditure Budget.
8. Discharge of liability of the members of the Executive Board and of the members of the Supervisory Board for the 2010 financial year.
9. The approval of the appointment of a new Supervisory Board member for the remaining term of Mr Wolfgang Rutenstorfers mandate, due to the waiver of his mandate as member of Supervisory Board.
10. 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.

11. 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.
12. Establishing **12 May 2011** as the "**Registration Date**" as per article 238 of Capital Market Law no. 297/2004, i.e. 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 the decisions of the general meetings of shareholders.
13. Empowering Ms Mariana Gheorghe, Chief Executive Officer, 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 other person(s) to perform such mandate.

Only shareholders who are registered as OMV Petrom shareholders at **15 April 2011 (the "Reference Date")** in the shareholders' register issued by Depozitarul Central SA may attend and cast their votes in OGMS.

The financial statements for the year ended on 31 December 2010 (RAS and IFRS), the Financial Auditors' Report, the Annual Report, which includes the Report of the Executive Board and the Report of the Supervisory Board, the Proposal of the 2011 Revenue and Expenditure Budget, the Executive Board's proposal regarding the distribution of dividends for the 2010 financial year, accompanied by the procedure related to the distribution of dividends, the Draft Resolutions of the OGSM and proposals for new items on the agenda of the OGMS received in due time (if applicable), as well as the list including information about the name, domicile and professional qualifications of the persons proposed to be appointed as new member of the Supervisory Board will be available starting with **25 March 2011**, at the registry desk of the headquarters of the Company, located in Bucharest, 239 Calea Dorobanților, sector 1, postal code 010567 ("**Correspondence Entry**") and on the website of the Company ([www.petrom.com](http://www.petrom.com)).

Please consider that the Correspondence Entry is closed during the non-business days and legal holidays. During business days it is opened between 9.00 -16.30 (from Monday until Thursday) and between 9.00-14.00 (on Friday).

One or more shareholders, representing individually or jointly at least 5% of the share capital (hereinafter referred to as "**Initiators**") will have the right to add new items on the agenda of OGMS.

Proposals with respect to adding new items on the agenda of OGMS shall be accompanied by copies of the Initiators' identification documents (identity card for natural persons and for legal persons, identity card of the legal representative along with the updated excerpt issued by the Trade Registry not older than 10 days). Likewise, each and every new item on the agenda shall have to be accompanied by a justification or a draft resolution proposed for approval by OGMS.

Proposals with respect to adding new items on the agenda of OGMS can be submitted as follows:

- a) at the Correspondence Entry **no later than 8 April 2011, 14.00 hrs**, by mail or courier with confirmation of receipt, in a sealed envelope bearing the clearly written statement in capital letters: "**FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26 APRIL 2011**", or
- b) by e-mail having attached an extended electronic signature, in compliance with Law on Digital Signature No. 455/2001, **no later than 8 April 2011, 14.00 hrs**, indicating in the "subject matter" field: "**FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26 APRIL 2011**".

The shareholders of the Company, regardless of the participation held in the share capital, may submit proposals for appointment of the new member of the Supervisory Board containing information about the name, domicile and professional qualifications of the proposed persons, accompanied by copies of the Initiators' identification documents (identity card for natural persons and for legal persons, identity card of the legal representative along with the updated excerpt issued by the Trade Registry not older than 10 days), as follows:

a) at the Correspondence Entry **no later than 8 April 2011, 14.00 hrs**, by mail or courier with confirmation of receipt, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26 APRIL 2011"**, or  
b) by e-mail having attached an extended electronic signature, in compliance with Law on Digital Signature No. 455/2001, **no later than 8 April 2011, 14:00 hrs**, at [investor.relations.petrom@petrom.com](mailto:investor.relations.petrom@petrom.com), indicating in the "subject matter" field: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26 APRIL 2011"**.

The Initiators are also entitled to submit draft resolutions for the items on the agenda or proposed to be added on the agenda of OGMS.

The draft resolutions with respect to the items already on the agenda or items proposed to be added on the agenda of OGMS, accompanied by copies of the Initiators' identification documents (identity card for natural persons and for legal persons, identity card of the legal representative together with the updated excerpt issued by the Trade Registry not older than 10 days), may be submitted as follows:

a) at the Correspondence Entry **no later than 8 April 2011, 14.00 hrs**, by mail or courier with confirmation of receipt, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26 APRIL 2011"**, or  
b) by e-mail having attached an extended electronic signature in compliance with Law on Digital Signature No. 455/2001, **no later than 8 April 2011, 14.00 hrs** at [investor.relations.petrom@petrom.com](mailto:investor.relations.petrom@petrom.com), indicating in the "subject matter" field: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26 APRIL 2011"**.

The shareholders of the Company, regardless of the participation held in the share capital, may submit written questions with respect to the items on the agenda of OGMS. The shareholders shall submit such questions only accompanied by copies of their identification documents (identity card for natural persons and for legal persons, identity card of the legal representative together with the updated excerpt issued by the Trade Registry not older than 10 days) at the Correspondences Entry **no later then 21 April 2011, 16.30 hrs**, by mail or courier with confirmation of receipt, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26 APRIL 2011"**.

The shareholders may also send such questions by e-mail having attached an extended electronic signature, in compliance with Law on Digital Signature No. 455/2001, as accompanied by copies of identification documents (identity card for natural persons and for legal persons, identity card of the legal representative together with the updated excerpt issued by the Trade Registry not older than 10 days), **no later than 21 April 2011, 16:30 hrs**, at: [investor.relations.petrom@petrom.com](mailto:investor.relations.petrom@petrom.com), indicating in the "subject matter" field: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26 APRIL 2011"**.

The shareholders may attend in person or may be represented in OGMS either by their legal representative or by a appointed representative ("**Proxy Holder**") having been granted a special power of attorney, based on the template special power of attorney made available by the Company in accordance with the law. The template power of attorney may be obtained from the Correspondence Entry starting with **25 March 2011** and from the website of the Company ([www.petrom.com](http://www.petrom.com)). The template power of attorney will be updated if new items are added on the agenda of the OGMS.

The special power of attorney has to contain specific voting instructions for each item on the agenda of the OGMS in respect of which the Proxy Holder is to vote on behalf of the shareholder (i.e.: vote "for" or "against" or "abstention"). A shareholder is allowed to grant a special power of attorney only to one Proxy Holder, such power of attorney being valid only for the OGMS held on 26/27 April 2011.

The original special power of attorney, filled in and signed by the shareholder, as accompanied by copies of the shareholder's identification documents (identity card for natural persons and for legal persons, identity card of the legal representative together with the updated excerpt issued by the Trade Registry not older than 10 days) shall be sent by mail or courier with confirmation of receipt at

the Correspondence Entry **no later than 24 April 2011, 11.00 hrs**, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26 APRIL 2011"**. The special powers of attorney may be sent also by e-mail having attached an extended electronic signature, in compliance with Law on Digital Signature No. 455/2001, **no later than 24 April 2011, 11.00 hrs**, indicating in the "subject matter" field: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26 APRIL 2011"**.

On the day of the general meeting, upon going into the meeting room, the shareholders- natural persons (in case they attend the OGMS in person) and the Proxy Holders must present for checking by the Company's representative the original of the identity card. In case a shareholder - legal person will attend the OGMS through its legal representative, the latter must present for checking by the Company's representative the original of the identity card, accompanied by a proof of its capacity as legal representative of the shareholder. The Proxy Holders will hand over to the Company's representative the original of the power of attorney, if the power of attorney was sent by e-mail having attached an extended electronic signature.

The shareholders of the Company registered at the **"Reference Date"** in shareholders' register issued by Depozitarul Central S.A. may vote by correspondence, prior to the OGMS, by using the voting bulletin for the votes by correspondence (the **"Voting Bulletin"**). The Voting Bulletin may be obtained, starting with **25 March 2011**, from the Correspondence Entry and from the website of the Company ([www.petrom.com](http://www.petrom.com)) and will be updated if new items are added on the agenda of the OGMS.

In case of voting by correspondence, the Voting Bulletin, filled in and signed and a copy of the shareholder's identification documents (identity card for natural persons and for legal persons, identity card of the legal representative together with the updated excerpt issued by the Trade Registry not older than 10 days) can be submitted as follows:

- a) sent to the Correspondence Entry, by any type of recorded delivery courier, **as to allow its recording as received at the registry desk of the headquarters of the Company no later than 21 April 2011, 16.30 hrs** in sealed envelope, bearing the clearly written statement in capital letters: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26 APRIL 2011"**, or
- b) by e-mail with attached extended electronic signature, in compliance with Law on Digital Signature No. 455/2001, **no later than 21 April 2011, 16:30 hrs**, at [investor.relations.petrom@petrom.com](mailto:investor.relations.petrom@petrom.com), indicating in the "subject matter" field: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26 APRIL 2011"**.

The Voting Bulletins which were not received at the Correspondence Entry or by e-mail within the above mentioned deadlines shall not be counted towards the quorum and majority in the OGMS.

When completing the special power of attorney and the Voting Bulletin, please consider that new items could be added on the Agenda, in which case the complemented Agenda will be published **no later than 13 April 2011**. In this case, the updated special power of attorney and Voting Bulletin may be obtained from the Correspondence Entry and from the website of the Company ([www.petrom.com](http://www.petrom.com)) starting with 13 April 2011.

Should the statutory quorum laid down by the Companies Law or/and the Articles of Association not be met on the aforementioned date stated for the first convening, the OGMS is convened on the date of **27 April 2011, 11:00 AM** at the same address and with the same agenda.

Additional information can be obtained from the Investors Relations Department, at telephone numbers +40 (372) 8 68930, +40 (372) 1 61700 and from the website of the Company ([www.petrom.com](http://www.petrom.com)).

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

