

In compliance with Law no. 24/2017 on issuers of financial instruments and market operations and Financial Supervisory Authority's Regulation no. 5/2018 on issuers of financial instruments and market operations

Date of report: **29 January 2020**

Name of issuer: **OMV Petrom S.A.**

Headquarters: **Bucharest, 22 Coralilor Street, District 1, („Petrom City”)**

Telephone/fax number: **+40 372 161930/ +40 372 868518**

Sole registration number at the Trade Register Office: **1590082**

Fiscal attribute: **RO**

Trade Register Number: **J 40/8302/1997**

Share capital: **5,664,410,833.5 RON**

Regulated market on which the issued shares are traded: **Bucharest Stock Exchange and London Stock Exchange**

## **Significant event to be reported:**

**Convening of the Ordinary General Meeting of Shareholders of OMV Petrom S.A. for 3 March 2020 (first convening)**

Following the ad-hoc report published on 10 January 2020, in compliance with OMV Petrom S.A.'s Articles of Association, Companies' Law no. 31/1990, Law no. 24/2017 on issuers of financial instruments and market operations and Financial Supervisory Authority Regulation no. 5/2018 on issuers of financial instruments and market operations, OMV Petrom S.A. herewith convenes the company's shareholders at the **Ordinary General Meeting of Shareholders on 3 March 2020** (first convening). The convening notice is attached hereto.

The supporting materials for the items on the Ordinary General Meetings of Shareholders' agenda will be available to the shareholders starting with 30 January 2020, in electronic format on the website of the company ([www.omvpetrom.com](http://www.omvpetrom.com)) and in hardcopy at the registry desk of the company's headquarters.

The Ordinary General Meeting of Shareholders' convening notice is to be published in the Romanian Official Gazette - Part IV and in two widely-spread newspapers in Romania.

## **Appendix:**

Convening notice of Ordinary General Meeting of Shareholders on 3 March 2020 (first convening).

### **Christina Verchere**

Chief Executive Officer

President of the Executive Board

### **Alina Popa**

Chief Financial Officer

Member of the Executive Board

## CONVENING NOTICE

The Executive Board of **OMV Petrom S.A.**, 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 J40/8302/1997, fiscal code 1590082, having its headquarters at 22 Coralilor Street, District 1, Bucharest ("Petrom City"), with a subscribed and paid up share capital of RON 5,664,410,833.50 (hereinafter referred to as "**OMV Petrom**" or the "**Company**"),

Considering mainly the provisions of:

- OMV Petrom's Articles of Association in force as of 23 May 2011 (the "**Articles of Association**");
- Companies' Law no. 31/1990, republished, with its subsequent amendments and supplementations ("**Companies' Law**");
- Law no. 24/2017 on issuers of financial instruments and market operations ("**Issuers' Law**");
- Financial Supervisory Authority Regulation no. 5/2018 on issuers of financial instruments and market operations ("**Regulation no. 5/2018**");
- Financial Supervisory Authority Regulation no. 4/2013 regarding shares underlying depositary receipts ("**Regulation no. 4/2013**");

hereby convenes the **Ordinary General Meeting of Shareholders ("OGMS") on 3 March 2020 (first convening)**, starting with **10:00 o'clock (Romania time)**, at **Crowne Plaza Hotel, "Crown Ballroom" conference room, 1 Poligrafiei Boulevard, District 1, Bucharest, Romania**, with the following **AGENDA**:

1. Revocation of Ms. Sevil Shhaideh from her capacity as member of the Supervisory Board of OMV Petrom.
2. Appointment of a new member in the Supervisory Board of OMV Petrom, further to the revocation of Ms. Sevil Shhaideh from her capacity as member of the Supervisory Board of OMV Petrom.
3. Approval of the duration of the mandate of the newly appointed member of the Supervisory Board for the remaining period of the mandate granted to Ms. Sevil Shhaideh further to her revocation from her capacity as member of the Supervisory Board of OMV Petrom.
4. Appointment of a new member of the Supervisory Board of OMV Petrom for the remaining period of the mandate granted to Mr. Manfred Leitner, further to the waiver of his mandate as member of the Supervisory Board of OMV Petrom.
5. Appointment of a new member of the Supervisory Board of OMV Petrom for the remaining period of the mandate granted to Mr. Christopher Veit, further to the waiver of his mandate as member of the Supervisory Board of OMV Petrom.

6. Empowering Ms. Christina Verchere, President of Executive Board and Chief Executive Officer, to sign in the name of the shareholders the OGMS resolution(s) and to perform any act or formality required by law for the registration of the OGMS resolution(s). Ms. Christina Verchere may delegate all or part of the above mentioned powers to any competent person(s) to perform such mandate.

Only shareholders who are registered as OMV Petrom shareholders at **21 February 2020** (the “**Reference Date**”) in the shareholders’ register kept by Depozitarul Central S.A. may attend and cast their votes in the OGMS.

This convening notice, the list of the candidates proposed to be appointed for the position of member of the Supervisory Board, comprising the name, domicile and the professional qualifications of the candidates, the template form for candidate’s consent for the processing of personal data, the draft OGMS resolution(s), the template forms of the general and special powers of attorney and correspondence voting bulletins (“**Voting Bulletin**”) for OGMS, as well as documents and informing materials related to the items included on the agenda of OGMS will be available both in Romanian and in English languages starting with **30 January 2020** at the registry desk of the Company, located in 22 Coralilor Street, Infinity Building, District 1, Bucharest (“Petrom City”), postal code 013329 (“**Correspondence Entry**”) and on the website of the Company ([www.omvpetrom.com](http://www.omvpetrom.com)). The proposals for the new items to be added to the agenda of the OGMS and the proposals for the draft resolutions (if applicable) received in due time, as detailed herein and in compliance with the requirements of the law, as well as the updated list of the candidates proposed to be appointed as members of the Supervisory Board, including information about their name, domicile and professional qualifications will be made available by the same communication means after OMV Petrom receives such information from the entitled shareholders. The total number of shares and voting rights conferred by such at the date of the convening notice shall be made available by the same communication means after Depozitarul Central S.A. keeping the shareholders’ register of OMV Petrom releases the shareholders’ register to OMV Petrom.

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

**Proposals with respect to adding new items on the agenda of the OGMS**, accompanied by copies of the Initiator’s valid identification documents (identity card/passport for natural persons and for legal persons / entities without legal personality, identity card/passport of the legal representative), as well as by a justification or a draft resolution proposed for approval by OGMS shall be submitted as follows:

- a) at the Correspondence Entry or by mail or courier with confirmation of receipt at the Correspondence Entry, **no later than 12 February 2020, 16:30 o’clock**, in a sealed envelope bearing the clearly written statement in capital letters: “**FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 3/4 MARCH 2020**”, or
- b) by e-mail having attached an extended electronic signature, in compliance with Law on Digital Signature no. 455/2001, **no later than 12 February 2020, 16:30 o’clock**, at [aga@petrom.com](mailto:aga@petrom.com) indicating in the “subject matter” field: “**FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 3/4 MARCH 2020**”.

**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 will be accompanied by copies of the Initiators' valid identification documents (identity card/passport for natural persons and for legal persons / entities without legal personality, identity card/passport of the legal representative) and may be submitted as follows:

- a) at the Correspondence Entry or by mail or courier with confirmation of receipt at the Correspondence Entry, **no later than 12 February 2020, 16:30 o'clock**, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 3/4 MARCH 2020"**, or
- b) by e-mail having attached an extended electronic signature in compliance with Law on Digital Signature No. 455/2001, **no later than 12 February 2020, 16:30 o'clock**, at [aga@petrom.com](mailto:aga@petrom.com), indicating in the "subject matter" field: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 3/4 MARCH 2020"**.

The shareholders of the Company, regardless of the participation held in the share capital, **may submit proposals of candidates for the appointment of members of the Supervisory Board**, containing information about the name, domicile and professional qualifications of the proposed persons, accompanied by copy of the candidate's valid identification documents (identity card/passport) and candidate's consent for the processing of personal data, as well as copies of the shareholder's valid identification documents (identity card/passport for natural persons and for legal persons / entities without legal personality, identity card/passport of the legal representative), as follows:

- a) at the Correspondence Entry or by mail or courier with confirmation of receipt at the Correspondence Entry, **no later than 12 February 2020, 16:30 o'clock**, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 3/4 MARCH 2020"**, or
- b) by e-mail having attached an extended electronic signature, in compliance with Law on Digital Signature No. 455/2001, **no later than 12 February 2020, 16:30 o'clock**, at [aga@petrom.com](mailto:aga@petrom.com), indicating in the "subject matter" field: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 3/4 MARCH 2020"**.

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 the shareholder's valid identification documents (identity card/passport for natural persons and for legal persons / entities without legal personality, identity card/passport of the legal representative). The written questions, if the case, may be submitted as follows:

- a) at the Correspondence Entry or by mail or courier with confirmation of receipt at the Correspondence Entry, **no later than 28 February 2020, 14:00 o'clock**, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 3/4 MARCH 2020"**, or
- b) by e-mail having attached an extended electronic signature, in compliance with the Law on Digital Signature no. 455/2001, **no later than 28 February 2020, 14:00 o'clock**, at [aga@petrom.com](mailto:aga@petrom.com), indicating in the "subject matter" field: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 3/4 MARCH 2020"**.

The shareholders **may attend in person or may be represented in OGMS either by their legal representative or by an appointed representative ("Proxy Holder")** having been granted a general or a special power of attorney.

In accordance with the Issuers' Law and Regulation no. 5/2018, in case a shareholder is represented by a credit institution rendering custodian services, the latter may vote in the OGMS based on and within the limits of the voting instructions received by electronic means, without it being necessary for the shareholder to draw up a special or general power of attorney for this purpose, provided that the said custodian credit institution submits to the Company a statement on its own liability, signed by the credit institution's legal representative, stating (i) the name of the shareholder, written clearly, for which the credit institution votes in the OGMS, and (ii) the fact that the credit institution renders custodian services for that respective shareholder. The original said own liability statement shall be submitted:

- a) at the Correspondence Entry of the Company or sent by mail or courier with confirmation of receipt at the Correspondence Entry, **no later than 48 hours before the date of the first OGMS convening**, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 3/4 MARCH 2020"**, or
- b) by e-mail having attached an extended electronic signature, in compliance with Law on Digital Signature No. 455/2001, **no later than 48 hours before the date of the first OGMS convening**, at [aga@petrom.com](mailto:aga@petrom.com), indicating in the "subject matter" field: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 3/4 MARCH 2020"**.

The credit institution rendering custodian services will vote in this case through any person within its administration/management body or of its employees; a proof/statement confirming these persons have the said qualities will be submitted together with the original own liability statement above-mentioned.

The **general power of attorney** shall be granted for a period not exceeding 3 years, expressly allowing the Proxy Holder to vote on all issues on the agenda of the general meetings of shareholders of the Company, including with respect to disposal deeds, provided that the general power of attorney: (i) is granted by the shareholder as client, to an intermediary as defined under Issuers' Law or to a lawyer and (ii) states that the Proxy Holder is an intermediary or a lawyer. If the Proxy Holder is a legal person, the mandate may be exercised by any person who is a member of the administrative or management body of the Proxy Holder or who is an employee of the Proxy Holder. The Proxy Holder shall prove its capacity as intermediary or lawyer by providing a statement on the form published together with the supporting materials for the OGMS on the Company's website, signed by the Proxy Holder at the entrance in the meeting room in front of the meeting organizers. Shareholders may not be represented in OGMS based on a general power of attorney by a person who is in a situation of conflict of interests which may arise in particular, if such person is:

- a) a majority shareholder of the Company, or another person controlled by such shareholder;
- b) a member of the administrative, management or supervisory body of the Company, of a majority shareholder or of a controlled person as provided at letter a);
- c) an employee or an auditor of the Company or of a majority shareholder or of controlled entity as provided at letter a);
- d) a spouse, relative or in-law up to fourth degree of one of the individuals referred to under letters a) - c).

The **general power of attorney** must provide at least the following information: (i) the name of the shareholder; (ii) name of the Proxy Holder; (iii) date of the proxy and its validity period, subject to the applicable legal requirements; proxies dated subsequently shall have the effect of revoking previously dated proxies; (iv) clear statement that the shareholder empowers the Proxy Holder to attend and vote on its/his/her behalf by general power of attorney in the general shareholders meeting for the entire holding of the shareholder at the Reference Date, expressly specifying the company/companies for which the general proxy is used, either by naming them separately or referring generically to a certain category of issuers. The general power of attorney ceases its legal effect in accordance with article 202 para. (2) of Regulation no. 5/2018.

Before their first use, copies of the **general powers of attorney**, in Romanian or English language, bearing the mention “in accordance with the original” and the signature of the Proxy Holder accompanied by a copy of the valid identity card of the shareholder (identity card/passport for natural persons and for legal persons / entities without legal personality, identity card/passport of the legal representative) shall be submitted:

- a) at the Correspondence Entry of the Company or sent by mail or courier with confirmation of receipt at the Correspondence Entry, **no later than 48 hours before the date of the first OGMS convening**, in a sealed envelope bearing the clearly written statement in capital letters: **“FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 3/4 MARCH 2020”**, or
- b) by e-mail having attached an extended electronic signature, in compliance with Law on Digital Signature No. 455/2001, **no later than 48 hours before the date of the first OGMS convening**, at [aga@petrom.com](mailto:aga@petrom.com), indicating in the “subject matter” field: **“FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 3/4 MARCH 2020”**.

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.: to vote “for” or “against” or, as the case may be, to mention “abstention”). A shareholder may be represented in the OGMS by a Proxy Holder holding special power of attorney granted only for the OGMS dated 3/4 March 2020.

One original of the **special power of attorney**, in Romanian or English language, filled in and signed by the shareholder, accompanied by copies of the shareholder’s valid identification documents (identity card/passport for natural persons and for legal persons / entities without legal personality, identity card/passport of the legal representative) shall be submitted:

- a) at the Correspondence Entry or sent by mail or courier with confirmation of receipt at the Correspondence Entry, **no later than 48 hours before the date of the first OGMS convening**, in a sealed envelope bearing the clearly written statement in capital letters: **“FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 3/4 MARCH 2020”**, or
- b) by e-mail having attached an extended electronic signature, in compliance with Law on Digital Signature No. 455/2001, **no later than 48 hours before the date of the first OGMS convening**, at [aga@petrom.com](mailto:aga@petrom.com), indicating in the “subject matter” field: **“FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 3/4 MARCH 2020”**.

A shareholder may appoint in the power of attorney one or more alternate representatives to ensure its/his/her representation in OGMS, if the Proxy Holder appointed by the power of attorney is unable to fulfill its/his/her



mandate. If more alternate representatives are appointed in the power of attorney, the order in which they will exercise their mandate shall be specified.

On the day of the OGMS, upon entering the meeting room, the shareholders - natural persons, in case they attend in person, the shareholders - legal persons / entities without legal personality, in case they attend through their legal representative and the Proxy Holders must present to the Company's representatives in charge with the OGMS organization the original of the identity card/passport for identity check.

The shareholders of the Company registered at the Reference Date in the shareholders' register kept by Depozitarul Central S.A. **may vote by correspondence**, prior to the OGMS, by using the Voting Bulletin.

**In case of voting by correspondence**, the Voting Bulletin, filled in in Romanian or English language and signed, accompanied by a copy of the shareholder's valid identification documents (identity card/passport for natural persons and for legal persons / entities without legal personality, identity card/passport of the legal representative) can be submitted as follows:

- a) at the Correspondence Entry or by mail or courier with confirmation of receipt at the Correspondence Entry, **no later than 48 hours before the date of the first OGMS convening**, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 3/4 MARCH 2020"**, or
- b) by e-mail having attached an extended electronic signature, in compliance with the Law on Digital Signature no. 455/2001, **no later than 48 hours before the date of the first OGMS convening**, at [aga@petrom.com](mailto:aga@petrom.com), indicating in the "subject matter" field: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 3/4 MARCH 2020"**.

The Voting Bulletins which will not be 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. In case the shareholder who expressed his vote via Voting Bulletin attends personally or by representative the OGMS, the vote by correspondence expressed for that OGMS shall be cancelled and only the vote expressed in person or by representative shall be considered. If the person representing the shareholder to the OGMS is other than the person who expressed his vote via the Voting Bulletin, for the validity of his vote he has to present in the OGMS a written revocation of the vote by correspondence signed by the shareholder or by the representative who expressed his vote via Voting Bulletin. This is not necessary in case the shareholder or his legal representative attends personally the OGMS.

**Please consider that the Correspondence Entry is open during business days between 9:00 - 16:30 o'clock from Monday until Thursday and between 9:00 - 14:00 o'clock on Friday and closed during the non-business days and legal holidays.**

When filling in the special powers of attorney and the Voting Bulletins, please consider that new items could be added on the Agenda, in which case the supplemented agenda will be published **no later than 19 February 2020**. In this case, **the updated special powers of attorney and Voting Bulletins both in Romanian and in**

**English** will be made available at the Correspondence Entry and published on the website of the Company ([www.omvpetrom.com](http://www.omvpetrom.com)) **starting with the date of publication of the supplemented agenda.**

For the avoidance of doubt, if the agenda is supplemented and the shareholders do not send their updated special powers of attorney and/or Voting Bulletins by correspondence, the special powers of attorney and the Voting Bulletins sent prior to publication of the supplemented agenda shall be taken into account only in respect of the points on the initial agenda.

As a general rule, applicable to all situations mentioned above, in accordance with the legislation in force, in case of shareholders that are legal persons / entities without legal personality, the capacity of legal representative shall be attested based on the shareholders' register, as released by Depozitarul Central S.A. However, if the shareholder has not informed on time Depozitarul Central S.A. about its legal representative or this information is not updated in the shareholders' register of OMV Petrom, then the capacity of legal representative shall be attested based on an excerpt issued by the Trade Registry or based on any other document issued by a competent authority from the country where the shareholder is registered, in original or certified copy, within its validity term.

Documents attesting the capacity of the legal representative of the shareholder, as detailed herein, as well as any other documents which need to be transmitted to the Company for exercising certain rights in accordance with this convening notice and the applicable legislation in force which are drafted in a foreign language, other than English language, should be accompanied by a translation made by an authorized translator in Romanian language or English language, with no notarization or apostille required.

### **Global Depositary Receipts holders**

In accordance with Regulation no. 4/2013, the persons holding Global Depositary Receipts ("**GDRs**") at the Reference Date can vote in the OGMS via Citibank N.A., the issuer of the GDRs ("**GDRs Issuer**"), which is a shareholder of the Company within the meaning and for the application of the provisions of Regulation no. 5/2018 and Issuers' Law.

The GDRs Issuer is fully responsible for the correct, complete and timely provision of information to the GDRs holders with respect to the OGMS (including supporting materials and documents made available by the Company), in compliance with the documentation for the GDRs issuance and transfer and applicable law.

The GDRs Issuer will vote in the OGMS for and on behalf of the GDRs holders in accordance and within the limits of instructions given by the GDR holders registered with the registrar of the GRDs holders on or about the Reference Date, in compliance with the documentation for the GDRs issuance and transfer and applicable law.



When computing whether the minimum quorum requirements for the OGMS are fulfilled, the Company will take into account only those underlying shares for which the GDRs Issuer has cast votes (including “abstention” votes) in accordance with the instructions given by the GDR holders.

The GDR holder will send to the GDRs Issuer or custodian of the GDRs, in accordance with the documentation for the issuance and transfer of the GDRs, his/her/its voting instructions with respect to the items on the agenda of the OGMS.

The GDRs Issuer is fully responsible for taking all necessary measures so that the entity keeping record of the GDR holders, intermediaries involved in custodian services for the GDR holders and/or any entities involved in the evidence of the GDR holders, report the voting instructions of the GDR holders with respect to the agenda items of the OGMS.

Should the statutory quorum requirements for the OGMS, laid down by the Companies’ Law or/and the Company’s Articles of Association, not be met on the aforementioned date stated for the first convening, the OGMS is convened on the date of **4 March 2020 (second convening), starting with 10:00 o’clock (Romania time)** at OMV Petrom headquarters located in 22 Coralilor Street, District 1, Bucharest (“Petrom City”), Infinity building, Oval B with the same agenda as at the first convening.

Additional information can be obtained from the Investors Relations Department, at telephone numbers 0800 800 064 (free of charge in Romania) or +40 214.022.206 and from the website of the Company ([www.omvpetrom.com](http://www.omvpetrom.com)).

**Christina Verchere**

**President of the Executive Board**

**Chief Executive Officer**

**OMV Petrom S.A.**