

In compliance with 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

Date of report: **27 April 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:

Resolutions of the Ordinary General Meeting of Shareholders dated 27 April 2020.

Whereas no shareholders attended in person (personally / by representation) to the Ordinary General Meeting of Shareholders of today, 27 April 2020, all resolutions were taken exclusively based on votes by correspondence.

Christina Verchere
Chief Executive Officer
President of the Executive Board

Alina Popa
Chief Financial Officer
Member of the Executive Board

Resolution no. 1
of the Ordinary General Meeting of Shareholders
of OMV Petrom S.A. of
27 April 2020

The Ordinary General Meeting of Shareholders of **OMV PETROM S.A.**, a company managed in a two-tier system, incorporated and functioning 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 share capital of RON 5,664,410,833.50 divided in 56,644,108,335 common, nominative shares having a face value of RON 0.1 each (hereinafter referred to as "**OMV Petrom**" or the "**Company**"), held on **27 April 2020 starting with 10:00 o'clock (Romania time)**, at **OMV Petrom's headquarters located in 22 Coralilor Street, District 1, Bucharest ("Petrom City"), Infinity Building, Oval B**, at the first convening (hereinafter referred to as the "**OGMS**"),

Considering:

- The convening notice of the OGMS published in the Official Gazette of Romania, Part IV, no. 1083 of 19 March 2020 and in the following widely-spread newspapers: "Ziarul Financiar" and "Bursa" of 19 March 2020,
- 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 decides upon items on the agenda OGMS no. 1, 2, 3, 5, 9 and 11, as follows:

Item 1. With the affirmative votes of the shareholders representing 89.78508% of the share capital and 99.98249% of the casted votes, **approves the separate financial statements of OMV Petrom for the financial year ended on 31 December 2019, prepared in accordance with Order of the Ministry of Public Finance no. 2844/2016 approving the accounting regulations compliant with the International Financial Reporting Standards ("IFRS"), based on the Independent Auditor's Report, the Report of the Executive Board and the Report of the Supervisory Board for the 2019 financial year.**

Item 2. With the affirmative votes of the shareholders representing 89.78508% of the share capital and 99.98249% of the casted votes, **approves the consolidated financial statements of OMV Petrom for the financial year ended on 31 December 2019, prepared in accordance with IFRS, as endorsed by the**

European Union, based on the Independent Auditor's Report, the Report of the Executive Board and the Report of the Supervisory Board for the 2019 financial year.

Item 3. With the affirmative votes of the shareholders representing 89.78507% of the share capital and 99.99999% of the casted votes, **approves the Annual Report which also includes the Report of the Executive Board and the Report of the Supervisory Board for the 2019 financial year.**

Item 5. With the affirmative votes of the shareholders representing 89.80080% of the share capital and 100% of the casted votes, **approves the 2020 Income and Expenditure Budget of OMV Petrom.**

Item 9. With the affirmative votes of the shareholders representing 89.80080% of the share capital and 100% of the casted votes, **approves**, in accordance with article 176, paragraph (1) of Regulation no. 5/2018, **14 May 2020 as Record Date** for identifying the shareholders upon which the resolutions of the OGMS will take effect, computed as per article 86, paragraph (1) of Issuers' Law and **13 May 2020 as Ex-Date**, computed as per article 2 paragraph (2) letter l) of Regulation no. 5/2018.

Item 11. With the affirmative votes of the shareholders representing 89.80080% of the share capital and 100% of the casted votes, **approves the empowerment of Ms. Christina Verchere, President of Executive Board and Chief Executive Officer, to sign in the name of the shareholders the OGMS resolutions and to perform any act or formality required by law for the registration of the OGMS resolutions. Ms. Christina Verchere may delegate all or part of the above mentioned powers to any competent person(s) to perform such mandate.**

This resolution is signed today, 27 April 2020, in Bucharest, in 3 original counterparts.

Christina Verchere

Chief Executive Officer

President of the Executive Board

Resolution no. 2
of the Ordinary General Meeting of Shareholders
of OMV Petrom S.A. of
27 April 2020

The Ordinary General Meeting of Shareholders of **OMV PETROM S.A.**, a company managed in a two-tier system, incorporated and functioning 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 share capital of RON 5,664,410,833.50 divided in 56,644,108,335 common, nominative shares having a face value of RON 0.1 each (hereinafter referred to as "**OMV Petrom**" or the "**Company**"), held on **27 April 2020 starting with 10:00 o'clock (Romania time), at OMV Petrom's headquarters located in 22 Coralilor Street, District 1, Bucharest ("Petrom City"), Infinity Building, Oval B**, at the first convening (hereinafter referred to as the "**OGMS**"),

Considering:

- The convening notice of the OGMS published in the Official Gazette of Romania, Part IV, no. 1083 of 19 March 2020 and in the following widely-spread newspapers: "Ziarul Financiar" and "Bursa" of 19 March 2020,
- 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 decides upon items on the agenda OGMS no. 4, 9, 10 and 11, as follows:

Item 4. a) With the affirmative votes of the shareholders representing 89.80080% of the share capital and 100% of the casted votes, **approves the Executive Board's proposal regarding the allocation of the profits, determined according to the law, for the financial year ended at 31 December 2019, as follows:**

- (i) to reserves from fiscal facilities (reinvested profit) an amount of **RON 31,141,552.29**
- (ii) dividends with a gross value amounting to **RON 0.0310 per share**; the payment of dividends is to be made in RON to OMV Petrom's shareholders registered with the shareholders registry kept by Depozitarul Central S.A. on the **Record Date** established by this OGMS (the Record Date proposed to be approved by OGMS is **14 May 2020**), starting with the **Payment Date** established by this OGMS (the Payment Date

proposed to be approved by OGMS is **5 June 2020**); the net dividend and related tax on dividend is to be determined using the following computation method: the gross dividend corresponding to each shareholder will be computed by multiplying the number of shares held at the Record Date by the respective shareholder with the gross dividend per share; the resulting amount will be then rounded down to two decimals according to the Code of Depozitarul Central S.A. with its subsequent amendments and supplementations; afterwards, the tax on dividend will be computed by applying the relevant tax rate to gross dividends already rounded down to two decimals; the amount of the net dividend to be paid will represent the difference between the gross dividend rounded down to two decimals and the amount of the related tax on dividends rounded up/down according to the legal provisions.

Item 4. b) With the affirmative votes of the shareholders representing 89.80080% of the share capital and 100% of the casted votes, **approves, in line with the capital market legislation requirements for the payment of dividends, that the payment of dividends is made through Depozitarul Central S.A. (i) via the participants in its clearing-settlement and registry system and, where appropriate, (ii) via the payment agent BRD Groupe Societe Generale S.A.**

Item 9. With the affirmative votes of the shareholders representing 89.80080% of the share capital and 100% of the casted votes, **approves**, in accordance with article 176, paragraph (1) of Regulation no. 5/2018, **14 May 2020 as Record Date** for identifying the shareholders upon which the resolutions of the OGMS will take effect, computed as per article 86, paragraph (1) of Issuers' Law and **13 May 2020 as Ex-Date**, computed as per article 2 paragraph (2) letter l) of Regulation no. 5/2018.

Item 10. With the affirmative votes of the shareholders representing 89.80080% of the share capital and 100% of the casted votes, **approves**, in accordance with Article 176, paragraph (1) of the Regulation no. 5/2018, **5 June 2020 as Payment Date for payment of dividends for 2019 financial year, computed as per article 178, paragraph (2) of Regulation no. 5/2018.**

Item 11. With the affirmative votes of the shareholders representing 89.80080% of the share capital and 100% of the casted votes, **approves the empowerment of Ms. Christina Verchere, President of Executive Board and Chief Executive Officer, to sign in the name of the shareholders the OGMS resolutions and to perform any act or formality required by law for the registration of the OGMS resolutions. Ms. Christina Verchere may delegate all or part of the above mentioned powers to any competent person(s) to perform such mandate.**

This resolution is signed today, 27 April 2020, in Bucharest, in 3 original counterparts.

Christina Verchere

Chief Executive Officer

President of the Executive Board

Resolution no. 3
of the Ordinary General Meeting of Shareholders
of OMV Petrom S.A. of
27 April 2020

The Ordinary General Meeting of Shareholders of **OMV PETROM S.A.**, a company managed in a two-tier system, incorporated and functioning 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 share capital of RON 5,664,410,833.50 divided in 56,644,108,335 common, nominative shares having a face value of RON 0.1 each (hereinafter referred to as "**OMV Petrom**" or the "**Company**"), held on **27 April 2020 starting with 10:00 o'clock (Romania time), at OMV Petrom's headquarters located in 22 Coralilor Street, District 1, Bucharest ("Petrom City"), Infinity Building, Oval B**, at the first convening (hereinafter referred to as the "**OGMS**"),

Considering:

- The convening notice of the OGMS published in the Official Gazette of Romania, Part IV, no. 1083 of 19 March 2020 and in the following widely-spread newspapers: "Ziarul Financiar" and "Bursa" of 19 March 2020,
- 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 decides upon items on the agenda OGMS no. 6, 7, 9 and 11, as follows:

Item 6. With the affirmative votes of the shareholders representing 89.74410% of the share capital and 99.93686% of the casted votes, **approves the discharge of liability of the members of the Executive Board and of the members of the Supervisory Board for the 2019 financial year.**

Item 7. With the affirmative votes of the shareholders representing 89.72857% of the share capital and 97.97408% of the casted votes, **approves for the current year:**

- **an annual gross remuneration corresponding to a net remuneration of EUR 20,000 for each member of the Supervisory Board;**
- **a gross remuneration per meeting corresponding to a net remuneration of EUR 4,000 for each member of the Audit Committee;**
- **a gross remuneration per meeting corresponding to a net remuneration of EUR 2,000 for each member of the Presidential and Nomination Committee.**

Item 9. With the affirmative votes of the shareholders representing 89.80080% of the share capital and 100% of the casted votes, **approves**, in accordance with article 176, paragraph (1) of Regulation no. 5/2018, **14 May 2020 as Record Date** for identifying the shareholders upon which the resolutions of the OGMS will take effect, computed as per article 86, paragraph (1) of Issuers' Law and **13 May 2020 as Ex-Date**, computed as per article 2 paragraph (2) letter l) of Regulation no. 5/2018.

Item 11. With the affirmative votes of the shareholders representing 89.80080% of the share capital and 100% of the casted votes, **approves the empowerment of Ms. Christina Verchere, President of Executive Board and Chief Executive Officer, to sign in the name of the shareholders the OGMS resolutions and to perform any act or formality required by law for the registration of the OGMS resolutions. Ms. Christina Verchere may delegate all or part of the above mentioned powers to any competent person(s) to perform such mandate.**

This resolution is signed today, 27 April 2020, in Bucharest, in 3 original counterparts.

Christina Verchere

Chief Executive Officer

President of the Executive Board

Resolution no. 4
of the Ordinary General Meeting of Shareholders
of OMV Petrom S.A. of
27 April 2020

The Ordinary General Meeting of Shareholders of **OMV PETROM S.A.**, a company managed in a two-tier system, incorporated and functioning 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 share capital of RON 5,664,410,833.50 divided in 56,644,108,335 common, nominative shares having a face value of RON 0.1 each (hereinafter referred to as "**OMV Petrom**" or the "**Company**"), held on **27 April 2020 starting with 10:00 o'clock (Romania time), at OMV Petrom's headquarters located in 22 Coralilor Street, District 1, Bucharest ("Petrom City"), Infinity Building, Oval B**, at the first convening (hereinafter referred to as the "**OGMS**"),

Considering:

- The convening notice of the OGMS published in the Official Gazette of Romania, Part IV, no. 1083 of 19 March 2020 and in the following widely-spread newspapers: "Ziarul Financiar" and "Bursa" of 19 March 2020,
- OMV Petrom's Articles of Association in force as of 23 May 2011 (the "**Articles of Association**"),
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- 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 decides upon items on the agenda OGMS no. 8, 9 and 11, as follows:

Item 8. a) With the affirmative and secret votes of the shareholders representing 69.16194% of the share capital and 77.01707% of the casted votes, **approves the reappointment of Ernst & Young Assurance Services SRL** (*headquartered in Bucharest Tower Center Building, 15-17 Ion Mihalache Blvd., 21st Floor, Sector 1, Bucharest, registered with the Trade Registry under J40/5964/1999, having sole registration code 11909783, member of the Authority for Public Supervision of the Statutory Audit Activity as per authorization no. FA77, legally represented by Mr. Bogdan Ion*) **as financial auditor of OMV Petrom for the 2020 financial year, the duration of the audit service agreement being one year.**

Item 8. b) With the affirmative votes of the shareholders representing 69.11509% of the share capital and 75.46878% of the casted votes, **approves a remuneration amounting to EUR 462,500 to be paid to Ernst**

& Young Assurance Services SRL for auditing OMV Petrom's financial statements for 2020 financial year.

Item 9. With the affirmative votes of the shareholders representing 89.80080% of the share capital and 100% of the casted votes, **approves**, in accordance with article 176, paragraph (1) of Regulation no. 5/2018, **14 May 2020 as Record Date** for identifying the shareholders upon which the resolutions of the OGMS will take effect, computed as per article 86, paragraph (1) of Issuers' Law and **13 May 2020 as Ex-Date**, computed as per article 2 paragraph (2) letter l) of Regulation no. 5/2018.

Item 11. With the affirmative votes of the shareholders representing 89.80080% of the share capital and 100% of the casted votes, **approves the empowerment of Ms. Christina Verchere, President of Executive Board and Chief Executive Officer, to sign in the name of the shareholders the OGMS resolutions and to perform any act or formality required by law for the registration of the OGMS resolutions. Ms. Christina Verchere may delegate all or part of the above mentioned powers to any competent person(s) to perform such mandate.**

This resolution is signed today, 27 April 2020, in Bucharest, in 3 original counterparts.

Christina Verchere

Chief Executive Officer

President of the Executive Board