

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: **April 27, 2022**

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: **J40/8302/1997**

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 Extraordinary General Meeting of Shareholders of OMV Petrom S.A. dated April 27, 2022.

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 Extraordinary General Meeting of Shareholders
of OMV Petrom S.A. of
27 April 2022

The Extraordinary 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 2022 starting with 12:00 o'clock (Romania time), at OMV Petrom's headquarters located in 22 Coralilor Street, District 1, Bucharest ("Petrom City"), Infinity Building, Oval A**, at the first convening (hereinafter referred to as the "**EGMS**"),

Considering:

- The convening notice of the EGMS published in the Official Gazette of Romania, Part IV, no. 1163 of 21 March 2022 and in the following widely-spread newspapers: "Ziarul Financiar" and "Bursa" of 21 March 2022,
- 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, as republished ("**Issuers' Law**"),
- Financial Supervisory Authority Regulation no. 5/2018 on issuers of financial instruments and market operations with its subsequent amendments and supplementations ("**Regulation no. 5/2018**"),
- Financial Supervisory Authority Regulation no. 4/2013 regarding shares underlying depositary receipts with its subsequent amendments and supplementations ("**Regulation no. 4/2013**"),
- Law no. 555/2004 regarding the privatization of SNP Petrom S.A. ("**Law 555/2004**"),
- Government Decision no. 834/1991 for the determination and evaluation of land of state-owned companies with its subsequent amendments and supplementations ("**GD 834/1991**"),
- Criteria no. 2665/1992 for the determination and evaluation of land of state-owned companies with its subsequent amendments and supplementations ("**Criteria 2665/1992**").

Hereby decides upon items on the agenda EGMS no. 1, 2, 3, 6 and 7, as follows:

Item 1. With the affirmative votes of the shareholders representing 87.29545% of the share capital and 96.47141% of the total votes held by the present or represented shareholders, **approves the initiation of the share capital increase operation of OMV Petrom by in kind contribution of the Romanian State, represented by the Ministry of Energy, as a result of obtaining a number of 1,944 land ownership**

certificates (total area of land plots to be included in the share capital being of 1,379.15 hectares), by reference to the land ownership certificates obtaining status and the situation of non-eligible land plots that do not fulfil the conditions provided for by GD 834/1991 and Criteria 2665/1992 and for which land ownership certificates cannot be obtained.

Item 2. With the affirmative votes of the shareholders representing 87.29545% of the share capital and 96.47141% of the total votes held by the present or represented shareholders, **approves the notification of the Romanian State, represented by the Ministry of Energy, as per the article 4.2.2, letter b of Privatization Agreement no. 5/2004 and the article 13 (1), letter b of Law 555/2004 on SNP Petrom SA privatization, given that all land ownership certificates possible to be obtained have been obtained by OMV Petrom, by reference to the land ownership certificates obtaining status and the situation of non-eligible land plots that do not fulfil the conditions provided for by GD 834/1991 and Criteria 2665/1992 and for which land ownership certificates cannot be obtained.**

Item 3. With the affirmative votes of the shareholders representing 87.29545% of the share capital and 96.47141% of the total votes held by the present or represented shareholders, **ratifies the appointment of the independent expert valuator, Darian DRS SA, selected by the Company following a competitive tender process and appointed by the Trade Registry Office of Bucharest Tribunal to evaluate the land plots for the in kind contribution.**

Item 6. With the affirmative votes of the shareholders representing 87.50744% of the share capital and 96.70568% of the total votes held by the present or represented shareholders, **approves**, in accordance with article 176, paragraph (1) of Regulation no. 5/2018, **13 May 2022** as **Record Date** for identifying the shareholders upon which the resolutions of the EGMS will take effect, computed as per article 87, paragraph (1) of Issuers' Law and **12 May 2022** as **Ex-Date**, computed as per article 2 paragraph (2) letter I) of Regulation no. 5/2018.

Item 7. With the affirmative votes of the shareholders representing 87.50744% of the share capital and 96.70568% of the total votes held by the present or represented shareholders, **approves the empowerment of Ms. Christina Verchere, President of Executive Board and Chief Executive Officer, to sign in the name of the shareholders the EGMS resolutions and to perform any act or formality required by law for the registration of the EGMS 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 2022.

Christina Verchere

Chief Executive Officer

President of the Executive Board

Resolution no. 2
of the Extraordinary General Meeting of Shareholders
of OMV Petrom S.A. of
27 April 2022

The Extraordinary 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 2022 starting with 12:00 o'clock (Romania time), at OMV Petrom's headquarters located in 22 Coralilor Street, District 1, Bucharest ("Petrom City"), Infinity Building, Oval A**, at the first convening (hereinafter referred to as the "**EGMS**"),

Considering:

- The convening notice of the EGMS published in the Official Gazette of Romania, Part IV, no. 1163 of 21 March 2022 and in the following widely-spread newspapers: "Ziarul Financiar" and "Bursa" of 21 March 2022,
- 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, as republished ("**Issuers' Law**"),
- Financial Supervisory Authority Regulation no. 5/2018 on issuers of financial instruments and market operations with its subsequent amendments and supplementations ("**Regulation no. 5/2018**"),
- Financial Supervisory Authority Regulation no. 4/2013 regarding shares underlying depositary receipts with its subsequent amendments and supplementations ("**Regulation no. 4/2013**"),
- Law no. 555/2004 regarding the privatization of SNP Petrom S.A. ("**Law 555/2004**"),
- Government Decision no. 834/1991 for the determination and evaluation of land of state-owned companies with its subsequent amendments and supplementations ("**GD 834/1991**"),
- Criteria no. 2665/1992 for the determination and evaluation of land of state-owned companies with its subsequent amendments and supplementations ("**Criteria 2665/1992**").

Hereby decides upon items on the agenda EGMS no. 4, 5, 6 and 7, as follows:

Item 4, sub-item 4.1. With the affirmative votes of the shareholders representing 87.29532% of the share capital, 87.29564% of the total voting rights and 96.47127% of the total votes held by the present or represented shareholders, **approves the authorization of the Executive Board of OMV Petrom, for a period of 2 (two) years, to increase OMV Petrom's share capital with a maximum value of 50% of the existing subscribed share capital (i.e. maximum RON 2,832,205,416.75), representing authorized share capital, by issuing new nominative ordinary shares, in dematerialized form, each share having a**

nominal value of RON 0.1, at a price of RON 0.1 per share, equal to the nominal value, without a share premium, by:

- (i) the in-kind contribution of the Romanian State, represented by the Ministry of Energy, as a result of obtaining a number of 1,944 land ownership certificates (total area of land plots to be included in the share capital being of 1,379.15 hectares);

The value of the land plots representing the in-kind contribution shall be determined, in accordance with Government Decision no. 834/1991 and applicable legal provisions, by the independent expert valuator appointed by the Bucharest Trade Registry to evaluate the land plots for the in kind contribution.

- (ii) the cash contribution of the other shareholders/holders of preference rights, resulted from exercising their preference right, granted as a result of the in-kind contribution of the Romanian State represented the Ministry of Energy.

Item 4, sub-item 4.2. With the affirmative votes of the shareholders representing 87.29532% of the share capital, 87.29564% of the total voting rights and 96.47127% of the total votes held by the present or represented shareholders, **approves the authorization of the Executive Board of OMV Petrom to take all decisions and measures in the name and on behalf of the Company, for carrying out and finalizing the share capital increase, including, but without being limited, to the following:**

- a) the approval of the share capital increase by in-kind contribution of the Romanian State represented by the Ministry of Energy, by the value of the land plots for which land ownership certificates have been obtained by the Company, based on the land valuation report drawn up by the independent expert valuator appointed by the Bucharest Trade Registry, pursuant to the Government Decision no. 834/1991 and applicable legal provisions, and, respectively, by the cash contribution of the other shareholders/holders of preference rights, resulting from exercising their preference rights;
- b) establishing the “record date”, being the date used to identify the shareholders which will benefit of the preference rights related to the share capital increase, pursuant to the decision of the Executive Board to increase the share capital by the in-kind contribution of the Romanian State, represented by the Ministry of Energy and, respectively, by the cash contribution of the other shareholders/holders of preference rights, resulting from exercising their preference rights;
- c) establishing also the “Ex-date”, the “payment date” and any other dates relevant for such corporate event, as per the Financial Supervisory Authority Regulation no. 5/2018;
- d) establishing the actual subscription period and the subscription procedure;
- e) approval of the prospectus and of the share capital increase offering notice after completion thereof by the intermediary;
- f) approval of the underwriting agreement with intermediary, as well as of any other document required to have the shares and global depositary receipts (GDR) admitted for trading and registered with any required registers, plus any other deeds or documents required for completion of the share capital increase, even if not specifically referred to in this resolution;
- g) taking note of the status of subscriptions, cancellation of any unsubscribed shares, and approval of the share capital resulted from the share capital increase operation, subject to the limits of the authorized share capital;
- h) executing, through its representatives, any documents, and taking any actions for implementing this resolution, including, but without limitation to, the approval and execution of the Company’s updated

Articles of Association reflecting the amendment in accordance with the above mentioned approvals, as well as the registration of the share capital increase operation with the Bucharest Trade Registry and with other relevant authorities;

- i) executing, through its representatives, any other deeds or documents and taking any other actions which, while not specifically indicated in this resolution, are necessary or useful to attain the above mentioned purposes.

The decision of the Executive Board approving the share capital increase performed under this authorization will be subject to the approval of the Supervisory Board (other than the final decision implementing the share capital increase based on the results of the subscriptions in cash – when the Executive Board only takes note of the status of subscriptions, cancellation of any unsubscribed shares and approves the final share capital amount resulted from the share capital increase operation).

Item 5, sub-item 5.1. With the affirmative votes of the shareholders representing 87.29545% of the share capital, 87.29576% of the total voting rights and 96.47141% of the total votes held by the present or represented shareholders, **approves the amendment of Article 8 of the Articles of Association that will have the following content:**

“Article 8 Reduction or increase of share capital

The share capital may be reduced pursuant to a resolution of the extraordinary general meeting of shareholders according to and in compliance with the procedure prescribed by law.

The exercise of the competence to increase the share capital is delegated, for a period of 2 (two) years as of 27 April 2022, by the extraordinary general meeting of shareholders to the Executive Board, in accordance with the law and these Articles of Association. The extraordinary general meeting of shareholders will decide on any renewal of this period by subsequent resolutions, if the case. The Executive Board is authorised to carry out a share capital increase with a maximum value of 50% of the existing subscribed share capital as of the date of the resolution of the extraordinary general meeting of shareholders held on 27 April 2022, i.e. maximum RON 2,832,205,416.75, under the following terms: (a) only new shares shall be issued, in exchange for in-kind contribution of the Romanian State as a result of obtaining the land ownership certificates by the Company and cash contributions of the other shareholders/holders of preference rights; (b) preference rights shall be issued to the existing shareholders; (c) the subscription period shall be of at least one month; (d) only holders of preference rights may subscribe new shares; (e) the share capital shall be increased to the extent of the newly subscribed shares and all shares that are not subscribed by holders of preference rights shall be cancelled; and (f) the new shares shall be issued at nominal value of RON 0.1 per share and at a price of RON 0.1 per share, equal to the nominal value, without a share premium.

The decision of the Executive Board approving the share capital increase performed under this authorization will be subject to the approval of the Supervisory Board (other than the final decision implementing the share capital increase based on the results of the subscriptions in cash – when the Executive Board only takes note of the status of subscriptions, cancellation of any unsubscribed shares and approves the final share capital amount resulted from the share capital increase operation).”

Item 5, sub-item 5.2. With the affirmative votes of the shareholders representing 87.50730% of the share capital and 96.70553% of the total votes held by the present or represented shareholders, **approves the amendment of Article 7 of the Articles of Association by removal of the outdated shareholding structure of the Company (namely, the second paragraph from article 7 is removed, while the first paragraph remains unchanged) that will have the following content:**

“Article 7 Share capital

The issued share capital of Petrom amounting to RON 5,664,410,833.50, fully subscribed and paid up, of which RON 5,602,816,732.80 and EUR 9,544,163.19 in cash, and RON 26,697,708.80 in kind contribution, divided in 56,644,108,335 common, nominative shares with a nominal value of RON 0.1 each.”

Item 5, sub-item 5.3. With the affirmative votes of the shareholders representing 87.50730% of the share capital and 96.70553% of the total votes held by the present or represented shareholders, **approves the empowerment of any two members of the Executive Board to sign the Company’s updated Articles of Association reflecting the amendment of Article 8, as mentioned above, as well as the removal of the outdated shareholding structure of the Company from article 7 of the Articles of Association.**

Item 6. With the affirmative votes of the shareholders representing 87.50744% of the share capital and 96.70568% of the total votes held by the present or represented shareholders, **approves**, in accordance with article 176, paragraph (1) of Regulation no. 5/2018, **13 May 2022 as Record Date** for identifying the shareholders upon which the resolutions of the EGMS will take effect, computed as per article 87, paragraph (1) of Issuers’ Law and **12 May 2022 as Ex-Date**, computed as per article 2 paragraph (2) letter I) of Regulation no. 5/2018.

This resolution is signed today, 27 April 2022.

Christina Verchere

Chief Executive Officer

President of the Executive Board