

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

Date of report: **19 October 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: **J 40/8302/1997**

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

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

Significant event to be reported:

Resolution of the Executive Board of OMV Petrom S.A. regarding the acknowledgement of the subscriptions made within the share capital increase, as well as the approval of the new share capital and of the updated Articles of Association

OMV Petrom S.A. ("**OMV Petrom**") announces that on 19 October 2022 the Executive Board acknowledged and approved the following:

1. Acknowledged that out of the total number of 4,639,664,234 new shares that were offered for subscription to the holders of preference rights, a total number of 4,460,956,331 new ordinary nominative shares, in dematerialized form (including underlying new shares represented by new global depositary receipts) were subscribed, with a nominal value of RON 0.1 per share and a total nominal value of RON 446,095,633.10 (representing 96.1% of the total new shares offered for subscription).
2. Approved the cancelation of the 178,707,903 new shares remained unsubscribed.
3. Approved the share capital increase of OMV Petrom, through in-kind and cash contribution, with the value of RON 566,755,872.30, from the value of RON 5,664,410,833.50 to the value of RON 6,231,166,705.80, through the issue of a number of 5,667,558,723 new ordinary nominative shares, in dematerialized form, each share having a nominal value of RON 0.1, as follows:
 - (i) 1,206,602,392 new shares, with a total value of RON 120,660,239.20, representing the in-kind contribution of the Romanian State, through the Ministry of Energy.
 - (ii) 4,460,956,331 new shares (including underlying new shares represented by new global depositary receipts), with a total value of RON 446,095,633.10, that were subscribed in cash, within the exercise of the preference right by the shareholders of OMV Petrom other than the Romanian State.
4. Approved the amendment and the update of the Articles of Association of OMV Petrom to reflect the share capital increase and the new shareholding structure of OMV Petrom.

Other relevant details regarding the share capital increase are included in the attached Resolution of the Executive Board of OMV Petrom.

The newly issued shares and the new share capital of OMV Petrom following the share capital increase will be registered with the Romanian Trade Registry, with the Romanian Financial Supervisory Authority and with the Romanian Central Depositary, in accordance with the applicable legal provisions. The completion of these registrations will be announced by OMV Petrom through an ad-hoc report. Subsequently, the newly issued shares will be available for trading on the spot regulated market operated by the Bucharest Stock Exchange and the new global depositary receipts will be available for trading on the main market operated by the London Stock Exchange.

Annex:

- Resolution of the Executive Board of OMV Petrom S.A. regarding the acknowledgement of the subscriptions made within the share capital increase, as well as the approval of the new share capital and of the updated Articles of Association

Christina Verchere
Chief Executive Officer
President of the Executive Board

Alina Popa
Chief Financial Officer
Member of the Executive Board

**Resolution of the
Executive Board of OMV Petrom S.A.
dated 19 October 2022**

The Executive Board of **OMV PETROM S.A.**, company administered in a two-tier system, with its headquarters located at Bucharest, 22 Coralilor Street, Sector 1, Petrom City, Romania, registered with the Trade Registry under no. J40/8302/1997, having sole registration code RO 1590082, (the „**Company**” or “**OMV Petrom**”), in accordance with the statutory and legal provisions, considering also article 8 and article 23 letter j) of the Company’s Articles of Association and Resolutions of the Extraordinary General Meeting of Shareholders no. 1 and no. 2 dated 27 April 2022 and Resolution of the Executive Board dated 14 June 2022, **in the meeting dated 19 October 2022, unanimously approved the following:**

1. Acknowledges and validates the subscriptions made within the share capital increase based on exercising the preference rights by the entitled shareholders and respectively by the global depositary receipts (“**GDRs**”) entitled holders, as follows:
 - 1.1 Out of the total number of 4,639,664,234 new shares that were offered for subscription to the holders of preference rights, a total number of 4,460,956,331 new ordinary nominative shares, in dematerialized form (including underlying new shares represented by new GDRs) were subscribed, with a nominal value of RON 0.1 per share and a total nominal value of RON 446,095,633.10 at a subscription price of RON 0.1 per share, equal to the nominal value, without a share premium, out of which:
 - (i) 4,459,343,831 new shares, under market symbol "SNP" on the spot regulated market operated by the Bucharest Stock Exchange and ISIN code: ROSNPPACNOR9;
 - (ii) 1,612,500 underlying new shares under market symbol "SNP" on the spot regulated market operated by the Bucharest Stock Exchange and ISIN code: ROSNPPACNOR9 represented by 10,750 new GDRs, issued pursuant to Regulation S, each new GDR representing 150 new underlying shares, under market symbol "PETB" on the main market operated by London Stock Exchange and ISIN code according to Regulation S: US67102R3049. No Rule 144A GDR was offered or issued within the offering related to the share capital increase.
 - 1.2 The total number of subscribed new shares, having a total nominal value of RON 446,095,633.10 represent 96.1% of the total new shares offered for subscription.
2. Acknowledges that out of the total number of 4,639,664,234 new shares offered for subscription within the share capital increase, a number of 178,707,903 new shares remained unsubscribed and, therefore, approves the cancelation of the 178,707,903 new shares remained unsubscribed in accordance with the provisions of the Resolution of the Extraordinary General Meeting of Shareholders no. 2 dated 27 April 2022 and of the Resolution of the Executive Board dated 14 June 2022.
3. Approves the share capital increase of OMV Petrom, through in-kind and cash contribution, with the value of RON 566,755,872.30, from the value of RON 5,664,410,833.50 to the value of RON 6,231,166,705.80, through

the issue of a number of 5,667,558,723 new ordinary nominative shares, in dematerialized form, each share having a nominal value of RON 0.1, as follows:

- 3.1. 1,206,602,392 new shares, with a total value of RON 120,660,239.20, representing the in-kind contribution of the Romanian State, through the Ministry of Energy, as a result of obtaining 1,943 land ownership certificates issued in accordance with Government Decision no. 834/1991 for the determination and evaluation of land of state-owned companies with its subsequent amendments and supplementations, with a total area of land plots of 1,379.05 hectares, as detailed in the valuation report no. 353/15.04.2022 issued by the independent expert valuator, Darian DRS S.A. (authorized by the National Association of Authorized Romanian Valuators as corporate member) and appointed by the Trade Registry Office of Bucharest Tribunal through resolution no. 44310/30.03.2021.
- 3.2. 4,460,956,331 new shares, with a total value of RON 446,095,633.10, that were subscribed in cash, within the exercise of the preference right by the shareholders of OMV Petrom other than the Romanian State.
4. Approves the amendment and the update of the Articles of Association of OMV Petrom to reflect the share capital increase and the new shareholding structure of OMV Petrom, as follows:

Article 7 of the Articles of Association will have the following content:

“Article 7 Share capital

The issued share capital of OMV Petrom amounts to RON 6,231,166,705.80, fully subscribed and paid up, of which RON 6,048,912,365.90 and EUR 9,544,163.19 in cash, and RON 147,357,948.00 in kind contribution, divided in 62,311,667,058 ordinary, nominative shares, in dematerialized form, with a nominal value of RON 0.1 each.

The shareholding structure of OMV Petrom is as follows:

- (i) OMV Aktiengesellschaft (having its headquarters at Trabrennstrasse 6-8, 1020 Vienna, Austria), holds a number of 31,876,679,783 shares, having a total nominal value of RON 3,187,667,978.30, composed of cash contribution of RON 3,154,247,046.90 and EUR 9,140,624.74, representing 51.157% of the share capital,*
 - (ii) the Romanian State, through the Ministry of Energy (having its headquarters at 39-41 Academiei Street, Sector 1, Bucharest), holds a number of 12,897,296,810 shares, having a total nominal value of RON 1,289,729,681.00, composed of cash contribution of RON 1,142,371,733.00 and RON 147,357,948.00 contribution in kind, representing 20.698% of the share capital,*
 - (iii) Shareholders – list type (natural persons and legal entities), hold a number of 17,537,690,465 shares, having a total nominal value of RON 1,753,769,046.50, composed of cash contribution of RON 1,752,293,586.00 and EUR 403,538.45, representing 28.145% of the share capital.”*
5. **Empowerment, individually**, of each of the **members of the Executive Board** for signing of the updated Articles of Association reflecting the share capital increase and any other documents and execution of any formality which will be necessary for the implementation and registration of the share capital increase, including, but without being limited to representation of OMV Petrom before any competent authorities and institutions

(such as: Financial Supervisory Authority, Bucharest Stock Exchange, Depozitarul Central S.A., Financial Conduct Authority from United Kingdom, London Stock Exchange, the Trade Register Office of Bucharest Tribunal), as well as in front of any other authority, public institution, legal persons or individuals. Any of the members of the Executive Board may delegate all or part of the above-mentioned powers to any competent person(s) to perform such mandate.

The present resolution **was signed today, 19 October 2022.**

Christina Verchere

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

Alina Popa

Member of the Executive Board and Chief Financial Officer of OMV Petrom S.A.

Andreea Țăranu

General Secretary of the Executive Board of OMV Petrom S.A.