

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: **26 April 2023**

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: **RON 6,231,166,705.80**

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

Significant event to be reported:

Resolutions of the Ordinary General Meeting of Shareholders of OMV Petrom S.A. dated 26 April 2023.

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
26 April 2023**

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 6,231,166,705.80 divided in 62,311,667,058 common, nominative shares having a face value of RON 0.1 each (hereinafter referred to as "**OMV Petrom**" or the "**Company**"), held on **26 April 2023 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 A**, 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. 1319 of 20 March 2023 and in the following widely-spread newspapers: "Ziarul Financiar" and "Bursa" of 20 March 2023,
- OMV Petrom's Articles of Association in force as of 19 October 2022 (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**"),

Hereby decides upon items on the agenda OGMS no. 1, 2, 3, 4, 5, 6, 7, 15, 16 and 17, as follows:

Item 1. With the affirmative votes of the shareholders representing 70.543552% of the share capital and 99.999679% of the casted votes, **approves the separate financial statements of OMV Petrom for the financial year ended on 31 December 2022, prepared in accordance with International Financial Reporting Standards (IFRS), as stipulated into Ministry of Finance Order no. 2844/2016, based on the Independent Auditor's Report, the Report of the Executive Board and the Report of the Supervisory Board for the 2022 financial year.**

Item 2. With the affirmative votes of the shareholders representing 70.543573% of the share capital and 99.999795% of the casted votes, **approves the consolidated financial statements of OMV Petrom for the financial year ended on 31 December 2022, 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 2022 financial year.**

Item 3. With the affirmative votes of the shareholders representing 70.541826% of the share capital and 99.999795% 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 2022 financial year.**

Item 4. With the affirmative votes of the shareholders representing 91.239507% of the share capital and 99.998929% of the casted votes, **approves the Executive Board's proposal regarding the allocation of profits, determined according to the law, for the financial year ended December 31, 2022, as follows:**

- (i) to legal reserve an amount of **RON 113,351,174.00**;
- (ii) to reserves from fiscal facilities (reinvested profit) an amount of **RON 63,293,467.12**;
- (iii) dividends with a gross value amounting to **RON 0.0375 per share** to be distributed to OMV Petrom's shareholders; 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 being **May 15, 2023**), starting with the **Payment Date** established by this OGMS (the Payment Date proposed to be approved by OGMS being **June, 7 2023**); 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 5. With the affirmative votes of the shareholders representing 91.240382% of the share capital and 99.999918% of the casted votes, **approves, in line with the capital market legislation requirements that the payment of dividends is to be 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 6. With the affirmative votes of the shareholders representing 70.539525% of the share capital and 99.996993% of the casted votes, **approves the Income and Expenditure Budget of OMV Petrom for the 2023 financial year.**

Item 7. With the affirmative votes of the shareholders representing 91.188653% of the share capital and 99.999837% 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 2022 financial year.**

Item 15. With the affirmative votes of the shareholders representing 91.227774% of the share capital and 100% of the casted votes, **approves, in accordance with article 176, paragraph (1) of Regulation no. 5/2018, 15 May 2023 as Record Date** for identifying the shareholders upon which the resolutions of the OGMS will take effect, computed as per article 87, paragraph (1) of Issuers' Law and **12 May 2023 as Ex-Date**, computed as per article 2 paragraph (2) letter l) of Regulation no. 5/2018.

Item 16. With the affirmative votes of the shareholders representing 91.238336% of the share capital and 100% of the casted votes, **approves, in accordance with Article 176, paragraph (1) of the Regulation no. 5/2018, 7 June 2023 as Payment Date for payment of dividends for 2022 financial year, computed as per article 178, paragraph (2) of Regulation no. 5/2018.**

Item 17. With the affirmative votes of the shareholders representing 91.238193% of the share capital and 99.999970% 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, 26 April 2023.

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
26 April 2023**

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 6,231,166,705.80 divided in 62,311,667,058 common, nominative shares having a face value of RON 0.1 each (hereinafter referred to as "**OMV Petrom**" or the "**Company**"), held on **26 April 2023 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 A**, 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. 1319 of 20 March 2023 and in the following widely-spread newspapers: "Ziarul Financiar" and "Bursa" of 20 March 2023,
- OMV Petrom's Articles of Association in force as of 19 October 2022 (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 depository receipts, with its subsequent amendments and supplementations ("**Regulation no. 4/2013**"),

Hereby decides upon items on the agenda OGMS no. 11, 12, 15 and 17, as follows:

Item 11. The Remuneration Report for the members of the Executive Board and for the members of the Supervisory Board for 2022 financial year, submitted to the consultative vote of the OGMS according to the Issuers' Law, received the affirmative vote of the shareholders representing 88.273229% of the share capital and 99.428068% of the casted votes.

Item 12. With the affirmative votes of the shareholders representing 91.214968% of the share capital and 99.997054% of the casted votes, **approves for the current year:**

- **an annual gross remuneration corresponding to a net remuneration of EUR 22,000 for each member of the Supervisory Board; and**
- **an additional gross remuneration per meeting corresponding to a net remuneration of EUR 4,400 for each member of the Audit Committee; and**
- **an additional gross remuneration per meeting corresponding to a net remuneration of EUR 2,200 for each member of the Presidential and Nomination Committee.**

Item 15. With the affirmative votes of the shareholders representing 91.227774% of the share capital and 100% of the casted votes, **approves**, in accordance with article 176, paragraph (1) of Regulation no. 5/2018, **15 May 2023 as Record Date** for identifying the shareholders upon which the resolutions of the OGMS will

take effect, computed as per article 87, paragraph (1) of Issuers' Law and **12 May 2023** as **Ex-Date**, computed as per article 2 paragraph (2) letter l) of Regulation no. 5/2018.

Item 17. With the affirmative votes of the shareholders representing 91.238193% of the share capital and 99.999970% 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, 26 April 2023.

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
26 April 2023**

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 6,231,166,705.80 divided in 62,311,667,058 common, nominative shares having a face value of RON 0.1 each (hereinafter referred to as "**OMV Petrom**" or the "**Company**"), held on **26 April 2023 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 A**, 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. 1319 of 20 March 2023 and in the following widely-spread newspapers: "Ziarul Financiar" and "Bursa" of 20 March 2023,
- OMV Petrom's Articles of Association in force as of 19 October 2022 (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**"),

Hereby decides upon items on the agenda OGMS no. 8, 9, 10, 15 and 17, as follows:

Item 8. With the affirmative and secret votes of the shareholders representing 89.728069% of the share capital and 98.511250% of the casted votes, **approves the appointment of Mr. Reinhard Florey (identification details), as member of the Supervisory Board, for the remaining period of Ms. Elena Skvortsova's mandate, further to the waiver of her mandate as member of the Supervisory Board, respectively until 28 April 2025.**

Item 9. With the affirmative and secret votes of the shareholders representing 90.914728% of the share capital and 99.813612% of the casted votes, **approves the appointment of Ms. Katja Tautscher (identification details), as member of the Supervisory Board, for the remaining period of Mr. Johann Pleininger's mandate, further to the waiver of his mandate as member of the Supervisory Board, respectively until 28 April 2025.**

Item 10. With the affirmative and secret votes of the shareholders representing 89.730164% of the share capital and 98.512062% of the casted votes, **approves the appointment of Mr. Berislav Gaso** (*identification details*), **as member of the Supervisory Board, for the remaining period of Mr. Daniel Turnheim's mandate, further to the waiver of his mandate as member of the Supervisory Board, respectively until 28 April 2025.**

Item 15. With the affirmative votes of the shareholders representing 91.227774% of the share capital and 100% of the casted votes, **approves**, in accordance with article 176, paragraph (1) of Regulation no. 5/2018, **15 May 2023 as Record Date** for identifying the shareholders upon which the resolutions of the OGMS will take effect, computed as per article 87, paragraph (1) of Issuers' Law and **12 May 2023 as Ex-Date**, computed as per article 2 paragraph (2) letter l) of Regulation no. 5/2018.

Item 17. With the affirmative votes of the shareholders representing 91.238193% of the share capital and 99.999970% 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, 26 April 2023.

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
26 April 2023**

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 6,231,166,705.80 divided in 62,311,667,058 common, nominative shares having a face value of RON 0.1 each (hereinafter referred to as "**OMV Petrom**" or the "**Company**"), held on **26 April 2023 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 A**, 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. 1319 of 20 March 2023 and in the following widely-spread newspapers: "Ziarul Financiar" and "Bursa" of 20 March 2023,
- OMV Petrom's Articles of Association in force as of 19 October 2022 (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**"),

Hereby decides upon items on the agenda OGMS no. 13, 14, 15 and 17, as follows:

Item 13. With the affirmative and secret votes of the shareholders representing 91.239604% of the share capital and 99.999158% of the casted votes, **approves the appointment of KPMG Audit SRL (identification details) as financial auditor of OMV Petrom for the 2023 financial year, the duration of the audit service agreement being of one year.**

Item 14. With the affirmative votes of the shareholders representing 91.229571% of the share capital and 99.997083% of the casted votes, **approves a remuneration of EUR 673,800 to be paid to KPMG Audit SRL for auditing OMV Petrom's financial statements for 2023 financial year.**

Item 15. With the affirmative votes of the shareholders representing 91.227774% of the share capital and 100% of the casted votes, **approves**, in accordance with article 176, paragraph (1) of Regulation no. 5/2018, **15 May 2023 as Record Date** for identifying the shareholders upon which the resolutions of the OGMS will take effect, computed as per article 87, paragraph (1) of Issuers' Law and **12 May 2023 as Ex-Date**, computed as per article 2 paragraph (2) letter l) of Regulation no. 5/2018.

Item 17. With the affirmative votes of the shareholders representing 91.238193% of the share capital and 99.999970% 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, 26 April 2023.

Christina Verchere
Chief Executive Officer
President of the Executive Board