In compliance with Capital Markets Law no. 297/2004 and National Securities Commission Regulation no. 1/2006 on issuers and operations with securities

Date of report: March 23, 2017
Name of issuer: OMV Petrom S.A.
Headquarters: Bucharest, Coroieni 22, district 1, („Petrom City”) Telephone/fax number: +40 372 160697 / +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 events to be reported:

Convening of the Ordinary General Meeting of Shareholders of OMV Petrom S.A. for April 25, 2017 (first convening)

In compliance with OMV Petrom S.A.’s Articles of Association, Companies’ Law no. 31/1990, Capital Markets Law no. 297/2004 and NSC’s Regulations no. 1/2006 on issuers and operations with securities and no. 6/2009 on exercising certain rights of shareholders within general meetings of companies, OMV Petrom S.A. herewith convenes the company’s shareholders at the Ordinary General Meeting of Shareholders on April 25, 2017 (the convening notice for the Ordinary General Meeting of Shareholders is attached hereto as Appendix).

The supporting materials for the items on the Ordinary General Meetings of Shareholders’ agenda will be available to the shareholders starting with March 24, 2017, in electronic format on the website of the company (www.omvpetrom.com) and in hardcopy at the registry desk of the company’s headquarters.

The convening notice of the Ordinary General Meetings of Shareholders was approved by the Executive Board on March 16, 2017 and, subsequently, by the Supervisory Board on March 23, 2017.

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 Ordinary General Meeting of Shareholders on April 25, 2017 – 7 pages

Mariana Gheorghiu
Chief Executive Officer
President 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 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. 297/2004 on capital markets, with its subsequent amendments and supplementations (“Capital Markets Law”);
- National Securities Commission Regulation no. 1/2006 on issuers and operations with securities, with its subsequent amendments and supplementations (“Regulation no. 1/2006”);
- National Securities Commission Regulation no. 6/2009 on exercising certain rights of shareholders within general meetings of companies, with its subsequent amendments and supplementations (“Regulation no. 6/2009”);
- 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 25 April 2017 (first convening), starting with 15:00 o’clock (Romanian time), at “JW Marriott” Hotel, “Constanța” Room, 90 Calea 13 Septembrie Street, District 5, Bucharest, Romania with the following AGENDA:


4. Approval of the allocation of the profits, determined according to the law, as well as the distribution of dividends for 2016 financial year, as detailed and presented in the supporting materials.

5. Approval of the 2017 Income and Expenditure Budget.

6. Discharge of liability of the members of the Executive Board and of the members of the Supervisory Board for the 2016 financial year.

7. Appointment of the members of the Supervisory Board for a 4 (four) years mandate starting with 28 April 2017.
8. Establishing the remuneration for the members of the Supervisory Board for the current year and the general limit of the additional remunerations for the Supervisory Board members who were assigned specific positions within the Supervisory Board.

9. Appointment of the Company’s financial auditor, considering the expiry of the term of the current audit service agreement, establishment of the minimum duration of the audit service agreement and the remuneration of the financial auditor.

10. Approval in accordance with article 129\(^2\) of the Regulation no. 1/2006 of 23 May 2017 as Registration Date for identifying the shareholders upon which the resolutions of the OGMS will take effect as per article 238, para. (1) of Capital Markets Law and of 22 May 2017 as Ex-Date, computed in accordance with article 2, letter f) of Regulation no. 6/2009.

11. Approval in accordance with Article 2 letter g) of Regulation no. 6/2009 and Article 129\(^3\) of Regulation no. 1/2006 of 12 June 2017 as Payment Date for payment of dividends for 2016 financial year.

12. Empowering individually each of Ms. Mariana Gheorghe, President of Executive Board and Chief Executive Officer and Mr. Andreas Matje, member of the Executive Board and Chief Financial 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. Each of Ms. Mariana Gheorghe and Mr. Andreas Matje 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 14 April 2017 (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 financial statements for the year ended on 31 December 2016, the Independent Auditor’s Report, the Annual Report, which includes the Report of the Executive Board, the Report of the Supervisory Board for 2016 financial year and the Report of payments to governments for 2016 financial year, the proposal of the 2017 Income and Expenditure Budget, the Executive Board’s proposal regarding the allocation of the profits determined according to the law and distribution of dividends for 2016 financial year, accompanied by the related details on the distribution of dividends, the draft OGMS resolutions, the template form 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 starting with 24 March 2017, at the registry desk of the Company, located in 22 Coralliilor Street, Infinity Building, District 1, Bucharest (“Petrom City”), postal code 013329 (“Correspondence Entry”) and on the website of the Company [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 list including information about the name, domicile and professional qualifications of the candidates proposed to be appointed as members of the Supervisory Board 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 records of 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”) will 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 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), 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 10 April 2017, 16:30 o’clock, in a sealed envelope bearing the clearly written statement in capital letters: “FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 25/26 APRIL 2017”, or

b) by e-mail having attached an extended electronic signature, in compliance with Law on digital signature no. 455/2001, no later than 10 April 2017, 16:30 o’clock, at aga@petrom.com indicating in the “subject matter” field: “FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 25/26 APRIL 2017”.

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) together with the related documents 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 10 April 2017, 16:30 o’clock, in a sealed envelope bearing the clearly written statement in capital letters: “FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 25/26 APRIL 2017”, or

b) by e-mail having attached an extended electronic signature in compliance with Law on Digital Signature No. 455/2001, no later than 10 April 2017, 16:30 o’clock, at aga@petrom.com indicating in the “subject matter” field: “FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 25/26 APRIL 2017”.

Any shareholder 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 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 10 April 2017, 16:30 o’clock, in a sealed envelope bearing the clearly written statement in capital letters: “FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 25/26 APRIL 2017”, or

b) by e-mail having attached an extended electronic signature, in compliance with Law on Digital Signature No. 455/2001, no later than 10 April 2017, 16:30 o’clock, at aga@petrom.com indicating in the “subject matter” field: “FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 25/26 APRIL 2017”.

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 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 23 April 2017, 13:00 o’clock, in a sealed envelope bearing the clearly written statement in capital letters: “FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 25/26 APRIL 2017”, 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 23 April 2017, 13:00 o’clock, at aga@petrom.com, indicating in the “subject matter” field: “FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 25/26 APRIL 2017”.

3
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.

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 Capital Markets Law or to a lawyer and (ii) states that the Proxy Holder is an intermediary or a lawyer. The Proxy Holder cannot be substituted by another person. However, 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 entity 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 entity 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 forth 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. The general power of attorney loses legal effect in accordance with article 18\(^1\) para (2) of Regulation no. 6/2009.

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 23 April 2017, 13:00 o'clock, in a sealed envelope bearing the clearly written statement in capital letters: “FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 25/26 APRIL 2017”, or

b) by e-mail having attached an extended electronic signature, in compliance with Law on Digital Signature No. 455/2001, no later than 23 April 2017, 13:00 o'clock, at aga@petrom.com, indicating in the “subject matter” field: “FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 25/26 APRIL 2017”.

Also, a shareholder may appoint by special power of attorney one or more alternate representatives to ensure its/his/her representation in OGMS, if the Proxy Holder appointed by the special power of attorney is unable to fulfill its/his/her mandate. If more alternate representatives are appointed by the special power of attorney, the order in which they will exercise their mandate shall be specified.

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.: vote "for" or "against" or "abstention"). A shareholder may be represented in the OGMS only by one Proxy Holder holding special power of attorney granted only for the OGMS dated 25/26 April 2017.
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 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 23 April 2017, 13:00 o’clock, in a sealed envelope bearing the clearly written statement in capital letters: “FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 25/26 APRIL 2017”, or

b) by e-mail having attached an extended electronic signature, in compliance with Law on Digital Signature No. 455/2001, no later than 23 April 2017, 13:00 o’clock, at aga@petrom.com, indicating in the “subject matter” field: “FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 25/26 APRIL 2017”.

The general and special power of attorney form shall be made available by the Company and can be obtained starting with 24 March 2017 from the Correspondence Entry of the Company and is published on the Company’s website (www.omvpetrom.com). The special power of attorney form shall be updated in case new items will be added on the agenda of the OGMS.

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 organisation the original of the identity card/passport.

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. The Voting Bulletin form is made available, starting with 24 March 2017, at the Correspondence Entry and is published on the website of the Company (www.omvpetrom.com) and will be updated if new items are added on the agenda of the OGMS.

In case of voting by correspondence, the Voting Bulletin, filled in in Romanian or English language and signed, accompanied by copies of the shareholders’ 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 23 April 2017, 13:00 o’clock, in a sealed envelope bearing the clearly written statement in capital letters: “FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 25/26 APRIL 2017”, 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 23 April 2017, 13:00 o’clock, at aga@petrom.com, indicating in the “subject matter” field: “FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 25/26 APRIL 2017”.

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 opened 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.

Strictly for the purpose of observing the deadline provided by the law, special or general powers of attorney and Voting Bulletins may be submitted at the Correspondence Entry also on 22 April 2017 and 23 April 2017, between 9:00 - 13:00 o'clock.

When filling in the special powers of attorney and the Voting Bulletin, please consider that new items could be added on the Agenda, in which case the supplemented agenda will be published no later than 13 April 2017. In this case, the updated special power of attorney and Voting Bulletin 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) 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, issued the latest 3 months before the date when the OGMS convening notice is published.

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 shareholder of the Company within the meaning and for the application of the provisions of Regulation no. 6/2009.

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 GDRs 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 Articles of Association, not be met on the aforementioned date stated for the first convening, the OGMS is convened on the date of 26 April 2017 (second convening), starting with 9:00 o’clock (Romanian 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).

Mariana Gheorghe  
President of the Executive Board  
Chief Executive Officer

OMV Petrom S.A.