Date of report: March 25, 2014
Name of issuer: OMV Petrom S.A.
Headquarters: Bucharest, Coralilor nr. 22, sector 1
Telephone/fax number: +40 372 429082/ +40 372 888518
Sole registration number at the Trade Register Office: 1590082
Fiscal attribute: R
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

Significant event to be reported:

- Convening of the Ordinary General Meeting of Shareholders of OMV Petrom S.A. for April 29, 2014
- Proposed gross dividend per share of RON 0.0308

In compliance with Company Law no. 31/1990, Capital Market Law no. 297/2004 and Regulation no. 1/2006 of the National Securities Commission on issuers and securities, OMV Petrom S.A. herewith convenes the Company's shareholders at the Ordinary General Meeting of Shareholders (OGMS) on April 29, 2014 attached hereto as Appendix A.

The supporting materials of OGMS agenda will be available to the shareholders the latest starting with 27 March 2014.

The Executive Board proposes to OGMS to distribute to the shareholders dividends with a gross value per share amounting to RON 0.0308. Details can be found in Appendix B of this ad-hoc report.

The convening notice of the OGMS, and the proposal for distribution of dividends were approved by the Executive Board and, subsequently, by the Supervisory Board at its meeting as of March 25, 2014. The convening notice of the OGMS is to be published in the Romanian Official Gazette Part IV and in two widely-spread newspapers.

Appendices:
A. Convening notice Ordinary General Meeting of Shareholders on April 29, 2014 – 6 pages
B. Executive Board’s proposal regarding dividend distribution for year 2013 – 1 page

Mariana Gheorghe
Chief Executive Officer
President of the Executive Board

Andreas Matja
Chief Financial Officer
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, Sector 1, Bucharest ("Petrom City"), with a subscribed and paid up share capital of RON 5,864,410,833.50 (hereinafter referred to as "OMV Petrom" or the "Company"), hereby convenes the Ordinary General Meeting of Shareholders ("OGMS") on 29 April 2014, 11.00 AM, at "Crown Ballroom" conference room of the CROWNE PLAZA Hotel, located in Bucharest, 1 Poligrafiei Boulevard, sector 1, with the following AGENDA:


4. Approval of the Executive Board’s proposal to allocate the amount of RON 93,233,693 to legal reserves in order to comply with the legal requirements regarding the mandatory allocation of a profit quota for legal reserves.

5. Approval of the Executive Board’s proposal to distribute dividends for the 2013 financial year, the manner of payment and the starting date of the payment; the Executive Board proposes to distribute dividends via the payment agent BRD Groupe Societe Generale S.A., having a gross value per share as its mentioned in the supporting materials, to OMV Petrom’s shareholders recorded at the Registration Date, the payment being made starting with 5 June 2014.

6. Approval of the 2014 Revenue and Expenditure Budget.

7. Discharge of liability of the members of the Executive Board and of the members of the Supervisory Board for the 2013 financial year.

8. Appointment of a new member of the Supervisory Board for the remaining period of the mandate granted to Mr. Gerardus Jacobus Huijskes, further to the waiver of his mandate of member of the Supervisory Board.

9. Establishing the remuneration of the members of the Supervisory Board for the current year and the general limit of the additional remunerations of the Supervisory Board members who were assigned specific positions within the Supervisory Board.
10. Appointment of the Company’s financial auditor, pursuant to the expiry of the audit service agreement, establishment of the minimum duration of the audit service agreement and the remuneration of the financial auditor.

11. Establishing 16 May 2014 as the “Registration Date” as per article 238 of Capital Market Law no. 297/2004, i.e. the registration date which serves to the identification of the shareholders who are to benefit from dividends or other rights and who are affected by the decisions of the general meetings of shareholders.

12. Empowering Ms Mariana Gheorghe, President of Executive Board, to sign in the name of the shareholders the decisions of the OGMS and to perform any act or formality required by law for the registration and the application of the decisions of the OGMS. Ms Mariana Gheorghe 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 18 April 2014 (the “Reference Date”) in the shareholders’ register issued by Depozitarul Central S.A. may attend and cast their votes in OGMS.

The financial statements for the year ended on 31 December 2013, the Financial Auditor’s Report, the Annual Report, which includes the Report of the Executive Board and the Report of the Supervisory Board for 2013 financial year, the Proposal of the 2014 Revenue and Expenditure Budget, the Executive Board’s proposal regarding the distribution of dividends for the 2013 financial year, accompanied by the procedure related to the distribution of dividends, the Draft Resolutions of the OGMS and proposals for new items on the agenda of the OGMS received in due time (if applicable), as well as the list including information about the name, domicile and professional qualifications of the persons proposed to be appointed as new member of the Supervisory Board will be available at the latest starting with 27 March 2014, at the registry desk of the Company, located in 22 Cornelilor Street, Infinity Building, Sector 1, Bucharest (“Petrom City”), postal code 013329 (“Correspondence Entry”) and on the website of the Company (www.petrom.com).

Please consider that the Correspondence Entry is closed during the non-business days and legal holidays. During business days it is opened between 9.00 -16.30 (from Monday until Thursday) and between 9.00-14.00 (on Friday).

One or more shareholders, representing individually or jointly at least 5% of the share capital (hereinafter referred to as “Initiators”) will have the right to add new items on the agenda of OGMS.

Proposals with respect to adding new items on the agenda of OGMS shall be accompanied by copies of the Initiators’ identification documents (identity card/passport for natural persons and for legal persons, identity card/passport of the legal representative) as case may be, along with the documents attesting the capacity of the legal representative of the shareholder, more specifically an excerpt issued by the Trade Registry, original or certified copy, or any other document issued by a competent authority from the country where the shareholder is registered, original or certified copy, attesting the capacity of legal representative, issued the latest 3 months before the date when OGMS convening notice is published. Likewise, each and every new item on the agenda shall have to be accompanied by a justification or a draft resolution proposed for approval by OGMS.

Proposals with respect to adding new items on the agenda of OGMS can be submitted as follows:

a) at the Correspondence Entry no later than 14 April 2014, 16.30 hrs, by mail or courier with confirmation of receipt, in a sealed envelope bearing the clearly written statement in capital letters: “FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 29 April 2014”, or

b) by e-mail having attached an extended electronic signature, in compliance with Law on Digital Signature No. 455/2001, no later than 14 April 2014, 16.30 hrs, at aga@petrom.com indicating in the
"subject matter" field: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 29 April 2014".

The shareholders of the Company, regardless of the participation held in the share capital, may submit proposals for the appointment as member of the Supervisory Board containing information about the name, domicile and professional qualifications of the proposed persons, accompanied by copies of the shareholder’s identification documents (identity card/passport for natural persons and for legal persons, identity card/passport of the legal representative) as the case may be, along with the documents attesting the capacity of the legal representative of the shareholder, more specifically an excerpt issued by the Trade Registry, original or certified copy, or any other document issued by a competent authority from the country where the shareholder is registered, original or certified copy, attesting the capacity of legal representative, issued the latest 3 months before the date when OGMS convening notice is published, as follows:

a) at the Correspondence Entry no later than 14 April 2014, 16.30 hrs. by mail or courier with confirmation of receipt, in a sealed envelope bearing the clearly written statement in capital letters: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 29 April 2014", or

b) by e-mail having attached an extended electronic signature, in compliance with Law on Digital Signature No. 455/2001, no later than 14 April 2014, 16.30 hrs. at aga@petrom.com, indicating in the "subject matter" field: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 29 April 2014".

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, accompanied by copies of the Initiators’ identification documents (identity card/passport for natural persons and for legal persons, identity card/passport of the legal representative) as the case may be, along with the documents attesting the capacity of the legal representative of the shareholder, more specifically an excerpt issued by the Trade Registry, original or certified copy, or any other document issued by a competent authority from the country where the shareholder is registered, original or certified copy, attesting the capacity of legal representative, issued the latest 3 months before the date when OGMS convening notice is published, may be submitted as follows:

a) at the Correspondence Entry no later than 14 April 2014, 16.30 hrs. by mail or courier with confirmation of receipt, in a sealed envelope bearing the clearly written statement in capital letters: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 29 April 2014", or

b) by e-mail having attached an extended electronic signature in compliance with Law on Digital Signature No. 455/2001, no later than 14 April 2014, 16.30 hrs at aga@petrom.com, indicating in the "subject matter" field: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 29 April 2014".

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, identity card/passport of the legal representative) as the case may be, along with the documents attesting the capacity of the legal representative of the shareholder, more specifically an excerpt issued by the Trade Registry, original or certified copy, or any other document issued by a competent authority from the country where the shareholder is registered, original or certified copy, attesting the capacity of legal representative, issued the latest 3 months before the date when OGMS convening notice is published at the Correspondences Entry no later than 25 April 2014, 14.00 hrs, by mail or courier with confirmation of receipt, in a sealed envelope bearing the clearly written statement in capital letters: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 29 April 2014".
The shareholders may also send such questions by e-mail, accompanied by copies of the shareholder’s identification documents (identity card/passport for natural persons and for legal persons, identity card/passport of the legal representative) as case may be, along with the documents attesting the legal representative capacity, more specifically an excerpt issued by the Trade Registry, original or certified copy, or any other document issued by a competent authority from the country where the shareholder is registered, original or certified copy, attesting the capacity of legal representative, issued the latest 3 months before the date when OGMS convening notice is published, no later than 25 April 2014, 14.00 hrs, at aga@petrom.com, indicating in the “subject matter” field: “FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 29 April 2014”.

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 special power of attorney, based on the template special power of attorney made available by the Company in accordance with the law. The template power of attorney may be obtained, at the latest starting with 27 March 2014, from the Correspondence Entry and from the website of the Company (www.petrom.com). The template power of attorney will be updated if new items are added on the agenda of the OGMS.

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 a special power of attorney granted only for the OGMS dated 29/30 April 2014.

In case the special power of attorney is granted to a financial institution providing custodian service, the power of attorney having the content mentioned herein, signed by the shareholder, must be accompanied by a statement on the financial institution liability, in original (signed and stamped) attesting that:

i) the financial institution provides custodian services for the respective shareholder

ii) the instructions from the special power of attorney are identical with the instructions from SWIFT message received by the financial institution to vote in the name of the respective shareholder;

iii) the power of attorney is signed by the shareholder.

The original special power of attorney, in Romanian language and/or English language, filled in and signed by the shareholder, as accompanied by copies of the shareholder’s identification documents (identity card/passport for natural persons and for legal persons, identity card/passport of the legal representative) as the case may be, along with the documents attesting the capacity of the legal representative of the shareholder, more specifically an excerpt issued by the Trade Registry, original or certified copy, or any other document issued by a competent authority from the country where the shareholder is registered, original or certified copy, attesting the capacity of legal representative, issued the latest 3 months before the date when OGMS convening notice is published shall be sent by mail or courier with confirmation of receipt at the Correspondence Entry no later than 27 April 2014, 11.00 hrs, in a sealed envelope bearing the clearly written statement in capital letters: “FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 29 April 2014”.

The special powers of attorney in Romanian language and/or English language may be sent also by e-mail having attached an extended electronic signature, in compliance with Law on Digital Signature No. 455/2001, no later than 27 April 2014, 11.00 hrs, at aga@petrom.com, indicating in the “subject matter” field: “FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 29 April 2014”.

Documents attesting the capacity of the legal representative of the shareholder, as detailed herein, if they 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.

On the day of the general meeting, upon going into the meeting room, the shareholders- natural persons (in case they attend the OGMS in person) and the Proxy Holders must present for checking by the Company’s representative the original of the identity card/passport. In case a shareholder -
legal person will attend the OGMS through its legal representative, the latter must present for checking by the Company’s representative the original of the identity card/passport, accompanied by a proof of its capacity as legal representative of the shareholder. The Proxy Holders will hand over to the Company’s representative the original of the power of attorney, if the power of attorney was sent by e-mail having attached an extended electronic signature.

The shareholders of the Company registered at the Reference Date in shareholders’ register issued by Depozitarul Central S.A. may vote by correspondence, prior to the OGMS, by using the voting bulletin for the votes by correspondence (the “Voting Bulletin”). The Voting Bulletin may be obtained, at the latest starting with 27 March 2014, from the Correspondence Entry and from the website of the Company (www.petrom.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 and signed accompanied by copies of the shareholders’ identification documents (identity card/passport for natural persons and for legal persons, identity card/passport of the legal representative) as the case may be, along with the documents attesting the capacity of the legal representative of the shareholder, more specifically an excerpt issued by the Trade Registry, original or certified copy, or any other document issued by a competent authority from the country where the shareholder is registered, original or certified copy, attesting the capacity of legal representative, issued the latest 3 months before the date when OGMS convening notice is published can be submitted as follows:

a) sent to the Correspondence Entry, by any type of recorded delivery courier, as to allow its recording as received at the registry desk of the headquarters of the Company no later than 27 April 2014, 11.00 hrs in sealed envelope, bearing the clearly written statement in capital letters: “FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 29 April 2014”, or

b) by e-mail with attached extended electronic signature, in compliance with Law on Digital Signature No. 455/2001, no later than 27 April 2014, 11:00 hrs, at apa@petrom.com, indicating in the “subject matter” field: “FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 29 April 2014”.

The Voting Bulletins which were not 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.

When filling in the special power of attorney and the Voting Bulletin, please consider that new items could be added on the Agenda, in which case the complemented Agenda will be published no later than 17 April 2014. In this case, the updated special power of attorney and Voting Bulletin may be obtained from the Correspondence Entry and from the website of the Company (www.petrom.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 by correspondence sent prior to publication of the supplemented agenda shall be taken into account only in respect of the points on the supplemented agenda.

Should the statutory quorum 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 30 April 2014, 11:00 AM at OMV Petrom headquarters located In 22 Coraflor Street, sector 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 214022206 and from the website of the Company (www.petrom.com).

Mariana Gheorghe  
President of the Executive Board  
OMV Petrom S.A.
Executive Board’s proposal regarding dividend distribution for year 2013

The Executive Board of OMV Petrom S.A., a company managed in a two-tier system, incorporated and operating under the laws of Romania, hereby submits to the Ordinary General Meeting of Shareholders (“OGMS”), convened on April 29, 2014, the following proposal, based on separate individual financial statements prepared in accordance with International Financial Reporting Standards:

The distribution to the Company’s shareholders recorded at the Registration Date of the dividends with a gross value per share amounting to RON 0.0308 for the 2013 financial year, in total amount of RON 1,745 million.

The payment of the dividends will be made in RON, via the payment agent BRD Groupe Societe Generale S.A., starting with 5 June 2014.

In accordance with article 238 of Capital Markets Law no. 297/2004, the proposed Registration Date which serves to the identification of the shareholders who are to benefit from dividends or other rights and who are affected by the resolutions of the OGMS, is 16 May 2014.

Mariana Gheorghe,
Director General Executive/Chief Executive Officer
Președinte al Directoratului/President of the Executive Board

Andreas Matje,
Director Financiar/Chief Financial Officer