

**Results of the votes on the Resolutions  
of the Extraordinary General Meeting of Shareholders  
of OMV Petrom S.A. of 27 April 2022**

In accordance with article 209 of Regulation no. 5/2018 of the Financial Supervisory Authority on issuers of financial instruments and market operations, **OMV Petrom S.A.**, a company managed in a two tier system, incorporated and functioning under the laws of Romania, registered with the Bucharest Trade Registry Office under number J40/8302/1997, sole registration code 1590082, having the headquarters at 22 Coralilor Street, District 1, Bucharest ("Petrom City"), having the subscribed and paid share capital of RON 5,664,410,833.50, divided in 56,644,108,335 common, nominative shares of stock with a face value of RON 0.1 each (hereinafter referred to as the „**Company**”), hereby publishes the results of the votes from the Extraordinary General Meeting of Shareholders (hereinafter referred to as the “**EGMS**”) held upon first convening and in observance of legal validity requirements on 27 April 2022, starting with 12:00 o'clock (Romanian time), **at OMV Petrom headquarters, namely Petrom City, Infinity Building, Oval A, 22 Coralilor Street, District 1, Bucharest, Romania**, as follows,

**A. Status of shares and voting rights as at the date of EGMS:**

Share capital: RON 5,664,410,833.50

Nominal value per share: RON 0.1

Voting rights per share: 1

Type of shares: common, nominative:

Total number of shares: 56,644,108,335

Voting right shares: 56,644,108,335

Total number of voting rights: 56,643,903,559

Suspended voting right shares: 204,776.

**B. Results of the votes in the EGMS held on 27 April 2022**

- 1. For item no. 1 on the agenda of the EGMS**, regarding the approval of 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, as detailed and presented in the supporting materials,

**the following results were recorded:**

- Quorum: 51,256,354,986 shares representing 90.48841% of the share capital and 90.48874% of the voting rights;
- Total number of valid votes: 51,256,354,986;

- Total number of shares corresponding to the valid votes 51,256,354,986, representing 90.48841% of the share capital;
- Votes:
  - o For: 49,447,728,208 votes representing 87.29545% of the share capital and 96.47141% of the total votes held by the present or represented shareholders;
  - o Against: 120,078,700 votes;
  - o Abstentions: 1,688,548,078 votes.

**2. For item no. 2 on the agenda of the EGMS,** regarding the approval of 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, as detailed and presented in the supporting materials,

**the following results were recorded:**

- Quorum: 51,256,354,986 shares representing 90.48841% of the share capital and 90.48874% of the voting rights;
- Total number of valid votes: 51,256,354,986;
- Total number of shares corresponding to the valid votes 51,256,354,986, representing 90.48841% of the share capital;
- Votes:
  - o For: 49,447,728,208 votes representing 87.29545% of the share capital and 96.47141% of the total votes held by the present or represented shareholders;
  - o Against: 120,078,700 votes;
  - o Abstentions: 1,688,548,078 votes.

**3. For item no. 3 on the agenda of the EGMS,** regarding the ratification of 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, as detailed and presented in the supporting materials,

**the following results were recorded:**

- Quorum: 51,256,354,986 shares representing 90.48841% of the share capital and 90.48874% of the voting rights;
- Total number of valid votes: 51,256,354,986;
- Total number of shares corresponding to the valid votes 51,256,354,986, representing 90.48841% of the share capital;

- Votes:

- For: 49,447,728,208 votes representing 87.29545% of the share capital and 96.47141% of the total votes held by the present or represented shareholders;
- Against: 120,078,700 votes;
- Abstentions: 1,688,548,078 votes.

- 4. For item no. 4 on the agenda of the EGMS,** regarding the approval of 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, representing authorized share capital, composed 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) and (ii) the cash contribution of the other shareholders/holders of preference rights, resulted from exercising their preference right. Likewise, 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, as detailed and presented in the supporting materials. The decision of the Executive Board approving the share capital increase performed under this authorization (other than the final decision implementing the share capital increase based on the results of the subscriptions in cash) will be subject to the approval of the Supervisory Board:

**For 4.1** regarding the approval of 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,

**the following results were recorded:**

- Quorum: 51,256,354,986 shares representing 90.48841% of the share capital and 90.48874% of the voting rights;
- Total number of valid votes: 51,256,354,986;

- Total number of shares corresponding to the valid votes 51,256,354,986, representing 90.48841% of the share capital;
- Votes:
  - o For: 49,447,658,208 votes 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;
  - o Against: 120,148,700 votes;
  - o Abstentions: 1,688,548,078 votes.

**For 4.2** regarding 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),

**the following results were recorded:**

- Quorum: 51,256,354,986 shares representing 90.48841% of the share capital and 90.48874% of the voting rights;
- Total number of valid votes: 51,256,354,986;
- Total number of shares corresponding to the valid votes 51,256,354,986, representing 90.48841% of the share capital;
- Votes:
  - o For: 49,447,658,208 votes 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;
  - o Against: 120,148,700 votes;
  - o Abstentions: 1,688,548,078 votes.

- 5. For item no. 5 on the agenda of the EGMS**, regarding approval of amendment of article 8 of the Articles of Association of the Company in order to reflect the authorization of the Executive Board to increase the share capital in accordance with item 4 above, as well as the removal of the outdated shareholding structure of the Company from article 7 of the Articles of Association, as detailed and presented in the supporting materials:

**For 5.1** regarding the approval of 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).”,*

**the following results were recorded:**

- Quorum: 51,256,354,986 shares representing 90.48841% of the share capital and 90.48874% of the voting rights;
- Total number of valid votes: 51,256,354,986;
- Total number of shares corresponding to the valid votes 51,256,354,986, representing 90.48841% of the share capital;
- Votes:
  - o For: 49,447,658,208 votes 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;
  - o Against: 120,078,700 votes;
  - o Abstentions: 1,688,548,078 votes.

**For 5.2** regarding the approval of 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.”,*

**the following results were recorded:**

- Quorum: 51,256,354,986 shares representing 90.48841% of the share capital and 90.48874% of the voting rights;



- Total number of valid votes: 51,256,354,986;
- Total number of shares corresponding to the valid votes 51,256,354,986, representing 90.48841% of the share capital;
- Votes:
  - o For: 49,567,728,208 votes representing 87.50730% of the share capital and 96.70553% of the total votes held by the present or represented shareholders;
  - o Against: 78,700 votes;
  - o Abstentions: 1,688,548,078 votes.

**For 5.3** regarding empowering 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,

**the following results were recorded:**

- Quorum: 51,256,354,986 shares representing 90.48841% of the share capital and 90.48874% of the voting rights;
- Total number of valid votes: 51,256,354,986;
- Total number of shares corresponding to the valid votes 51,256,354,986, representing 90.48841% of the share capital;
- Votes:
  - o For: 49,567,728,208 votes representing 87.50730% of the share capital and 96.70553% of the total votes held by the present or represented shareholders;
  - o Against: 78,700 votes;
  - o Abstentions: 1,688,548,078 votes.

**6. For item no. 6 on the agenda of the EGMS**, regarding the approval of 13 May 2022 as Record Date for identifying the shareholders upon which the resolutions of the EGMS will take effect as per article 87, para. (1) of Issuers' Law and of 12 May 2022 as Ex-Date,

**the following results were recorded:**

- Quorum: 51,256,354,986 shares representing 90.48841% of the share capital and 90.48874% of the voting rights;
- Total number of valid votes: 51,256,354,986;
- Total number of shares corresponding to the valid votes 51,256,354,986, representing 90.48841% of the share capital;

- Votes:
  - o For: 49,567,806,908 votes representing 87.50744% of the share capital and 96.70568% of the total votes held by the present or represented shareholders;
  - o Against: 0 votes;
  - o Abstentions: 1,688,548,078 votes.

**7. For item no. 7 on the agenda of the EGMS**, regarding empowering 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,

**the following results were recorded:**

- Quorum: 51,256,354,986 shares representing 90.48841% of the share capital and 90.48874% of the voting rights;
- Total number of valid votes: 51,256,354,986;
- Total number of shares corresponding to the valid votes 51,256,354,986, representing 90.48841% of the share capital;
- Votes:
  - o For: 49,567,806,908 votes representing 87.50744% of the share capital and 96.70568% of the total votes held by the present or represented shareholders;
  - o Against: 0 votes;
  - o Abstentions: 1,688,548,078 votes.