

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: **21 June 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 share capital increase

OMV Petrom S.A. announces that, based on the authorization received from the Extraordinary General Meeting of Shareholders dated 27 April 2022, the Executive Board approved the share capital increase, as follows:

- RON 120,660,239.20 in exchange of 1,206,602,392 new shares, representing the in-kind contribution of the Romanian State, through the Ministry of Energy, and
- up to a maximum of RON 463,966,423.40, representing a maximum number of 4,639,664,234 new shares, which will be offered for subscription, within the exercise of their preference right, to the other shareholders (except the Romanian State), who are registered in OMV Petrom's shareholders' register held by Depozitarul Central S.A. on the record date **6 July 2022 ("Record Date")**, thus granting them the possibility to maintain their quota held in the share capital of OMV Petrom,
- in accordance with the privatization legislation, the subscription price of a new share will be equal to the nominal value, respectively of RON 0.1 per share, without adding a share premium.

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

The share capital increase was also approved by the Supervisory Board in its meeting held today, 21 June 2022.

The subscription period will be for at least one month, estimated to occur during the September to October 2022 timeframe. The subscription period will be included in the prospectus, that will be submitted for approval to the Financial Supervisory Authority and subsequently published.

BRD - Groupe Societe Generale S.A. is the intermediary selected with respect to the share capital increase and will provide intermediation services in connection with the offering of the new shares.

Annex:

- Resolution of the Executive Board of OMV Petrom S.A. regarding the share capital increase

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 14 June 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, subscribed and paid-up share capital of RON 5,664,410,833.50, 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 2 dated 27 April 2022, **in the meeting dated 14 June 2022, in the presence of all the members of the Executive Board, unanimously approved the following:**

1. The share capital increase of OMV Petrom, through in-kind and in cash contribution with the maximum value of RON 584,626,662.60, from the value of RON 5,664,410,833.50 up to the maximum value of RON 6,249,037,496.10, through the issue of a number of maximum 5,846,266,626 new nominative ordinary shares, in dematerialized form („**New Shares**”), each share having a nominal value of RON 0.1, at a subscription price of RON 0.1 per share, equal to the nominal value, without a share premium („**Share Capital Increase**”), as follows:
 - 1.1. RON 120,660,239.20 (as a result of rounding down from the amount of RON 120,660,239.23, established according to the valuation report) in exchange of 1,206,602,392 New Shares, 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 to be included in the share capital being 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 Valuers as corporate member) and appointed by the Trade Registry Office of Bucharest Tribunal to evaluate the land plots for the in kind contribution through resolution no. 44310/30.03.2021.
 - 1.2. Up to maximum RON 463,966,423.40, representing a maximum number of 4,639,664,234 New Shares, which will be offered for subscription, within the exercise of their preference right, to the other shareholders (i.e. OMV Petrom’s shareholders except the Romanian State), registered in OMV Petrom’s shareholders’ register held by Depozitarul Central S.A., on the record date 6 July 2022 (“**Record Date**”), granting them the possibility to maintain their quota held in the share capital of OMV Petrom, under the following conditions:
 - a) A number of preference rights equal to the number of owned shares will be allocated to each shareholder registered in OMV Petrom’s shareholders’ register held by Depozitarul Central S.A. on the Record Date.
 - b) For the subscription of a New Share during the exercise of the preference right, a number of 9.688936882058650 preference rights is required. A shareholder of OMV Petrom registered in OMV Petrom’s shareholders’ register held by Depozitarul Central S.A. on the Record Date may subscribe a maximum number of New Shares calculated by dividing the number of preference rights owned by the respective shareholder to the number of preference rights required to subscribe a New Share (i.e. 9.688936882058650). If the maximum number of shares that may be subscribed during the exercise of the preference right (resulting from the previously mentioned calculation) is not a whole number, the maximum number of shares that may be actually subscribed will be rounded down to the closest whole number in accordance with article 418 paragraph (3) of the Rulebook of Depozitarului Central S.A.

- c) The subscription price of a New Share will be equal to the nominal value, respectively of RON 0.1 per share.
 - d) The period for subscribing New Shares within the exercise of the preference rights shall be maximum 35 calendar days, but at least 1 month, from the date set out in the simplified prospectus of the offer that will be prepared in connection with the Share Capital Increase and will start at a date subsequent to the Record Date of the Share Capital Increase, to the publication date of this decision of the Executive Board in the Official Gazette of Romania and to the approval of the simplified prospectus by Financial Supervisory Authority (“**FSA**”).
 - e) The preference rights will not be admitted to trading and, respectively, will not be traded.
 - f) All the details necessary for the shareholders to exercise their preference rights (such as the subscription procedure, the subscription period, the payment procedure and method, the subscription validation, the subscription form and allocation rights) will be included in the simplified prospectus which will be approved by the Executive Board of OMV Petrom and by FSA, simplified prospectus that will also be available for the Global Depository Receipts (“**GDRs**”) holders by its communication to the London Stock Exchange, in accordance with the provisions EU Regulation 2017/1129 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market.
 - g) The Share Capital Increase is performed for fulfilling OMV Petrom’s legal obligations in accordance with the provisions of article 12 paragraphs (5), (5¹) and (5¹) from Law no. 137/2002 on certain measures for accelerating the privatisation, with its subsequent amendments and supplementations corroborated with article 13 paragraph (1) letter b) of Law no. 555/2004 regarding the privatization of SNP Petrom S.A.
 - h) The shares that remain unsubscribed at the end of the period for exercising the preference rights for subscribing the New Shares will be cancelled through the decision of the Executive Board that will acknowledge the results of the Share Capital Increase.
2. Establishing **6 July 2022** as **Record Date** for identifying the shareholders upon which the present resolution will take effect, computed as per article 87, paragraph (1) of Law no. 24/2017 on issuers of financial instruments and market operations, republished and **5 July 2022** as **Ex-Date**, computed as per article 2 paragraph (2) letter l) of FSA Regulation no. 5/2018 on issuers of financial instruments and market operations with its subsequent amendments and supplementations (“**Regulation no. 5/2018**”).
 3. Establishing **7 July 2022** as **Payment Date**, computed as per article 2 paragraph (2) letter h) and article 178 paragraph (4) of Regulation no. 5/2018.
 4. **Empowerment, individually**, of each of the members of the Executive Board for signing of any documents and execution of any formality which will be necessary for the implementation of the Share Capital Increase, including, but without being limited to representation of OMV Petrom before any competent authorities and institutions (such as: FSA, 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, 21 June 2022**, following the approval of the above also by the Supervisory Board in its meeting held today.

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.