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For the purposes of the Romanian securities legislation, this ad-hoc report does not represent an advertisement or prospectus. Eligible Shareholders / Eligible GDR Holders should not subscribe for any securities referred to in this ad-hoc report except on the basis of information in the Prospectus to be published in accordance with Law no. 24/2017 and Regulation no. 5/2018 on issuers of financial instruments and market operations. The Prospectus will be available on the website of OMV Petrom S.A. at <https://www.omvpetrom.com/en/investors/publications/public-offerings/public-offerings-2022>, on the website of BRD - Groupe Société Générale S.A. at <https://www.brd.ro/en/offer-relating-share-capital-increase-omv-petrom-sa> and on the website of the Bucharest Stock Exchange at www.bvb.ro, on OMV Petrom page (symbol „SNP”).

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: **7 September 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:

Approval by the Romanian Financial Supervisory Authority and publication of the simplified prospectus for the issuance of new shares in the context of the share capital increase

OMV Petrom S.A. (“**OMV Petrom**”) announces that on 7 September 2022 the Romanian Financial Supervisory Authority (“**FSA**”) issued its Decision no. 1225/07.09.2022 whereby it approved the simplified prospectus (the “**Prospectus**”) regarding the in-cash contribution by the existing shareholders of OMV Petrom within the share capital increase approved by the Extraordinary General Meeting of Shareholders on 27 April 2022, by the Executive Board on 14 June 2022 and by the Supervisory Board on 21 June 2022 (the “**Share Capital Increase**”).

Capitalized terms not defined here have the same meaning ascribed to them in the Prospectus.

The Share Capital Increase will consist of in-kind and in cash contributions with the maximum value of RON 584,626,662.60 through the issue of a number of maximum 5,846,266,626 new nominative dematerialized ordinary shares (the “**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, where (1) 1,206,602,392 New Shares represent the in-kind contribution of the Romanian State, through the Ministry of Energy and (2) up to maximum 4,639,664,234 New Shares will be offered for subscription by cash contributions to the other shareholders (except the Romanian State) within the exercise of their preference right (the “**Offer**”).

Key elements of the Offer according to the Prospectus:

- ✓ **Maximum number of Offered Securities:** The securities subject of the Offer consist of up to 4,639,664,234 New Shares (the "Offer Shares") and global depository receipts (the "Offer GDRs"), each Offer GDR representing 150 Offer Shares.
- ✓ **Record Date:** The Offer is addressed exclusively to (1) the persons registered as OMV Petrom's shareholders in OMV Petrom's shareholders' register as at the Shares Record Date of 6 July 2022 (the "Eligible Shareholders") and (2) through Citibank N.A. ("GDR Depository"), to the existing GDR holders registered in the records of Citibank Europe plc, as common depository for Euroclear and Clearstream, Luxembourg as at the GDRs Record Date of 7 July 2022 (the "Eligible GDR Holders"), on the basis of the preference rights held by such Eligible Shareholders / Eligible GDR Holders (the "Preference Rights").
- ✓ **Preference Rights:** An Eligible Shareholder, or as the case may be, an Eligible GDR Holder will be entitled to purchase a maximum number of Offer Shares / the underlying Offer Shares to be represented by Offer GDRs calculated as a ratio between: the number of Preference Rights it holds (or, as the case may be, the GDRs it holds represent), and the number of Preference Rights necessary for the subscription of an Offer Share / Offer GDR. Consequently, 9.688936882058650 Preference Rights would be necessary in order to subscribe for one Offer Share and 9.688936882058650 existing GDRs would be necessary in order to subscribe for one Offer GDR. In case that fractions of Offer Shares and/or Offer GDRs that may be subscribed result from the mathematical calculation, the maximum number of Offer Shares or Offer GDRs, as applicable, will be rounded down to the lower integer.
- ✓ **Subscription period:** The Subscription Period for Offer Shares is from 11:00 a.m. Romanian time on 12 September 2022, inclusively to 1:00 p.m. Romanian time on 13 October 2022 inclusively, while the Subscription Period for Offer GDRs is from 9:00 a.m., New York State time, on 12 September 2022 and until the GDR Expiration Time set for 5:00 p.m., New York State time, on 3 October 2022.
- ✓ **Subscription price:** The Subscription Price for the Offer Shares is RON 0.1 per Offer Share (equal to the par value). The Subscription Price for the Offer GDRs is equal to the USD equivalent (as of the Subscription Price Conversion Date of 10 October 2022) of RON 15 per one Offer GDR plus 20% of that amount covering certain exchange rate fluctuations, costs, fees and expenses.

The Prospectus and the related documentation will be published starting 8 September 2022 on the website of OMV Petrom at <https://www.omvpetrom.com/en/investors/publications/public-offerings/public-offerings-2022>, on the website of BRD - Groupe Société Générale S.A.'s at <https://www.brd.ro/en/offer-relating-share-capital-increase-omv-petrom-sa> and on the website of the Bucharest Stock Exchange at www.bvb.ro, on OMV Petrom page (symbol „SNP”) and hard copies thereof will be provided free of charge upon request during normal business hours at OMV Petrom headquarters at 22 Coralilor Street ("Petrom City"), 1st District, Bucharest, Romania and at BRD - Groupe Société Générale S.A. headquarters at 1-7 Ion Mihalache Blvd., 1st District, Bucharest, Romania, as well as at BRD - Groupe Société Générale S.A.'s branches network, as mentioned at <https://www.brd.ro/en/agencies-and-atms>.

Annex:

- FSA Decision no. 1225 dated 7 September 2022

Christina Verchere
Chief Executive Officer
President of the Executive Board

Alina Popa
Chief Financial Officer
Member of the Executive Board

Important legal information

This ad-hoc report is for information purposes only and is not intended to constitute, and should not be construed as, an offer to sell or subscribe for securities, a solicitation of an offer to buy or subscribe for securities, or an announcement of a forthcoming solicitation of any offer to buy or subscribe for securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful prior to registration, exemption from registration or qualification under the securities laws of such jurisdiction, and the distribution of this communication in jurisdictions may be similarly restricted.

*The securities have not been and will not be registered under the United States of America Securities Act of 1933, as amended (the "**U.S. Securities Act**") and may only be offered or sold in the United States of America (as defined in Regulation S under the US Securities Act) if registered under the U.S. Securities Act or an exemption from such registration is available. Offers and sales into the United States will be made on the basis of an exemption from registration provided under Rule 801 of the U.S. Securities Act.*

This ad-hoc report does not represent an advertisement or prospectus for the purpose of the Romanian securities legislation and does not constitute or form part of any offer or invitation to sell, or any solicitation of any offer to purchase or subscribe for any shares or GDRs or any other securities nor shall it (or any part of it) or the fact of its distribution, form the basis of, or be relied on in connection with, any contract. The Offer and the distribution of this ad-hoc report and other information in connection with the transaction in certain jurisdictions may be restricted by law and persons into whose possession any document or other information referred to herein comes should inform themselves about, and observe, any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. Any purchase of securities referenced in this ad-hoc report within the Offer should be made solely on the basis of the information contained in the Prospectus to be issued in connection with the Offer. Before purchasing any securities referred to in this ad-hoc report, persons should ensure that they fully understand and accept the risks which will be set out in the Prospectus when published.

This Offer is addressed to Eligible Shareholders and Eligible GDR Holders only in relation to the exercise of their preference rights within the Share Capital Increase of OMV Petrom and may only be engaged with such persons.

The information contained in this ad-hoc report is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this ad-hoc report or its accuracy, completeness or fairness. Any purchase of shares or GDRs in the Offer by an Eligible Shareholder / Eligible GDR Holder should be made solely on the basis of information contained in the Prospectus to be published by OMV Petrom in connection with the transaction in due course.

Neither this ad-hoc report nor any copy of it may be taken or transmitted, directly or indirectly, into any jurisdiction where to do so might constitute a violation of the relevant laws or regulations of such jurisdiction.

DECIZIA NR. 1225 / 04.09.2022

În temeiul prevederilor art. 2 alin. (1) lit. a) și d), art. 3 alin. (1) lit. a), art. 6 alin. (1) și (3), art. 7 alin. (2) și ale art. 14 din O.U.G. nr. 93/2012 privind înființarea, organizarea și funcționarea Autorității de Supraveghere Financiară (denumită în continuare A.S.F.), aprobată cu modificări și completări prin Legea nr. 113/2013, cu modificările și completările ulterioare,

având în vedere Hotărârile Adunării Generale Extraordinare a Acționarilor OMV Petrom S.A. București din data de 27.04.2022 și Hotărârea Directoratului din data de 14.06.2022 cu privire la majorarea capitalului social al societății, publicate în Monitorul Oficial al României, Partea a IV-a, nr. 2058/16.05.2022, nr. 2199/25.05.2022 și nr. 2958/13.07.2022,

ca urmare a solicitărilor formulate de BRD – Groupe Societe Generale S.A. adresate A.S.F. cu privire la aprobarea prospectului simplificat în vederea majorării capitalului social al societății OMV Petrom S.A. București,

în conformitate cu prevederile art. 6 alin. (1), art. 16 alin. (1), art. 17 și ale art. 19 din Legea nr. 24/2017 privind emitenții de instrumente financiare și operațiuni de piață, republicată, cu modificările și completările ulterioare,

în baza Notei Direcției Generale – Sectorul Instrumente și Investiții Financiare și a hotărârii Consiliului A.S.F. adoptate în ședința din data de 07.09.2022,

Autoritatea de Supraveghere Financiară emite următoarea

DECIZIE

Art. 1. Se aprobă prospectul simplificat în vederea majorării capitalului social al societății OMV Petrom S.A. București care urmează să fie publicat pe site-urile web ale Emitentului, Intermediarului și Bursei de Valori București, având următoarele caracteristici:

- a) Obiectul ofertei: maximum 4.639.664.234 acțiuni oferite, inclusiv acțiuni oferite reprezentate prin certificate globale de depozit;
- b) Perioada de derulare: 12.09.2022 – 13.10.2022;
- c) Prețul de subscriere: 0,1 RON/acțiune și echivalentul în USD a 15 RON la data conversiei prețului de subscriere, plus 20% din această sumă, per certificat global de depozit;

Exemplarul 1/4

 **PENTRU
CONFORMITATE** 

Splaiul Independenței nr. 15, sector 5, București
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office@asfromania.ro. www.asfromania.ro

- d) Intermediarul ofertei: BRD – Groupe Societe Generale S.A.;
- e) Locul de subscriere: conform informațiilor din prospect.

Art. 2. Oferta se va desfășura cu respectarea tuturor condițiilor din prospect.

Art. 3. Responsabilitatea privind operațiunile aferente ofertei publice, în conformitate cu prevederile prospectului și ale reglementărilor incidente, revine intermediarului ofertei, intermediarilor implicați în derularea ofertei și ofertantului, cu luarea în considerare a atribuțiilor fiecăruia.

Art. 4. Notificarea cu privire la rezultatele ofertei va fi remisă A.S.F. în termen de cel mult 5 zile lucrătoare de la data închiderii acesteia, însoțită de dovada virării cotei de 0,1% determinată pe baza subscrierilor realizate în cadrul ofertei, cotă prevăzută la pct. 5 lit. a) din Anexa nr. 1 a Regulamentului A.S.F. nr. 16/2014 privind veniturile Autorității de Supraveghere Financiară, republicat, cu modificările și completările ulterioare.

Art. 5. Decizia nr. 1225/07.09.2022 se comunică BRD – Groupe Societe Generale S.A. și se publică în Buletinul A.S.F., forma electronică.

PREȘEDINTE

Nicu MARCU



A circular official stamp of the Romanian Financial Supervisory Authority (ASF) is visible. The stamp contains the text 'AUTORITATEA DE SUPRAVEGHERE FINANCIARA' around the perimeter and 'ASF ROMANIA' in the center. A handwritten signature in blue ink is written over the stamp.

Exemplarul 1/4



A handwritten signature in blue ink is written over a blue rectangular stamp that reads 'PENTRU CONFORMITATE'.

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