

Convocare

Consiliul de Administratie al societatii comerciale **Petrom SA**, societate comerciala infiintata in conformitate cu legislatia romana, inregistrata la Oficiul Registrului Comertului de pe langa Tribunalul Bucuresti sub numarul J/40/8302/1997, cod unic de inregistrare 1590082, cu sediul situat in Calea Dorobantilor nr. 239, sector 1, Bucuresti, Romania (denumita in continuare „Petrom” sau „Societatea”), **convoaca Adunarea Generala Ordinara a Actionarilor**, la data de 22 noiembrie 2005 incepand cu ora 10.00, la Hotel Marriott, din Bucuresti, Calea 13 Septembrie, nr. 90, sector 5,

avand urmatoarea ORDINE DE ZI:

1. Aprobarea Bugetului de Venituri si Cheltuieli pentru exercitiul financiar 2006;
2. Constatarea demisiei unui membru al Consiliului de Administratie si numirea unui nou membru al Consiliului de Administratie; Data limita pentru depunerea candidaturilor este 12 noiembrie 2005.
3. Stabilirea datei de 8 decembrie 2005 ca „data de inregistrare” conform art.238 din Legea privind piata de capital nr 297/2004;
4. Mandatarea domnului Gheorghe Constantinescu, Director General Executiv al Societatii, pentru semnarea in numele actionarilor a hotararilor prezentei Adunari Generale a Actionarilor si efectuarea tuturor formalitatilor cerute de lege pentru inregistrarea si aplicarea hotararilor adoptate.

Actionarii pot participa personal sau pot fi reprezentati in cadrul sedintei fie de reprezentantii lor legali, fie de alti reprezentanti carora li s-a acordat o procura speciala, in conditiile art. 243 din Legea nr. 297/2004 privind piata de capital. Modelul procurii este conform cu art. 142 din Regulamentul nr. 13/2004 emis de CNVM si poate fi obtinut de la Serviciul Actionariat si Operatiuni

Convening Notice

The Board of Directors of **Petrom SA**, a commercial company incorporated in accordance with Romanian law, registered with the Trade Register Office of Bucharest Court under number J/40/8302/1997, having unique code of registration 1590082 and its headquarters located at 239 Calea Dorobantilor, sector 1, Bucharest, Romania (hereinafter referred to as “Petrom” or the “Company”), **convenes** on November 22, 2005 starting with 10.00 hours, at the Hotel Marriott, located in Bucharest, 90 Calea 13 Septembrie, sector 5, **the Ordinary General Meeting of Shareholders**,

with the following AGENDA:

1. Approval of the 2006 Revenues and Expenses Budget;
2. Acknowledgement of the resignation of a member of the Board of Directors and appointment of a new member of the Board of Directors; The deadline for submitting the candidacy is November 12, 2005.
3. Establishing the date of December 8, 2005 as the „registration date” as per the art. 238 of the Capital Market Law no 297/2004;
4. Empowering of Mr. Gheorghe Constantinescu, Chief Executive Officer, to sign in the name of the shareholders the Decisions of this General Meeting of Shareholders and to perform any act or formality requested by law for the registration and the application of the decisions of this General Meeting of Shareholders.

The shareholders may attend in person or may be represented either by their legal representatives or by representatives holding special power-of-attorney as per Art. 243 from Law No. 297/2004 pertaining to the capital market. The form of such special power of attorney is in accordance with the art 142 of the Regulation no 13/2004 issued by the National Securities Commission and can be

Bursiere al Societatii, din Calea Dorobantilor nr. 239, sector 1, Bucuresti, pana la data de 18 noiembrie 2005, ora 14.00. Un exemplar original al procurii, completat si semnat, va fi predat la intrarea in sala de sedinta.

Candidaturile pentru noul administrator se depun la Serviciile Actionariat si Operatiuni Bursiere al Societatii pana pe data de 12 noiembrie 2005, ora 16.00.

Doar persoanele inregistrate ca actionari la data de 4 noiembrie 2005, care este **data de referinta** a adunarii, conform evidentelor emise de Regisco S.A., pot participa la sedinta.

Incepand cu data de 16 noiembrie 2005, documentele si materialele informative in legatura cu aspectele incluse pe Ordinea de zi pot fi ridicate de actionari de la Serviciul Actionariat si Operatiuni Bursiere din cadrul Societatii, in timpul zilelor lucratoare intre orele 9.00 – 16.00.

In cazul in care la data mentionata mai sus nu se intrunesc conditiile de validitate prevazute de Legea societatilor comerciale si de Actul Constitutiv al Societatii, sedinta Adunarii Generale Ordinare a Actionarilor este convocata pentru data de 23 noiembrie 2005 incepand cu orele 10.00 la aceeasi adresa si avand aceeasi ordine de zi.

Informatii suplimentare se pot obtine la Serviciul Actionariat si Operatiuni Bursiere, la numerele de telefon 40 60 104, 40 60 106 si 40 60 118.

obtained from the Shareholding and Stock Exchange Operations Office of the Company located on 239 Calea Dorobantilor, sector 1, Bucharest, by November 18, 2005, 14.00 hrs. An original copy of such power-of-attorney, filled in and signed shall be presented upon entering the meeting room.

The candidacies for the new board member shall be submitted to the Shareholding and Stock Exchange Operations Office of the company by November 12, 2005, 16:00 hours.

Only persons who are registered as shareholders on November 4, 2005 – the reference date of the meeting - according to the records issued by Regisco S.A. may attend the meeting.

As of November 16, 2005 the informative documents and materials related to the issues included in the Agenda may be obtained by the shareholders from the Shareholding and Stock Exchange Operations Office within the Company's headquarters during business days between 9.00 – 16.00 hours.

In case the statutory quorum stipulated in the Company Law and the Constitutive Act of the Company shall not be met at the date written above, the Ordinary General Meeting of Shareholders is summoned for November 23, 2005 starting with 10.00 hours at the same place, with the same agenda.

Additional information can be obtained from the Shareholding and Stock Exchange Operations Office, at the telephone numbers 40 60 104, 40 60 106 si 40 60 118.

Wolfgang Ruttenstorfer

Presedintele Consiliului de Administratie

Wolfgang Ruttenstorfer

President of the Board of Directors