

SPECIAL POWER OF ATTORNEY

The Undersigned _____,
holder of _____ shares issued by S.C. PETROM S.A. registered
(number)

with the Commerce Register in Bucharest under No. J 40/8302/1997, unique code of
registration 1590082, which entitle me _____ voting rights in the General
Meeting of Shareholders, from the total 56,000,506,078 shares issued by Petrom, I
hereby appoint _____,

(surname and name of the representative proposed by the solicitor of the Special Power of Attorney)

domiciled in _____ holder of Identity
Card/Passport series _____ No. _____, NPC _____,

as my representative in the **General Extraordinary Meeting of the Shareholders** of the
commercial company PETROM S.A., which will be held on November 22, 2005, 11.30
a.m. at the Marriott Hotel, located in Bucharest, 90 Calea 13 Septembrie, sector 5, or,
on the date of the second General Meeting, if the first General Meeting could not be
held, so as to exert the voting right afferent to my shares registered with the
Shareholders Register, as follows:

1. Supplementation of the object of activity of the Company with respect to the
activities of Selecting and placing labor force – CAEN Code 7450 and Operations
of general mechanics – CAEN Code 2852

For _____ Against _____ Abstention _____

2. The increase of the share capital of the Company by issuance of a maximum
number of 655,312,380 ordinary nominative shares, with an nominal value of RON
0.1, out of which a number of 266,977,088 shares shall be issued in favour of the
Romanian State, represented by the Ministry of Economy and Commerce /OPSPI,
in accordance with art. 12 of Law 137/2002 regarding certain measures for the
acceleration of privatisation, in respect of the value of the land for which the
Company has obtained certificates attesting its ownership right and with the value
of the additional cash subscriptions by the other existing shareholders who wish to
maintain their percentage shareholding in the Company, according to the
provisions of art. 211 of the Company Law no. 31/1990, as republished.
Subscriptions shall be effected at the par value of the shares.

For _____ Against _____ Abstention _____

3. Delegation to the Board of Directors of the Company in accordance with art. 114 (1) of the Company Law no. 31/1990, republished, of the power to approve the increase of the Company's share capital, as follows:

- i. To determine the number of new shares that have been subscribed and will be issued and annul any share that was not subscribed;
- ii. To establish the amount with which the Company's share capital shall be increased; and
- iii. To approve and sign a resolution by which the share capital shall be increased accordingly and to sign any other documents necessary for the performance of the share capital increase.

For _____ Against _____ Abstention _____

4. Establishing the procedure and periods for the subscription of the shares mentioned under item 2 on the agenda.

For _____ Against _____ Abstention _____

5. Amendment of the Constitutive act of the Company, in accordance with the proposals presented in the Annex thereto;

For _____ Against _____ Abstention _____

6. Establishing the date of December 8, 2005 as the „registration date“, as per the art 238 of the Capital Market Law no 297/2004.

For _____ Against _____ Abstention _____

7. 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.

For _____ Against _____ Abstention _____

I hereby confer discretionary voting power to the above mentioned representative, over the issues which were neither identified nor included into the Agenda up to the signing date of the present document.

Date _____

(Signature of the Shareholder)

(Name, Last name of the Shareholder in capital letters)