

SPECIAL POWER OF ATTORNEY (E)

The Undersigned _____,
(Surname, name and CNP/PIN of the shareholder natural person or of the representative of the shareholder legal person)

the legal representative of * _____

holder of _____ shares issued by S.C. PETROM S.A. registered with the Trade Register Office in Bucharest under No. J 40/8302/1997, having unique code of registration 1590082, which confer me _____ voting rights in the General Meeting of Shareholders, of the total 56.000.506.078 shares/ voting rights issued by S.C. PETROM SA. I hereby appoint

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

domiciled in _____ having Identity Card series _____ No.

_____, and PIN _____ as my representative in the **Extraordinary General Meeting of the Shareholders of the commercial company PETROM SA, which will be held on April 25th 2006, 10.30 a.m. in the room A&B at the Marriott Hotel, located in Bucharest, 90 Calea 13 Septembrie, district 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 in the Shareholders Register on the reference day, as follows:

1. Amendment of the Constitutive Act of the Company, in accordance with the proposals presented in the Annex of the published Convening Notice:

For _____ Against _____ Abstention _____

2. Establishing May 11, 2006 as the "registration date" for this general meeting:

For _____ Against _____ Abstention _____

¹ PIN = personal identification number, if applicable

3. Empowering of Mr. Gheorghe Constantinescu, Chief Executive Officer of the Company, to sign 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 _____

**

(The signature of the shareholder natural person or of the representative of the shareholder legal person)

(Surname and name of the shareholder natural person or of the representative of the shareholder legal person, in capital letters)

Note:

* To be filled in only for the shareholder legal person, with full name and CUI/ID, in accordance with the records at Regisco SA;

** The stamp of the shareholder legal person is to be also applied;

*** The position of the representative of the shareholder legal person is to be mentioned;