

SPECIAL POWER OF ATTORNEY (O)

The Undersigned _____,
(Surname, name and CNP/ID 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 confers 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/Passport series _____ No. _____, and PIN¹ _____ as my representative in the **Ordinary General Meeting of the Shareholders of the SC PETROM SA, which will be held on April 25th 2006, 12.00 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. The discussion and approval of the financial statements for the year ending December 31, 2005, based on the Board of Director's Report, the Auditor's Report and Censor's Report for the financial year 2005:**

For _____ Against _____ Abstention _____

- 2. The proposal of the Board of Directors regarding the dividends for 2005:**

For _____ Against _____ Abstention _____

- 3. Discharge of responsibility of the member of the Board of Directors for the financial year 2005:**

For _____ Against _____ Abstention _____

¹ PIN = personal identification number, if applicable

4. Appointment of new members of the Board of Directors

4.1 Election of new members in the Board of Directors

In accordance with the convening notice of the OGMS, the candidacies received until April 12, 2006, are as follows:

(1) Mr. Werner Auli, proposed by OMV AG, the majority shareholder of the company, for the newly created positions:

For _____ Against _____ Abstention _____

(2) Mr. Gheorghe Ionescu, proposed by the Ministry of Economy and Commerce, for the newly created positions:

For _____ Against _____ Abstention _____

(3) Mr. Kevin E. Bortz, proposed by the European Bank for Reconstruction and Development, for the vacant position:

For _____ Against _____ Abstention _____

(4) Mr. Nicolae Ivan, proposed by SC Fondul Proprietatea SA, for the vacant position:

For _____ Against _____ Abstention _____

4.2 Establishing the remuneration and the warranties of the members of the Board of Directors

For _____ Against _____ Abstention _____

5. Appointment of the members of the Company's Censors Committee

5.1 Confirmation of the current two members and the election of the third member of the Company's Censors Committee

(1) Mr. Gheorghe Lampert, expert accountant, confirmation:

For _____ Against _____ Abstention _____

(2) Mr. Nicolae Cristescu, financial auditor, confirmation:

For _____ Against _____ Abstention _____

(3) Mr. Marius Lucian Georgescu, expert accountant, election:

For _____ Against _____ Abstention _____

5.2 Establishing the remuneration and the warranties of the members of the Censors Committee:

For _____ Against _____ Abstention _____

6. Appointment of Deloitte Audit SRL as the Company's Financial Auditor:

For _____ Against _____ Abstention _____

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

For _____ Against _____ Abstention _____

8. 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;