

## SPECIAL POWER OF ATTORNEY

The Undersigned \_\_\_\_\_,  
(Surname, name and ITIN/ID of the natural-person shareholder or of the representative of the legal-person shareholder )

the legal representative of \* \_\_\_\_\_

holder of \_\_\_\_\_ shares issued by PETROM S.A., a company registered with the Trade Register Office of Bucharest under No. J 40/8302/1997, tax registration number 1590082, which confer me \_\_\_\_\_ voting rights in the General Meeting of Shareholders, of the total 56,644,108,335 shares/ voting rights issued by PETROM SA ("the Company").

I hereby appoint \_\_\_\_\_,  
(Surname and name of the representative proposed by the solicitor of the Special Power of Attorney)

domiciled in \_\_\_\_\_ Identity Card/Pass Series \_\_\_\_\_ No. \_\_\_\_\_, and ITIN/ID \_\_\_\_\_ as my representative in the

**Ordinary General Meeting of the Shareholders of PETROM SA, which will be held on April 22, 2008, 10.30 AM at the „Le Diplomate” Room of Hotel Athénée Palace Hilton, located in Bucharest, 1-3 Episcopiei street, sector 1,** or on the date of the second General Meeting, if the first General Meeting cannot be held, so as to exert the voting right associated to my shares registered in the Shareholders Register on the reference day, as follows:

### 1.1 Approval of the audited financial statements for the year ended December 31, 2007:

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

### 1.2 Approval of the audited consolidated financial statements for the year ended December 31, 2007:

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

### 2. Approval of the Executive Board's proposal regarding dividend determination for the year 2007 and dividend payment method:

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

### 3. Approval of the Revenues & Expenditure Budget for the financial year 2008:

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

### 4. Granting discharge to the Board of Directors members (for the period January 1 – April 17, 2007) and to the Executive Board members (for the period April 17 –December 31, 2007), and to the Supervisory Board members (for the period April 17 –December 31, 2007):

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

### 5. Determining the remuneration of the members of the Supervisory Board for the current fiscal year, and the remuneration of the members of the committees established by the Supervisory Board based on article no. 153<sup>10</sup> of the Companies Law no. 31/1990:

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

### 6. Appointment of Deloitte Audit S.R.L. as the Company's financial auditor for the financial year 2008 and authorizing the Executive Board to establish the remuneration of such auditor:

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

**7. Rejection of the request submitted by AVAS as the transaction was concluded with the observance of the exclusive and full powers of the Executive Board and Supervisory Board in accordance with the law and the Articles of Incorporation and therefore it meets the legal requirements:**

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

**8. Establishing May 09, 2008 as "Registration Date", as per art. 238 of the Capital Market Law no. 297/2004:**

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

**9. Empowering Mrs. Mariana Gheorghe, Chief Executive Officer, to sign on behalf of the shareholders the Resolutions of this General Meeting of Shareholders and to perform any act or formality requested by law for the registration and the application of the resolutions 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 this power of attorney.**

**Date** \_\_\_\_\_

**\*\*** \_\_\_\_\_

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

**\*\*\*** \_\_\_\_\_

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

**Note:**

\* to be completed only for legal entities, with full name and TRN/ID, in accordance with the records at Depozitarul Central SA;

\*\* for legal entities affix the company seal;

\*\*\* for legal entities the position of the legal representative within the entity must be specified.