

Model of Special Power-of-Attorney for representation in Petrom's
Extraordinary General Meeting of Shareholders

SPECIAL POWER OF ATTORNEY (E)

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

Extraordinary General Meeting of the Shareholders of PETROM SA, which will be held on April 28, 2009, 12.00 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. Approval of the amendment of the Articles of Association of the Company, in accordance with the proposal presented in the Annex of the Convening Notice:

For _____ Against _____ Abstention _____

2. Establishing May 14, 2009 as the "Registration Date" as per article 238 of the Capital Market Law no. 297/2004, i.e. the registration date of the shareholders who are to benefit from dividends or other rights and who are affected by the decisions of the general meetings of shareholders:

For _____ Against _____ Abstention _____

3. Empowering of Mrs. Mariana Gheorghe, Chief Executive Officer, to sign in the name of the shareholders the Decisions of the General Meeting of Shareholders and the updated Articles of Association, and to perform any act or formality requested by law for the registration and the application of the passed decisions:

For _____ Against _____ Abstention _____

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.