

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

SPECIAL POWER OF ATTORNEY (O)

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 28, 2009, 10.00 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 financial statements for the year ended December 31, 2008, prepared in accordance with Romanian Accounting Standards (RAS), based on the Financial Auditor's Report and the Annual Report, which includes the Report of the Executive Board and the Report of the Supervisory Board for the financial year 2008:

For _____ Against _____ Abstention _____

2. Approval of the consolidated financial statements prepared in accordance with International Financial Reporting Standards (IFRS) for the year ended December 31, 2008 based on the Financial Auditor's Report and the Report of the Supervisory Board:

For _____ Against _____ Abstention _____

3. Approval of the Executive Board's proposal not to distribute dividends for the 2008 financial year:

For _____ Against _____ Abstention _____

4. Approval of the 2009 Revenue and Expenditure Budget:

For _____ Against _____ Abstention _____

5. Approval of the formal discharge of responsibility of the members of the Executive Board and the members of Supervisory Board for the financial year 2008:

For _____ Against _____ Abstention _____

6. Appointment of the members of the Supervisory Board for the next period of four (4) years:

For _____ Against _____ Abstention _____

7. Establishing the remuneration of the members of the Supervisory Board for the current year, and the general limit of the additional remunerations of the Supervisory Board members who were assigned specific positions within the latter:

For _____ Against _____ Abstention _____

8. Reappointment of the Company's financial auditor, determination of the minimum duration of the financial audit agreement and authorization of the Executive Board to establish the remuneration of

such auditor:

For _____ Against _____ Abstention _____

9. 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 _____

10. Empowering of Mrs. Mariana Gheorghe, 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 _____

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.