

**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 PETROM S.A. registered with the Commerce Register 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 56,644,108,335 shares/ voting rights issued by 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/Pass series \_\_\_\_\_ No. \_\_\_\_\_, and CNP/ID \_\_\_\_\_ as my representative in the **Extraordinary General Meeting of the Shareholders of the PETROM SA**, which will be held **on December 16, 2008, 09:30 AM hours**, at the **„Valahia” Room of the Crowne Plaza Hotel**, located in Bucharest, 1 Poligrafiei Blvd, district 1, 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. **Approval of the purchase by the company of a number of its own shares from the organized securities market in compliance with requirements of article 103<sup>1</sup> of Law No. 31/1990 as subsequently amended and complemented, in order to be distributed freely to the employees according to the provisions of article 168, paragraph 5 of the Collective Bargaining Agreement:**

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

2. **Establishing January 07, 2009 as the "registration date" as per art. 238 of the Capital Market Law no. 297/2004:**

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

3. **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 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 legal entities, with full name and CUI/ID, in accordance with the records at Depozitarul Central SA;

\*\* for legal entities apply the company stamp;

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