

SPECIAL POWER OF ATTORNEY

SOLICITED BY the Directors of the commercial company PETROM S.A. Bucharest

The Undersigned _____,
holder of _____ shares issued by S.C. PETROM S.A. registered
(number)

with the Commerce Register in Bucharest under No. J 40/8302/1997, which confer me
_____ voting rights in the General Meeting (of Shareholders / Bondholders etc.), I
hereby appoint _____,

(Name, last name of the representative proposed by the solicitor of the Special Power of Attorney)

or, in absentia, _____ or
from _____ Identity Card series

_____ No. _____, as my representative in the General Extraordinary
Meeting of the Shareholders of the commercial company PETROM S.A., which will be held on
May 24th 2005, 10.30 a.m. in the room D at the Marriott Hotel, located in Bucharest, 90 Calea 13
Septembrie, sector 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 with the
Shareholders Register, as follows:

1. Relocation of its registered headquarters from 109 Calea Victoriei, sector 1, Bucharest, to
239 Calea Dorobantilor, sector 1, Bucharest.

For _____ Against _____ Abstention _____

2. Amendment of the Constitutive act of the Company, so that it shall read as follows:

“Article 3 – Headquarters

The headquarters of the Company are situated in 239 Calea Dorobantilor, sector 1, Bucharest, Romania. The headquarters of the Company may be changed to any another location in Romania pursuant to a resolution of the Board of Directors.

The Company may open and close branches, agencies, representative offices or other such entities without legal personality in Romania and abroad in compliance with the law pursuant to a resolution of the Board of Directors.”

For _____ Against _____ Abstention _____

3. Establishing June 08th 2005 as the "registration date" as per art. 238 of the Capital market
Law no. 297/2004.

For _____ Against _____ Abstention _____

- 4. 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 _____

(Signature of the Shareholder)

(Name, Last name of the Shareholder in capital letters)