

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 Ordinary 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. Discussion and approval of the financial statements prepared in accordance with Romanian Accounting Standards for the year ending December 31, 2004 based on the Directors' Report, Censors' Report and Auditors' Report for 2004.

For _____ Against _____ Abstention _____

2. Approval of the Board of Directors' proposal regarding the dividend for the year 2004.

For _____ Against _____ Abstention _____

3. Discharge of responsibility of the Directors for the period between January 1st - December 15 of the financial year 2004 (until the appointment of the Interim Directors).

For _____ Against _____ Abstention _____

4. Information regarding the decision of the Directors appointed by the Majority Shareholder to waive the remuneration received from the Company.

5. Approval of the 2005 Revenues and Expense Budget.

For _____ Against _____ Abstention _____

6. Presentation of the new organizational structure of the Company.

7. Establishing June 8, 2005 as the "registration date" as per art. 238 of the Capital market Law no. 297/2004.

For _____ Against _____ Abstention _____

8. 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)