

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 January
11th 2005, 11.00 a.m. in the Hall belonging to BANEASA PECO Station, in Bucharest, Bucharest
– Ploiesti Driveway, No. 2, Sector 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 with the Shareholders Register, as follows:

**1. Presentation of the Report prepared by the interim directors of the Company
regarding the activity carried out during their mandate.**

**2. Approval of the interim directors' discharge from all obligations and liabilities
against the Company for the period of their mandate.**

For _____ Against _____ Abstention _____

**3. Cease of office for the interim directors, election of new Board of Directors of
the Company and the appointment of its President.**

For _____ Against _____ Abstention _____

4. Establishing the guarantee for the members of the Board of Directors.

For _____ Against _____ Abstention _____

5. Extending the mandate of the Censors Commission for one year term.

For _____ Against _____ Abstention _____

6. Establishing the remuneration of the members of the Board of Directors and of the censors.

For _____ Against _____ Abstention _____

7. Revocation of the current financial auditor; election of the financial auditor for the years 2004 and 2005; determination of the maximum remuneration for the financial auditor.

For _____ Against _____ Abstention _____

8. Revocation of the Decision no. 2/14.12.2000 of the General Meeting of Shareholders of the Company and the delegation to the Board of Directors of the power to adopt Rules of Procedure for the Board of Directors.

For _____ Against _____ Abstention _____

9. Establishing the "registration date" as per art. 238 of the Capital market Law no. 297/2004.

For _____ Against _____ Abstention _____

10. 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)