

SPECIAL POWER-OF-ATTORNEY

for representation in the Extraordinary General Meeting of
Shareholders of OMV Petrom S.A. of 26 / 27 April 2011

I, the undersigned _____ [*name of the shareholder – individual*], identified with _____ [*identity card*], series _____, number _____, issued by _____, on _____, having the domicile in _____, personal identification number _____,

or

I, the undersigned _____ [*name of the shareholder – legal person*], having the registered office located at _____, registered with the Trade Registry/equivalent body - for non resident legal person under no. _____, sole registration code / equivalent identification no. - for non resident legal person _____, legally represented by _____*,

shareholder at the **Reference Date i.e. 15 April 2011** of SC OMV PETROM S.A., company managed in a two tier system, incorporated and functioning under the laws of Romania registered with the Bucharest Trade Registry Office under no. J 40/8302/1997, sole registration code 1590082, having the headquarters at 239 Calea Dorobanților, Sector 1, Bucharest, Romania, having the subscribed and paid share capital of 5,664,410,833.50 lei, (the "**Company**"),

owner of _____ shares, representing _____ % of the total number of shares issued by the Company, which confer upon me _____ voting rights, representing _____ % of the total number of 56,643,903,559 of the voting rights *****

hereby empower** _____ having the domicile in _____, identified with _____ [*identity card*], series _____, number _____, issued by _____, on _____, personal identification number _____,

or

_____ [*name of the proxy holder-legal person*], having the registered office located at _____, registered with the Trade Registry/equivalent body - for non resident legal person under no. _____, sole registration code / equivalent identification no. - for non resident legal person _____, legally represented by _____ having the domicile in _____, identified with _____ [*identity card*], series _____, number _____, issued by _____, on _____, personal identification number _____,

for the Extraordinary General Meeting of the Shareholders of OMV PETROM S.A. convened for 26 April 2011 starting at 13.30 PM, at "D" Hall of the JW MARRIOTT Hotel, located in Bucharest, 90 Calea 13 Septembrie Street, Sector 5, or,

should the Extraordinary General Meeting of the Shareholders not be held at the first convening date of 26 April 2011, for the second convening of the Extraordinary General Meeting of the Shareholders set for 27 April 2011, starting at 13.30 PM, at "D" Hall of JW MARRIOTT Hotel, located in Bucharest, 90 Calea 13 Septembrie Street, Sector 5

as to exercise the voting rights associated with the shares held by the undersigned *** / ****, as follows:

1. For item 1 on the Agenda, [i.e. "Approval of the change of the Company's headquarters from 239 Calea Dorobantilor Street, Sector 1, Bucharest, to 22 Coralilor Street, Sector 1, Bucharest ("Petrom City"), as of 23 May 2011."]:

For _____ Against _____ Abstention _____

2. For item 2 on the Agenda, [i.e. "Following the approval of point 1 above, approval of the amendment of the first paragraph of article 3 of the Company's Articles of Association starting with 23 May 2011, as follow:

„The headquarters of the Company is located in 22 Coralilor Street, sector 1, Bucharest ("Petrom City"). The headquarters of the Company may be changed to any another location in Romania pursuant to a resolution of the Extraordinary General Assembly of Shareholders."]:

For _____ Against _____ Abstention _____

3. For item 3 on the Agenda, [i.e. **"Information about the finalization of the procedure to distribute own shares to the entitled persons in line with the "Simplified Prospectus on distribution of OMV Petrom S.A.'s shares to the entitled persons according to Law no. 297/2004 and the National Securities Commission Regulation no. 1/2006" approved by the National Securities Commission Decision no. 204 dated 10 February 2010 and empowering the Executive Board to further decide upon the destination of the 62,000 own shares which remained non distributed due to the fact that as of the date of the issuance of the Simplified Prospectus the number of the entitled persons was unknown."**]:

For _____ Against _____ Abstention _____

4. For item 4 on the Agenda, [i.e. **"Establishing 12 May 2011 as the "Registration Date" as per article 238 of Capital Market Law no. 297/2004, i.e. the registration date which serves to the identification 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 _____

5. For item 5 on the Agenda, [i.e. **"Empowering Ms Mariana Gheorghe, Chief Executive Officer, to sign in the name of the shareholders the decisions of the EGMS and updated Articles of Association of the Company and to perform any act or formality required by law for the registration and the application of the decisions of the EGMS. Ms Mariana Gheorghe may delegate all or part of the above mentioned powers to any other person(s) to perform such the mandate."**]:

For _____ Against _____ Abstention _____

I hereby attach a copy of my valid identification document****/ a copy of the registration certificate*****

Date _____

***** _____

***** _____

Note:

* to be completed only by legal persons

** to be completed with the name of the appointed attorney-in fact

*** applicable only to natural persons

**** applicable only to legal persons

***** in case of individuals, to be signed; in case of legal persons, to be signed and stamped

***** In case of legal persons, the position of the legal representative shall be mentioned.

***** please note that the total number of the voting rights of the Company is different than the total number of shares issued by the Company given the fact that the Company holds 204,776 own shares for which the voting rights are suspended. Therefore, the total number of the voting rights of 56,643,903,559 is computed by subtracting from 56,644,108,335 total shares of the Company the number of own shares of 204,776. Consequently the number of voting rights for each shareholder will be computed by reference to the number of total voting rights of the Company, applying the following rule: the number of shares of each shareholder will be multiplied with the number of total voting rights and the result will be divided by the number of total number of shares issued by the Company.