

SPECIAL POWER-OF-ATTORNEY

for representation in the Ordinary General Meeting of
Shareholders of S.C.OMV Petrom S.A. of 26 / 27 April 2011
(updated on 13 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 S.C. 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 _____, represented by
_____ having the domicile in
_____, identified with _____ [identity card], series _____,
number _____, issued by _____, on _____, personal identification number

for the Ordinary General Meeting of the Shareholders of S.C. OMV PETROM S.A. convened for 26
April 2011 starting at 11.00 AM, at "D" Hall of the JW MARRIOTT Hotel, located in Bucharest, 90
Calea 13 Septembrie Street, Sector 5, or,

should the Ordinary General Meeting of the Shareholders not be held at the first convening date of 26
April 2011, for the second convening of the Ordinary General Meeting of the Shareholders set for 27
April 2011, starting at 11.00 AM, at "D" Hall of the JW MARRIOTT Hotel, located in Bucharest, 90
Calea 13 Septembrie Street, Sector 5

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

1. For item 1 on the Agenda, [i.e. "**Approval of the financial statements prepared in accordance
with Romanian Accounting Standards (RAS) for the financial year ended on 31 December
2010, based on the Financial Auditor's Report, the Report of the Executive Board and the
Report of the Supervisory Board for the 2010 financial year.**"]:

For _____ Against _____ Abstention _____

2. For item 2 on the Agenda, [i.e. **“Approval of the consolidated financial statements prepared in accordance with the International Financial Reporting Standards (IFRS) for the year ended on 31 December 2010, based on the Financial Auditor’s Report, the Report of the Executive Board and the Report of the Supervisory Board for the 2010 financial year.”**]:

For _____ Against _____ Abstention _____

3. For item 3 on the Agenda, [i.e. **“Approval of the Annual Report which includes the Report of the Executive Board and the Report of the Supervisory Board for the 2010 financial year.”**]:

For _____ Against _____ Abstention _____

4. For item 4 on the Agenda, [i.e. **“Approval of the Executive Board’s proposal to allocate the amount of RON 101,710,000 to legal reserves in order to comply with the legal requirements regarding the mandatory allocation of a profit quota for legal reserves.”**]:

For _____ Against _____ Abstention _____

5. For item 5 on the Agenda, [i.e. **“Approval of the Executive Board’s proposal to distribute dividends for the 2010 financial year and the method of profits distribution; the Executive Board proposes to distribute to OMV Petrom’s shareholders recorded at the Registration Date dividends with a gross value per share amounting to RON 0.0177.”**]:

The proposal for the distribution of dividends is the following:

- The distribution to the Company’s shareholders recorded at the Registration Date of dividends with a gross value per share amounting to RON 0.0177 for the 2010 financial year.
- The payment of the dividends will be made in RON, through a payment agent, starting with 1 June 2011, using the following computation method: the gross dividend corresponding to each shareholder will be computed by multiplying the number of shares held at the Registration Date by the respective shareholder with the gross dividend per share; the resulting amount should be rounded up/down to two decimals; therefore, the tax on dividends will be computed by applying the relevant tax rate to gross dividends already rounded up/down to two decimals; consequently, the amounts of tax and the net dividend will be already rounded up/down to two decimals.
- The payment methods will be the following:
 - (i) only for natural persons: cash – at the pay desks of any of the payment agent’ offices;
 - (ii) for natural and/or legal persons: through banking transfer, only further to the beneficiary of the dividend filling in and sending to the payment agent a payment request form having attached the supporting documents in order for the payment to be processed.
- Mr. Daniel Turnheim- Chief Financial Officer of the Company will be empowered to select the payment agent.
- The identification data of the payment agent, the details of the payment methods, including the template of the payment request form and the supporting documents will be communicated to the shareholders before the starting of the payment period (i.e. before 1 June 2011) through a press release and will be disclosed to Bucharest Stock Exchange and National Securities Commission through an ad-hoc report. The press release will be posted on the website of the Company (www.petrom.com), under the section dedicated to investors relations, along with the list of the payment agent offices.

For _____ Against _____ Abstention _____

6. For item 6 on the Agenda, [i.e. **“Approval of the Executive Board’s proposal not to establish an exceptional employees’ award fund out of the Company’s profits for the 2010 financial year and, as a result, not to make payments in 2011 for the 2010 financial year pursuant to article 106 of the Company’s Collective Labor Agreement in force.”**]:

For _____ Against _____ Abstention _____

7. For item 7 on the Agenda, [i.e. **“Approval of the 2011 Revenue and Expenditure Budget.”**]:

For _____ Against _____ Abstention _____

8. For item 8 on the Agenda, [i.e. **“Discharge of liability of the members of the Executive Board and the members of Supervisory Board for the 2010 financial year.”**]:

For _____ Against _____ Abstention _____

9. For item 9 on the Agenda*****, [i.e. **“The approval of the appointment of a new Supervisory Board member for the remaining term of Mr. Wolfgang Rutenstorfer’s mandate, due to the waiver of his mandate as member of Supervisory Board.”**]:

The proposal no. 1 for the new member of the Supervisory Board is the following: Mr. Manfred Leitner .

For _____ Against _____ Abstention _____

10. For item 10 on the Agenda, [i.e. **“Establishing the remuneration of the members of the Supervisory Board for the current year and the general limit of the additional remunerations of the Supervisory Board members who were assigned specific positions within the Supervisory Board.”**]:

The proposal for the above mentioned remunerations for 2011 is the following: EUR 20,000/year - net remuneration for each member of Supervisory Board and EUR 4,000/meeting - additional net remuneration of each member of the Audit Committee.

For _____ Against _____ Abstention _____

11. For item 11 on the Agenda, [i.e. **“Appointment of the Company’s financial auditor, pursuant to the expiry of the audit service agreement, establishment of the duration of the audit service agreement and the remuneration of the financial auditor.”**]:

The proposal for the financial auditor auditing 2011 financial year with a remuneration amounting to EUR 412,000 is the following: ERNST & YOUNG ASSURANCE SERVICES SRL.

For _____ Against _____ Abstention _____

12. For item 12 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 _____

13. For item 13 on the Agenda, [i.e. **“Empowering Ms Mariana Gheorghe, Chief Executive Officer, to sign in the name of the shareholders the decisions of the OGMS and to perform any act or formality required by law for the registration and the application of the decisions of the OGMS. 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 _____

14. For item 14 on the Agenda*****, [i.e. **“Revocation of Mr Marian Țurlea as member of the Supervisory Board and appointment of a new member for the remaining term of Mr Marian**

Turlea's mandate. MECMA's proposal for the appointment of the new member of the Supervisory Board is Mr Constantin Dascălu["]:

MECMA's proposal for the new member of the Supervisory Board is the following: Constantin Dascălu.

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 representative;

*** 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;

***** in case a proposal for cumulative voting is received in due time, for this item of the agenda a specific power of attorney will be made available;

***** 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.