

PETROM SA
SPECIAL POWER-OF-ATTORNEY

for representation in the Extraordinary General Meeting of
Shareholders of Petrom S.A. of 20 / 21 October 2009
with revised agenda

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

or

I, the undersigned _____ [*name of the shareholder – legal entity*], having the registered office located at _____, registered with the Trade Registry under no. _____, sole registration code _____, represented by _____ *,

shareholder at **the Reference Date i.e. 9 October 2009** of SC PETROM S.A., company managed in a dualist 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 the voting rights

hereby empower** _____ 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 PETROM S.A. convened for 20 October 2009** starting at 10:00 AM, 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 20 October 2009, for the second convening of the Extraordinary General Meeting of the Shareholders set for 21 October 2009, starting at 10 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. Approving of the amendment of the Articles of Association of the Company, in accordance with the proposal attached as the Appendix to the Convening Notice:

For

Against

Abstention

2. Approving the date of 01 January 2010 as the date of entry into force of the amendments to the Articles of Association of Petrom:

For Against Abstention

3. For item 2 on the Agenda, [i.e. Establishing the date of 6 November 2009 as the "Registration Date" as per article 238 of Law no. 297/2004 - Capital Market Law, more specifically, the registration date of the shareholders who are impacted by the resolutions of the Extraordinary General Meeting of Shareholders]:

For Against Abstention

4. For item 3 on the Agenda, [i.e. Empowering Mrs. Mariana Gheorghe, Chief Executive Officer of the Company, to sign in the name and on behalf of the shareholders the Resolutions of the Extraordinary General Meeting of the Shareholders, the updated Articles of Association and to carry out any and all formalities required by law for the registration, the enforcement and making valid against third parties the Resolutions passed by the Extraordinary General Meeting of Shareholders, as well as conferring upon Mrs. Mariana Gheorghe the right to delegate the power to perform the above-mentioned formalities to other persons]:

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.