

Convocare

Consiliul de Administratie al societatii comerciale **Petrom SA**, societate comerciala infiintata in conformitate cu legislatia romana, inregistrata la Oficiul Registrului Comertului de pe langa Tribunalul Bucuresti sub numarul J/40/8302/1997, cod unic de inregistrare 1590082, cu sediul situat in Calea Dorobantilor nr. 239, sector 1, Bucuresti, Romania (denumita in continuare „Petrom” sau „Societatea”), **convoaca Adunarea Generala Ordinara a Actionarilor**, la data de 25 Aprilie 2006 incepand cu ora 12:00 AM, la Salon A&B la Hotel Marriott din Bucuresti, Calea 13 Septembrie, nr. 90, sector 5, avand urmatoarea ORDINE DE ZI:

1. Discutarea si aprobarea situatiilor financiare anuale incheiate la 31 decembrie 2005, pe baza raportului administratorilor, raportului cenzorilor si raportului auditorului financiar, pentru exercitiul financiar 2005;
2. Aprobarea propunerii Consiliului de Administratie cu privire la dividendele aferente anului 2005;
3. Descarcarea de gestiune a administratorilor societatii pentru exercitiul financiar 2005;
4. Numirea de noi membri in Consiliul de Administratie; Data limita pentru depunerea candidaturilor este 12 Aprilie 2006;
5. Numirea membrilor Comisiei de cenzori a societatii;
6. Numirea Auditorului Financiar al societatii;
7. Stabilirea datei de 11 Mai 2006 ca

Convening Notice

The Board of Directors of Petrom SA, a commercial company incorporated in accordance with Romanian law, registered with the Trade Register Office of Bucharest Court under number J/40/8302/1997, having unique code of registration 1590082 and its headquarters located at 239 Calea Dorobantilor, sector 1, Bucharest, Romania (hereinafter referred to as “Petrom” or the “Company”), **convenes** on 25 April, 2006 starting with 12:00 AM hours, at the Room A&B at the Hotel Marriott, located in Bucharest, 90 calea 13 Septembrie, sector 5, **the Ordinary General Meeting of Shareholders**, with the following AGENDA:

1. Discussion and approval of the financial statements for the year ending December 31, 2005 based on the Board of Directors’ Report, Censors’ Report and the Auditors’ Report for the financial year 2005;
2. Approval of the Board of Directors’ proposal regarding the dividend for the year 2005.
3. Discharge of responsibility of the Directors for the financial year 2005;
4. Appointment of new members of the Board of Directors; The deadline for submitting the candidacy is April 12, 2006;
5. Appointment of the members of the Company’s Censors Committee;
6. Appointment of the Company’s financial auditor;
7. Establishing May 11, 2006 as the “registration date” as per the Capital

“data de inregistrare” conform Legii pietei de capital;

8. Mandatarea domnului Gheorghe Constantinescu, Director General Executiv al Societatii, pentru semnarea in numele acționarilor a hotararilor prezentei adunarii generale si efectuarea tuturor formalităților cerute de lege pentru inregistrarea si aplicarea hotărârilor adoptate.

Market Law;

8. Empowering of Mr. Gheorghe Constantinescu, Chief Executive Officer, to sign in the name of the shareholders 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.

Actionarii pot participa personal sau pot fi reprezentati in cadrul sedintei fie de reprezentantii lor legali, fie de alti reprezentanti carora li s-a acordat o procura speciala, in conditiile art. 243 din Legea nr. 297/2004 privind piata de capital. Modelul procurii este conform cu art. 142 din Regulamentul nr. 13/2004 emis de CNVM si/sau poate fi obtinut de la Serviciul Actionariat si Operatiuni Bursiere al Societatii, din Calea Dorobantilor, nr. 239, sector 1, Bucuresti, pana la data de 21 Aprilie 2006, ora 14.00. Un exemplar original al procurii, completat si semnat, va fi predat la intrarea in sala de sedinta.

The shareholders may attend in person or may be represented either by their legal representatives or by representatives holding special power-of-attorney as per Art. 243 from Law No. 297/2004 pertaining to the capital market. The form of such special power of attorney is in accordance with the art 142 of the Regulation no 13/2004 issued by the National Securities Commission and/or can be obtained from the Shareholders and Stock Exchange Operations Office of the Company located on Calea Dorobantilor, no. 239, sector 1, Bucharest, up to April 21, 2006, 14.00 hrs. An original copy of such power-of-attorney, filled in and signed shall be presented upon entering the meeting room.

Doar persoanele inregistrate ca actionari la data de **11 Aprilie 2006**, care este data de referinta a adunarii, conform evidentelor emise de Regisco S.A., pot participa la sedinta.

Only persons who are registered as shareholders on **April 11, 2006** – the reference date of the meeting - according to the records issued by Regisco S.A. may attend the meeting.

Incepand cu data de **19 Aprilie 2006** documentele si materialele informative in legatura cu aspectele incluse pe Ordinea de zi pot fi consultate de actionari la Serviciul Actionariat si Operatiuni Bursiere din cadrul Societatii, in timpul zilelor lucratoare intre orele 10 AM – 12 PM. Situatiile financiare anuale incheiate la 31 decembrie 2005, raportul administratorilor, raportul cenzorilor si raportul auditorului financiar, vor putea fi consultate incepand cu data de 09 Aprilie 2006.

As of **April 19, 2006** the informative documents and materials related to the issues included in the Agenda may be reviewed by the shareholders at the Shareholders and Stock Exchange Operations Office of the Company, during business days between 10 AM – 12 PM hours. The financial statements for the year ending December 31, 2005, the Board of Directors’ Report, Censors’ Report and the Auditors’ Report will be available starting with April 09, 2006.

In cazul in care la data mentionata mai sus nu se intrunesc conditiile de validitate prevazute de Legea societatilor comerciale si de Actul Constitutiv al societatii, sedinta Adunarii Generale Ordinare a Actionarilor este convocata pentru data de *26 Aprilie 2006* incepand cu orele 12:00 AM la aceeasi adresa si avand aceeasi ordine de zi.

Informatii suplimentare se pot obtine la Serviciul Actionariat si Operatiuni Bursiere, la numerele de telefon 021-4060104, 021-4060106 si 021-4060118.

In case the statutory quorum stipulated in the Company Law and the Constitutive Act of the Company shall not be met at the date written above, the Ordinary General Meeting of Shareholders is summoned for *April 26, 2006* starting with 12:00 AM hours at the same place, with the same agenda.

Additional information can be obtained from the Shareholders and Stock Exchange Operations Office, at the telephone numbers 021-4060104, 021-4060106 si 021-4060118.


Wolfgang Ruttenstorfer



**Presedintele Consiliului de Administratie/
President of the Board of Directors**