

**SPECIAL POWER OF ATTORNEY**  
**EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS <sup>1</sup>**

I, the undersigned) .....

.....  
*(surname and name of the shareholder natural person or of the legal representative of the shareholder legal person)*

Legal representative of:

.....  
*(to be filled in only by shareholders legal person with the full name and tax identification code. The status of legal representative shall be supported by the shareholders list on the registration/reference date, received from the Central Depository*

Personal identification number....., residing at (full address)

.....ID card/passport series ....., no....., issued by

....., holder of a number of.....shares in TRANSGAZ, registered with

the Sibiu Trade Register Office under number J 32/301/2000, tax identification code RO13068733, representing

.....% of the total number of 11,773,844 shares in TRANSGAZ granting a number of .....

voting rights within the General Meeting of the Shareholders representing.....% of the total

shares issued by TRANSGAZ, **I hereby appoint Mr./Mrs.:**

.....

.....

(surname and name of the empowered representative)

residing at/headquartered in .....

personal identification number....., holder of ID card/passport series....., no.

.....issued by .....

(for natural persons representatives)

Tax identification code .....

(for legal persons representatives)

as my representative in the **Extraordinary General Meeting of the Shareholders** of TRANSGAZ to be held at the headquarters of TRANSGAZ, 1 C. I. Motas Square, on **1 August 2016**, at **10:00 a.m.**, or on the date of the second meeting, if the first one is not held, to exercise the voting rights related to the number of shares I hold and registered in the Shareholders Register of SC. DEPOZITARUL CENTRAL S.A., Bucharest, at the reference date **21 July 2016**, as follows:

- 1. Approval of the procurement of legal advisory, assistance and representation services in the stages and further actions of case AT 40335 of the European Commission and empowerment of the Director – General of SNTGN Transgaz SA to initiate the legal arrangements necessary for the procurement of such legal services and for the conclusion and signature of the legal advisory, consultancy and representation service contract with the lawyers exercising their profession in the forms of organization provided by Law 51/1995 on the organisation and practice of the lawyer`s profession, republished, as further amended and supplemented.***

**The version proposed by the Company`s Board of Administration**  
For ..... Against..... Abstention .....

**The version proposed by the shareholder \_\_\_\_\_(if appropriate)**  
For ..... Against..... Abstention .....

2. **Setting the date of 18 August 2016 as registration date for the shareholders subject to the Resolution of the General Extraordinary Meeting of the Shareholders.**

**The version proposed by the Company`s Board of Administration**  
For ..... Against..... Abstention .....

**The version proposed by the shareholder \_\_\_\_\_(if appropriate)**  
For ..... Against..... Abstention .....

3. **Empowerment of Mr. Ion Sterian, as Chairman of the Board of Administration, to sign the Resolution of the General Extraordinary Meeting of the Shareholders and of Mr. Petru Ion Văduva, as Director-General of Transgaz, to sign the necessary documents for the registration and publication of the Resolution of the Extraordinary General Meeting of the Shareholders at the Trade Register Office attached to Sibiu Law Court.**

**The version proposed by the Company`s Board of Administration**  
For ..... Against..... Abstention .....

**The version proposed by the shareholder \_\_\_\_\_(if appropriate)**  
For ..... Against..... Abstention .....

This power of attorney was concluded in 3 (three) counterparts, one shall be submitted to TRANSGAZ, the Board of Administration and General Meeting of the Shareholders Secretariat, or to the Secretariat of the Extraordinary General Meeting of the Shareholders on the meeting day, one shall be used by the representative within the General Meeting of the Shareholders, and one shall remain with the represented shareholder.

Date of power of attorney: .....

Surname and name: .....

(surname and name of the shareholder natural person or of the legal representative of the shareholder legal person, clearly and in capital letters).

Signature: .....

(signature of the shareholder natural person or signature and stamp of the legal representative of the shareholder legal person)

Note:

<sup>1</sup> The content is according to the National Securities Commission Regulation no. 6/2009, as further amended and supplemented