

**SPECIAL POWER OF ATTORNEY**  
**GENERAL EXTRAORDINARY SHAREHOLDERS MEETING<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 Depozitarul Central.*

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 Shareholders Meeting 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 **General Extraordinary Shareholders Meeting** of TRANSGAZ to be held at the headquarters of TRANSGAZ, 1 C. I. Motas Square, on **11 December 2017**, at **11:00 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 **29 November 2017**, as follows:

**1. Approval of:**

**1. The amendment of Transgaz Articles of Incorporation as follows:**

**art. 20 para. (1) (v<sup>1</sup>), shall contemplate the following:**

**”shall make decisions for and on behalf of the General Shareholders Assembly of the limited liability company from the Republic of Moldova”**

2. Empowerment of Mr. Ion Sterian, in his capacity as Transgaz' Director General, to follow the procedures for the registration of the above-mentioned amendments with the Trade Register Office attached to the Court of Law of Sibiu.

*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. Approval of the following:

1. Incorporation of a limited liability company in the Republic of Moldova.

2. Empowerment of Mr. Ion Sterian, in his capacity as Transgaz' Director General, or of a person duly empowered by the former, based on a mandate expressly given to the latter, to follow all the legal procedures necessary for the establishment of the limited liability company in the Republic of Moldova and to sign all documents related to the relevant procedures, including the company's articles of incorporation.

3. Empowerment of Transgaz' Board of Administration to increase the share capital of the limited liability company established in the Republic of Moldova to successfully participate in the procedure for the privatisation of ÎS Vestmoldtransgaz.

*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. Setting the date of 3 January 2018 as registration date for the shareholders subject to the Resolution of the Extraordinary General Shareholders' Meeting.

*The version proposed by the company's Board of Administration*

For ..... Against..... Abstention .....

*The version proposed by the shareholder (if appropriate)*

For ..... Against..... Abstention .....

4. Empowerment of Mr. Petru Ion Vaduva, as Chairman of the meeting, or of his alternate – Mr. Bogdan George Iliescu, to sign the Resolution of the Extraordinary General Shareholders' Meeting, and of Mr Grigore Târsac, as Deputy Director-General of S.N.T.G.N. TRANSGAZ S.A., to sign the necessary documents for the registration and publication of the Resolution of the Extraordinary General Shareholders' Meeting with the Trade Register Office attached to the Law Court of Sibiu.

*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 Shareholders Meeting Secretariat, or to the Secretariat of the Ordinary General Meeting of the Shareholders at least one hour before the meeting, 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*