

**SPECIAL POWER OF ATTORNEY
EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS¹**

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 **23 June 2016**, 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 referenced date **10 June 2016**, as follows:

- 1. Approval of the initiation of the procedure for SNTGN Transgaz SA share capital increase with the value of the lands for which the ownership certificates were obtained between 2006 - March 2016, according to GD 834/1991.**

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 operation to split the nominal value of SNTGN Transgaz SA shares in 1:10 ratio, so that after splitting, the company's share capital to amount to the same value, i.e. Lei 117,783,440, being split into 117,738,440 shares – each having 1 Lei nominal value**

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 12 October 2016 as an ex date, according to the applicable laws**

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. **Setting the date of 13 October 2016 as registration date for the shareholders subject to the Resolution of the Extraordinary General 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

5. **Empowerment of Mr. Ion Sterian, as Chairman of the Board of Administration, to sign the Resolution of the Extraordinary General 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, by **22 June 2016, at 10:00 a.m.**, 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:

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