

## 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 documents foreseen in the National Securities Commission Order of Measures no. 26/20.12.2012, the company details issued by the Trade Register Office, in original or as a certified copy, or any other document, in original or as a certified copy, issued by the competent authority of the state in which the shareholder is duly registered, attesting its status of legal representative. The documents attesting the status of legal representative shall be issued no more than 3 months before the date of the publishing of the convening of the General Meeting of the Shareholders.)*

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 **27 April 2015, 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 of **16 April  
2015**, as follows:

1. Approval of the amending of the Articles of Incorporation of SNTGN Transgaz SA according to Annex 1 of the Convening and the empowerment of the Director-General of SNTGN Transgaz SA to sign the updated Articles of Incorporation of the Company, for compliance with the requirements on formalities of notification under Companies` Law No. 31/1990, 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. Approval of an unsecured corporate bond issue amounting to maximum RON 500 million, maturing at minimum 5 years, with a fixed interest rate, for the financing of the `2014-2023 National Gas Transmission System Development Plan`.

*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. Approval of the proposal regarding the establishment of a secondary office within SNTGN TRANSGAZ S.A. according to Annex 2 of the Convening and empowerment of Mr. Petru Ion Văduva, Director - General of S.N.T.G.N. TRANSGAZ S.A., to fulfil the formalities of registration of the secondary office mentioned above at the Trade Register Office attached to the 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 .....*

4. Presentation of the notification on the additional reporting and publication obligations according to Order METT 278/09.03.2015, meaning presentation of quarterly information on asset, services and works procurement, having a value higher than EUR 500,000/procurement (for assets and works procurements), and EUR 100,000/procurement (for services), carried out by the company and the preparation by the management of the company of an annual Report on the sponsorship granted by the company.

*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. Setting the date of 10 July 2015 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 .....*

6. **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 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 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 .....*

I, the undersigned, hereby grant discretionary voting power to the above-mentioned representative on the issues which have not been identified and included on the agenda until the date hereof.

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 **24 April 2015, 15:00 p.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:*

*<sup>1</sup>The content is according to the National Securities Commission Regulation no. 6/2009, as further amended and supplemented, and to the National Securities Commission Order of Measures no. 26/20.12.2012*