

**SPECIAL POWER OF ATTORNEY**  
**ORDINARY GENERAL MEETING OF THE SHAREHOLDERS 1**

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 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 Ordinary General Meeting of the Shareholders of TRANSGAZ to be held at the headquarters of TRANSGAZ, 1 C. I. Motas Square, on **26 April 2018, 10<sup>00</sup> am** 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 **16 April 2018**, as follows:

- 1. Approval of the annual financial statements (statement of financial position, statement of comprehensive income, statement of equity changes, statement of cash flows, notes to the financial statements) of SNTGN TRANSGAZ SA for financial year 2017, prepared according to the International Financial Reporting Standards adopted by the European Union and approved by OMPF 2844/2016.**

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

*The version proposed by the shareholder (if applicable)*  
For ..... Against..... Abstention .....

- 2. Approval of the annual consolidated financial statements (statement of financial position, statement of comprehensive income, statement of equity changes, statement of cash flows, notes to the financial statements) of SNTGN TRANSGAZ SA for financial year 2017, prepared according to the International Financial Reporting Standards adopted by the European Union and approved by OMPF 2844/2016.**

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

*The version proposed by the shareholder (if applicable)*  
For ..... Against..... Abstention .....

- 3. Presentation of the Report issued by the Board of Administration of SNTGN TRANSGAZ SA on the activity performed in 2017.**

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

*The version proposed by the shareholder (if applicable)*  
For ..... Against..... Abstention .....

- 4. Presentation of the Consolidated Report issued by the Board of Administration of SNTGN TRANSGAZ SA on the activity performed in 2017.**

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

*The version proposed by the shareholder (if applicable)*  
For ..... Against..... Abstention .....

- 5. Approval of the gross dividend per share in the amount of lei 25.22/share for the financial year 2017, and of the date of 16 July 2018 as dividend pay-out initiation date.**

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

*The version proposed by the majority shareholder by the letter no 1501 of the Department for privatization and state ownership administration dated 11.04.2018.*

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

- 6. Presentation of the Financial Audit Report on the annual financial statements ended by SNTGN TRANSGAZ SA on 31 December 2017.**

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

*The version proposed by the shareholder (if applicable)*  
For ..... Against..... Abstention .....

- 7. Presentation of the Financial Audit Report on the annual consolidated financial statements ended by SNTGN TRANSGAZ SA on 31 December 2017.**

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



*The version proposed by the shareholder (if applicable)*  
For ..... Against..... Abstention .....

**8. Approval of the 2017 net profit distribution proposal.**

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

*The version proposed by the shareholder letter no 1501 of the Department for privatization and state ownership administration dated 11.04.2018.*  
For ..... Against..... Abstention .....

**9. Presentation of the report of the Nomination and Remuneration Committee on the remunerations and other benefits granted to the administrators and directors in the financial year 2017.**

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

*The version proposed by the shareholder (if applicable)*  
For ..... Against..... Abstention .....

**10. Approval of the administration discharge of the administrators for the activity performed in 2017.**

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

*The version proposed by the shareholder (if applicable)*  
For ..... Against..... Abstention .....

**11. Approval of prescription of 2014 financial year dividends established under OGMS Resolution 1/27.04.2015, left unclaimed until 15 July 2018, and registration of their value in the revenue account of the company.**

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

*The version proposed by the shareholder (if applicable)*  
For ..... Against..... Abstention .....

**12. Report on the procurement of assets, services and works having a value higher than 500,000 Euro/procurement (for the procurement of assets and works) and 100,000 Euro/procurement (for services) by Transgaz in Q IV 2017.**

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

*The version proposed by the shareholder (if applicable)*  
For ..... Against..... Abstention .....

**13. Approval of the overall limits of the variable component of the remuneration of Transgaz' directors.**

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

*The version proposed by the shareholder (if applicable)*  
For ..... Against..... Abstention .....

**14. Setting the date of 26 June 2018 as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders, according to the applicable laws.**

*The version proposed by the Board of Administration*

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

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

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

**15. Setting the date of 25 June 2018 as ex-date, according to the applicable laws.**

*The version proposed by the Board of Administration*

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

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

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

**16. Setting the date of 16 July 2018 as payment date.**

*The version proposed by the Board of Administration*

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

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

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

**17. Empowerment of Mr. Minea Nicolae, as Chairman of the meeting or of its alternate Mr Lapusan Remus Gabriel, to sign the Resolution of the Ordinary General Meeting of the Shareholders and of Mr. Grigore Târsac, as Transgaz' Deputy Director General to sign the necessary documents for the registration and publication of the Resolution of the Ordinary General Meeting of the Shareholders at the Trade Register Office attached to Sibiu Law Court.**

*The version proposed by the Board of Administration*

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

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

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 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*