

**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 **10 August 2017**, 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 **28 July 2017**, as follows:

- 1. Approval of the procurement of legal consultancy, representation and assistance services for the investigations and/or litigations related to and/or with the involvement of the European Commission through DG Competition.***

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

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

2. *Approval of the procurement of legal consultancy, assistance and representation services related to the European Commission's investigations initiated towards Transgaz and for the litigations which may arise from such investigations between Transgaz and the European Commission as parties.*

*The version proposed by the majority shareholder the Ministry of Economy by DPAPS Letter 3390/19.07.2017*

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

3. *Approval of the amendment of Transgaz's Articles of Incorporation as follows:*

3.1 *Art 15, point 3, (a<sup>1</sup>) `approves the management plan prepared by Transgaz's Board of Administration`  
Is amended and will read as follows:*

*`(a<sup>1</sup>) negotiates and approves the financial and non-financial indicators, substantiated by the expectation letter and by the management plan approved by the Board of Administration.`*

*The version proposed by the majority shareholder the Ministry of Economy by DPAPS Letter 3390/19.07.2017*

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

3.2 *Art. 15, point 3 ` (b) to elect and revoke members of the board of administration and auditors; to appoint and revoke the chairman of the Board of Administration of TRANSGAZ SA`*

*Is amended and will read as follows:*

*`(b) appoints and revokes the members of the board of administration and the company's auditors.`*

*The version proposed by the majority shareholder the Ministry of Economy by DPAPS Letter 3390/19.07.2017*

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

3.3 *Art. 15, point 3, (d) `to set the remuneration of the Board of Administration members in accordance with the structure and limits established by the law, to approve the contract of mandate concluded with the Board of Administration members and with the Director – General;`*

*Is amended and will read as follows:*

*`(d) determines the remuneration of the members of the Board of Administration and approves the general limits of the directors' remuneration, within the structure and limits prescribed by law; Approves the form of the mandate contract to be concluded with the members of the Board of Administration and appoints the person empowered to sign the mandate contracts with them.`*

*The version proposed by the majority shareholder the Ministry of Economy by DPAPS Letter 3390/19.07.2017*

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

3.4 *Art 18, point 1<sup>2</sup> `In case of the vote by representation, the power of attorney may be submitted to the company headquarters, in original, 24 hours before the meeting, or it may be sent by email, having incorporated, attached or logically associated the electronic signature.`*

*Is amended and will read as follows:*

*`In case of the vote by representation, the power of attorney may be submitted to the company headquarters, at least an hour before the meeting, or it may be sent by email, having incorporated, attached or logically associated the electronic signature.`*

*The version proposed by the majority shareholder the Ministry of Economy by DPAPS Letter 3390/19.07.2017*

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

3.5 *Art. 19 point 2.3 `The board of administration is led by a chairman appointed by the general meeting of the shareholders from the members of the board of administration. The chairman of the board of administration is not the Director-General of SNTGN Transgaz S.A.`*

*Is amended and will read as follows:*

*`2.3 The board of administration is led by a chairman appointed by such board from its members. The chairman of the board of administration is not the Director General of SNTGN Transgaz S.A.`*

*The version proposed by the majority shareholder the Ministry of Economy by DPAPS Letter 3390/19.07.2017*

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

- 4. Empowerment of the Director General of SNTGN Transgaz S.A. to sign the updated Articles of Incorporation.**

*The version proposed by the majority shareholder the Ministry of Economy by DPAPS Letter 3390/19.07.2017*

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

- 5. Setting the date of 30 August 2017 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 .....*

- 6. Empowerment of Mr. Petru Ion Văduva, as Chairman of the meeting, to sign the Resolution of the Extraordinary General Meeting of the Shareholders, 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 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 .....*

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*