

SPECIAL POWER OF ATTORNEY

ORDINARY 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 S.N.T.G.N. TRANSGAZ S.A. Medias, 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 S.N.T.G.N. TRANSGAZ S.A. granting a number of voting rights within the General Meeting of the Shareholders representing.....% of the total shares issued by S.N.T.G.N. TRANSGAZ S.A. Medias, I

hereby empower 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 S.N.T.G.N. TRANSGAZ S.A. Medias to be held at the headquarters of TRANSGAZ S.A., Medias, 1 C. I. Motas Square, on **28 April 2016 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, **15 April 2016**, as follows:

- 1. Approval of the annual financial statements (statement of financial position, statement of comprehensive income, statement on changes in equity, statement on cash flows, notes to financial statements) of Transgaz for the financial year 2015, prepared in compliance with the International Financial Reporting Standards and approved by Order no. 1286/2012 of the Ministry of Public Finance.**

The version proposed by the Company's Board of Administration

For Against..... Abstention

2. **Presentation of the Report issued by the Board of Administration of SNTGN TRANSGAZ SA on the activity performed in 2015.**

The version proposed by the Company's Board of Administration

For Against..... Abstention

3. **Approval of the 2015 gross dividend per share amounting to 21.24 RON/share, and of the date of 13 July 2016 for the start of the dividend pay-outs.**

The version proposed by the Company's Board of Administration

For Against..... Abstention

The version proposed by the majority shareholder according to "Draft resolution proposal of the Ministry of Economy, Trade and Relations with the Business Environment" (Letter no. 1478/C6B/06.04.2016)

For Against..... Abstention

4. **Presentation of the Financial Audit Report on Transgaz' annual financial statements ended on 31 December 2015.**

The version proposed by the Company's Board of Administration

For Against..... Abstention

5. **Approval of the proposal for the allocation of the net profit for financial year 2015.**

The version proposed by the Company's Board of Administration

For Against..... Abstention

The version proposed by the majority shareholder according to "Draft resolution proposal of the Ministry of Economy, Trade and Relations with the Business Environment" (Letter no. 1478/C6B/06.04.2016).

For Against..... Abstention

6. **Presentation of the Advisory Nomination and Remuneration Committee 's Report on remuneration and other benefits granted to the administrators and managers in financial year 2015**

The version proposed by the Company's Board of Administration

For Against..... Abstention

7. **Approval of the administrator's discharge from administration for the activity performed in 2015**

The version proposed by the Company's Board of Administration

For Against..... Abstention

8. **Approval of changes to the Rules of Procedure and Organization of Transgaz' Board of Administration**

The version proposed by the Company's Board of Administration

For Against..... Abstention

9. Approval of the policy for the management of the conflicts of interest

The version proposed by the Company's Board of Administration

For Against..... Abstention

10. Approval of the policy for the remuneration of Transgaz' Director - General and of the members of the Board of Administration

The version proposed by the Company's Board of Administration

For Against..... Abstention

11. Approval of the procedure for the appointment of the members of the Board of Administration

The version proposed by the Company's Board of Administration

For Against..... Abstention

12. Approval of the writing-off of dividends related to the financial year 2012 as established under OGSM Resolution no. 5/30.04.2013 which were not collected by 28.06.2016 and the registration of their related value in Transgaz' revenue account

The version proposed by the Company's Board of Administration

For Against..... Abstention

13. Report on the procurement of assets, services and works with a value exceeding 500,000 Euro/procurement (for procurement of assets and works) and 100,000 Euro/procurement (for services) by Transgaz in Q4 2015

The version proposed by the Company's Board of Administration

For Against..... Abstention

14. Setting the date of 22 June 2016 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 Company's Board of Administration

For Against..... Abstention

15. Setting the date of 21 June 2016 as an ex date according to the applicable laws.

The version proposed by the Company's Board of Administration

For Against..... Abstention

16. Setting the date of 13 July 2016 as a payment date

The version proposed by the Company's Board of Administration

For Against..... Abstention

17. Empowerment of Mr. Ion Sterian, as Chairman of the Board of Administration, to sign the Resolution of the Ordinary 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 Ordinary 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 S.N.T.G.N. TRANSGAZ S.A. Medias, the Board of Administration and General Meeting of the Shareholders Secretariat, by **27 April 2016, 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:

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