

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 **27 April 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 **14 April 2017**, 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 2016, prepared according to the International Financial Reporting Standards adopted by the European Union and approved by OMPF 2844/2016.**

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. **Presentation of the Report issued by the Board of Administration of SNTGN TRANSGAZ SA on the activity performed in 2016.**

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 gross dividend per share in amount of RON 46.33/share for financial year 2016, and of the date of 18 July 2017 as date for the beginning of dividend payment.**

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 Financial Audit Report on the annual financial statements ended by SNTGN TRANSGAZ SA on 31 December 2016.**

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. **Approval of the 2016 net profit distribution proposal.**

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. **Presentation of the report of the Nomination and Remuneration Committee on the remunerations and other benefits granted to the administrators and directors in financial year 2016.**

The version proposed by the Company's Board of Administration

For Against..... Abstention

The version proposed by the shareholder_____ (if appropriate)

For Against..... Abstention

7. Approval of the administration discharge of the administrators for the activity performed in 2016.

The version proposed by the Company's Board of Administration

For Against..... Abstention

The version proposed by the shareholder_____ (if appropriate)

For Against..... Abstention

8. Approval of prescription of 2013 financial year dividends established under OGMS Resolution 1/28.04.2014, left unclaimed until 29 July 2017, and registration of their value in the revenue account of 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

9. 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 2016.

The version proposed by the Company's Board of Administration

For Against..... Abstention

The version proposed by the shareholder_____ (if appropriate)

For Against..... Abstention

10. Start of Transgaz Board of Administration member selection procedure, according to Art. 29 (3) of Government Emergency Ordinance 109/2011 on corporate governance of public enterprises, approved as further amended and supplemented by Law 111/2016.

The version proposed by the Ministry of Economy, the majority shareholder, by Letter 30051/PIN/14.03.2017

For Against..... Abstention

11. Approval of request for renewal of Transgaz Board of Administration member mandates.

<i>Surname and name</i>	<i>For</i>	<i>Against</i>	<i>Abstention</i>
STERIAN ION			
VĂDUVA PETRU ION			
ILIESCU BOGDAN GEORGE			
CERNOV RADU ȘTEFAN			
RIZOIU ANDREI			

12. Appointment of Transgaz Board of Administration members.

The version proposed by the Company's Board of Administration

For Against..... Abstention

The version proposed by the shareholder_____ (if appropriate)

For Against..... Abstention

- 13. Approval of the mandate contract with the fix component of remuneration for the period 30.04.2017 – 29.04.2021, and empowerment of a public supervisory body representative to sign the mandate contract with the new administrators.**

The version proposed by the Company's Board of Administration

For Against..... Abstention

The version proposed by the shareholder_____ (if appropriate)

For Against..... Abstention

(in the person of)

- 14. The approval of the revenue and expenditure budget of SNTGN Transgaz SA for 2017 and of the estimations for 2018-2019.**

The version proposed by the Company's Board of Administration

For Against..... Abstention

The version proposed by the Ministry of Economy, the majority shareholder, by Letter 1337/06.04.2017

For Against..... Abstention

- 15. Setting the date of 27 June 2017 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

The version proposed by the shareholder_____ (if appropriate)

For Against..... Abstention

- 16. Setting the date of 26 June 2017 as 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

- 17. Setting the date of 18 July 2017 as payment date.**

The version proposed by the Company's Board of Administration

For Against..... Abstention

The version proposed by the shareholder_____ (if appropriate)

For Against..... Abstention

18. 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

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, or to the Secretariat of the Ordinary 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:

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