

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 **19 June 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 **8 June 2017**, as follows:

- 1. Presentation of the Report issued by the Board of Administration of Transgaz 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 I 2017..**

The version proposed by the Company's Board of Administration

For Against..... Abstention

2. **Appointment of interim administrators until the completion of the administrator selection procedure according to GEO 109/2011 on the corporate governance of public enterprises, as further amended and supplemented, and of the Implementation Rules approved by GR 722/2016.**

Name and surname	Proposal	For	Against	Abstention
NICOLAE MINEA	The version proposed by the majority shareholder the Ministry of Economy, according to Letter 2376/26.05.2017 of the Department for Privatisation and State Ownership Administration			
COSMIN GHIȚĂ	The version proposed by the majority shareholder the Ministry of Economy, according to Letter 2376/26.05.2017 of the Department for Privatisation and State Ownership Administration			
REMUS-GABRIEL LĂPUȘANU	The version proposed by the majority shareholder the Ministry of Economy, according to Letter 2589/31.05.2017 of the Department for Privatisation and State Ownership Administration			

3. **Setting of the duration of the mandate of the interim members.**

The version proposed by the majority shareholder the Ministry of Economy, according to Letter 2376/26.05.2017 of the Department for Privatisation and State Ownership Administration

For Against..... Abstention

4. **Setting of the maximum value of the fix monthly gross remuneration of the interim administrators, the form of the term contract for the interim administrators and the person empowered to sign the mandate contract with the interim administrators on behalf of the company.**

The version proposed by the majority shareholder the Ministry of Economy, according to Letter 2376/26.05.2017 of the Department for Privatisation and State Ownership Administration

For Against..... Abstention

5. **Distribution under the form of dividends of the amounts existing in the accounting books to other reserves and the retained earnings on 31.12.2016**

The version proposed by the majority shareholder the Ministry of Economy, according to Letter 2376/26.05.2017 of the Department for Privatisation and State Ownership Administration

For Against..... Abstention

6. **Setting the date of 7 July 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

7. **Setting of the date of 6 July 2017 as an ex date, according to the applicable law.**

The version proposed by the majority shareholder the Ministry of Economy, according to Letter 2524/29.05.2017 of the Department for Privatisation and State Ownership Administration

For Against..... Abstention

8. Setting of the date of 18 July 2017 as payment date

The version proposed by the majority shareholder the Ministry of Economy, according to Letter 2524/29.05.2017 of the Department for Privatisation and State Ownership Administration
For Against..... Abstention

9. Empowerment of Mr. Ion Sterian, as Chairman of the meeting, to sign the Resolution of the Ordinary 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 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 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