

**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 documents foreseen in the National Securities Commission Order of Measures no. 26/20.12.2012, the company details issued by the Trade Register Office, in original or as a certified copy, or any other document, in original or as a certified copy, issued by the competent authority of the state in which the shareholder is duly registered, attesting its status of legal representative. The documents attesting the status of legal representative shall be issued no more than 3 months before the date of the publishing of the convening of the General Meeting of the Shareholders.)

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 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 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 **27 April 2015 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, **16 April 2015**, as follows:

1. *Approval of the documents related to the procurement of the land ownership certificates for the lands associated to the premises of the Sf. Gheorghe GMS, Rasnov GMS, Predeal GMS, Fieni GMS and Covasna GMS owned by SNTGN TRANSGAZ SA Medias, according to the provisions of Government Resolution No. 834/1991 on the establishment and evaluation of lands owned by state owned companies, as further amended and supplemented.*

The version proposed by the Company's Board of Administration

For Against..... Abstention

2. *Approval of the Rules of procedure and organization of TRANSGAZ's Board of Administration.*

The version proposed by the Company's Board of Administration

For Against..... Abstention

3. *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 2014, prepared according to the International Financial Reporting Standards adopted by the European Union and approved by OMPF 1286/2012.*

The version proposed by the Company's Board of Administration

For Against..... Abstention

4. *Presentation of the Report issued by the Board of Administration of SNTGN TRANSGAZ SA on the activity performed in 2014.*

The version proposed by the Company's Board of Administration

For Against..... Abstention

5. *Presentation of the annual report on the sponsorship granted by the company in 2014.*

The version proposed by the Company's Board of Administration

For Against..... Abstention

6. *Approval of the gross dividend per share in amount of RON 21.80/share for financial year 2014, and of the date of 15 July 2015 as date for the beginning of dividend payment.*

The version proposed by the Company's Board of Administration

For Against..... Abstention

7. *Presentation of the Financial Audit Report on the annual financial statements ended by SNTGN TRANSGAZ SA on 31 December 2014.*

The version proposed by the Company's Board of Administration

For Against..... Abstention

8. *Approval of the 2014 net profit allocation proposal.*

The version proposed by the Company's Board of Administration

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 financial year 2014.*

The version proposed by the Company's Board of Administration

For Against..... Abstention

10. *Approval of the administration discharge of the administrators for the activity performed in 2014.*

The version proposed by the Company's Board of Administration

For Against..... Abstention

11. *Establishing of the income and expense budget of SNTGN Transgaz SA according to the provisions of Government Resolution 237/2015 on the approval of the 2015 income and expense budget of SNTGN Transgaz SA, under the authority of the Ministry of Economy, Trade and Tourism.*

The version proposed by the Ministry of Economy, Trade and Tourism

For Against..... Abstention

12. *Setting the date of 10 July 2015 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 Ministry of Economy, Trade and Tourism (Setting the date of 24 June 2015 as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders, according to the applicable laws.)

For Against..... Abstention

13. *Setting the date of 9 July 2015 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 Ministry of Economy, Trade and Tourism (Setting the date of 23 June 2015 as ex-date, according to the applicable laws.)

For Against..... Abstention

14. *Setting the date of 15 July 2015 as payment date.*

The version proposed by the Company's Board of Administration

For Against..... Abstention

15. *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

I, the undersigned, hereby grant discretionary voting power to the above-mentioned representative on the issues which have not been identified and included on the agenda until the date hereof.

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 **24 April 2015, 15:00 p.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, and to the National Securities Commission Order of Measures no. 26/20.12.2012