

**SPECIAL POWER OF ATTORNEY
ORDINARY GENERAL ASSEMBLY 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 **28 April 2014, at 10:00 a.m.**, or on the date of the second assembly, 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....., 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 S.N.T.G.N. TRANSGAZ S.A. for financial year 2013, drawn according to the International Financial Reporting Standards adopted by the European Union and approved by Order No. 1286/2012 of the Minister of the Public Finance.**

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 of the Administrators of S.N.T.G.N. TRANSGAZ S.A. on the activity performed in 2013.**

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 gross dividend per share in amount of 17.58 lei/share for financial year 2013, of dividend payment date as of 29 July 2014, and of the maintaining of the paying agent BRD-Groupe Societe Generale.**

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 S.N.T.G.N. TRANSGAZ S.A. annual financial statements as of 31 December 2013.**

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 breaking down proposition regarding the net profit of financial year 2013.**

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 advisory Nomination and Remuneration Committee report on the remuneration and other benefits granted to the administrators and directors during the financial year 2013.**

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. Setting the date of 19 May 2014 as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders.**

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. ***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

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 **25 April 2014, 03:00 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