

SPECIAL POWER OF ATTORNEY

ORDINARY GENERAL ASSEMBLY OF THE SHAREHOLDERS

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 – full name and tax identification code)

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. Mediaș, registered with the Sibiu
Trade Register Office under number J 32/301/2000, tax identification code RO13068733, representing%
of the total number 11.773.844 shares in S.N.T.G.N. „Transgaz” S.A. granting a..... number
of voting rights within the General Assembly of the Shareholders representing.....% of the total
shares issued by SNTGN ”TRANSGAZ” SA 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., i.....ssued by,
(for representatives natural persons)
tax identification code.....,
(for representatives legal persons)

as my representative in the **Ordinary General Assembly of the Shareholders** of SNTGN TRANSGAZ SA
Medias to be held at the headquarters of TRANSGAZ SA, Medias, 1 C. I. Motas Square, on **4 March 2013, at
10⁰⁰a.m.**, or on the date of the second assembly, should the first assembly fail, to exercise the voting rights related
to the number of shares I hold and have registered in the Shareholders Register of the SC. DEPOZITARUL
CENTRAL SA, Bucharest, on the reference date.....,as follows:

1. Approval of the “Equity Option and Funding Agreement” and of the “Cooperation Agreement”

FOR AGAINST..... ABSTENTION

**2. Approval of the consolidated budget of “Nabucco Gas Pipeline International GmbH” for Semester I
2013**

FOR AGAINST..... ABSTENTION

3. Setting the date of 20 March 2013 as registration date for the shareholders subject to the Resolution of the Ordinary General Assembly of the Shareholders

FOR AGAINST..... ABSTENTION

4. Empowerment of Mr. Schmidt Victor Alexandru, as Chairman of the Board of Administration, to sign the Resolution of the Ordinary General Assembly of the Shareholders and of Mr. Rusu Ioan, as Director-General of S.N.T.G.N. "TRANSGAZ" S.A, to sign the necessary documents for the registration and publication thereof at the Trade Register Office attached to Sibiu Law Court

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 in the agenda until the date hereof.

This power of attorney was concluded in 3 (three) counterparts; one of which shall be submitted to TRANSGAZ, the Board of Administration and G.A.S. Secretariate Department, by **1 March 2013, 3⁰⁰ p.m.**, the second counterpart shall be used by the representative within the General Assembly of the Shareholders, and the third counterpart shall remain with the represented shareholder.

Date of this power of attorney:

Surname and name:

(Surname and name of the shareholder natural person or of the legal representative of the shareholder legal person, legible and in upper cases)

Signature:

(Signature of the shareholder natural person or the signature and stamp of the legal representative of the shareholder legal person)