

**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 Assembly 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. Mediaş, 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 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. ,

issued by

(for natural persons representatives)

tax identification code.....,

(for legal persons representatives)

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 **9 July 2013, at 11⁰⁰a.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 have registered in the Shareholders Register of SC. DEPOZITARUL CENTRAL SA, Bucharest, at the reference date....., as follows:

1. Election of the members of the Board of Administration of SNTGN Transgaz SA by cumulative voting.

| <i>List of candidates:</i> | <i>For</i> | <i>Against</i> | <i>Abstention</i> | <i>Number of votes allocated *</i> |
|----------------------------------|------------|----------------|-------------------|------------------------------------|
| ILIESCU Bogdan George | | | | |
| STERIAN Ion | | | | |
| POPESCU Dumitru | | | | |
| COSTEA Mircea-Ionuț | | | | |
| BUIA Mihai-Gabriel | | | | |
| DOROS Eugen-Dragoș | | | | |
| RUSU Ioan | | | | |
| CERNOV Radu Ștefan | | | | |
| ARENTS Johannes Herbert | | | | |
| BODDEKER Michael Johannes | | | | |
| VADUVA Petru Ion | | | | |
| GROBMULLER Peter | | | | |
| NEACȘU Vlad-Nicolae | | | | |

2. Appointing of the Chairman of the Board of Administration of SNTGN Transgaz SA Medias .

For Against..... Abstention

_____ (in person)

3. Setting of the monthly fixed fee for the Chairman and the members of the Board of Administration of SNTGN Transgaz SA.

For Against..... Abstention

_____ (RON)

4. Setting the maximum cap of the professional liability insurance premium of the SNTGN Transgaz SA Board of Administration members and bearing of the insurance premium costs by the company.

For Against..... Abstention

_____ (RON)

5. **Approval of the form of the administration contract to be concluded with the members of the Board of Administration of SNTGN Transgaz SA.**

For Against..... Abstention

6. **Empowerment of a representative of the shareholders to sign the administration contract with the appointed members.**

For Against..... Abstention

7. **Setting the income and expenditure budget of SNTGN "Transgaz" SA in accordance with the provisions of the Government Decision no. 302/29.05.2013 on the income and expenditure budget approval for the year 2013, for SNTGN "Transgaz" SA, under the authority of the Ministry of Public Finance.**

For Against..... Abstention

8. **Setting the date of 26 July 2013 as registration date for the shareholders subject to the Resolution of the Ordinary General Assembly of the Shareholders.**

For Against..... Abstention

9. **Empowerment of the Chairman of the Board of Administration to sign the Resolution of the Ordinary General Assembly of the Shareholders and of the Director-General of S.N.T.G.N. Transgaz S.A to sign the necessary documents for the registration and publication of the Ordinary General Assembly of the Shareholders Resolution 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 on the agenda until the date hereof.

This power of attorney was concluded in 3 (three) counterparts, one shall be submitted to SNTGN Transgaz SA Medias, the Board of Administration and General Assembly of the Shareholders Secretariat, by **8 July 2013, 10:00 a.m.**, one shall be used by the representative within the General Assembly 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)

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

* We mention that every shareholder receive a number of votes equal to its number of shares, according to its participation in the share capital, multiplied by 5 (considering the provisions of the Board of Directors provided for in Article 19. Paragraph 1.2., of the Articles of Incorporation of TRANSGAZ SA).