

**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. 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 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 **29 April 2013, at 10⁰⁰a.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 the SC. DEPOZITARUL CENTRAL SA, Bucharest, on the reference date....., as follows:

- 1. The 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 of Medias, for financial year 2012, drawn according to the International Financial Reporting Standards adopted by the European Union and approved by OMFP 1286/2012.***

FOR AGAINST..... ABSTENTION

2. *The approval of the Report of the Administrators of SNTGN TRANSGAZ SA of Medias on the activity performed in 2012.*

FOR AGAINST..... ABSTENTION

3. *The presentation of the Financial Audit Report on the SNTGN TRANSGAZ SA Medias annual financial statements as of 31 December 2012.*

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4. *The approval of the breaking down proposition regarding the net profit of financial year 2012.*

FOR AGAINST..... ABSTENTION

5. *The approval of the gross dividend per share in amount of 21.29 lei/share for financial year 2012, of dividend payment date as of 28 June 2013, and of the maintaining of the paying agent BRD-Groupe Societe Generale.*

FOR AGAINST..... ABSTENTION

6. *The presentation of the notification on fulfilment as of 31 December 2012 of the performance criteria and objectives set in Annex 1 of the Contract of Mandate of the Director-General of SNTGN TRANSGAZ SA of Medias.*

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7. *The election of the members of the Board of Administration of the National Gas Transmission Company TRANSGAZ S.A., selected according to the provisions of Government Emergency Ordinance 109/2011 on the corporate governance of the public enterprises, by cumulative voting.*

<i>List of candidates:</i>	<i>For</i>	<i>Against</i>	<i>Abstention</i>	<i>Number of votes allocated*</i>
SCHMIDT Victor Alexandru				
RUSU Ioan				
ALBULESCU Mihai Adrian				
RAICU Ionica				
TRUTA Oana Valentina				
VADUVA Petru Ion				
CERNOV Radu Stefan				
PREDA Mihaela				
STERIAN Ion				
DOROS Claudiu Liviu				

8. The setting of the date of 14 June 2013 as registration date for the shareholders subject to the Resolution of the Ordinary General Assembly of the Shareholders.

FOR AGAINST..... ABSTENTION

9. The empowerment of the Chairman of the Board of Administration of SNTGN TRANSGAZ S.A. to sign the Resolution of the Ordinary General Assembly of the Shareholders and of Mr. Rusu Ioan, as Director-General of the Company, to sign the necessary documents for the registration and publication of the Resolution and of the documents necessary for the submitting of the financial statements 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 **27 April 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 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, 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:

*each shareholder has a total number of votes equal to the number of shares held, according to the participation in the share capital, multiplied by 5 (considering the provisions regarding the constitution of the Board of Administration stated at article 19, paragraph 1.2, of the Articles of Incorporation of SNTGN TRANSGAZ SA);