

SPECIAL POWER OF ATTORNEY

1st ORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS

The undersigned.....

.....
(name and first name of the natural person shareholder or of the legal representative of the legal person shareholder)

Legal representative of:

.....
(to be filled in, only in case of legal person shareholder, with full name and fiscal registration code)

Personal identification number (CNP) address in (full address)

owner of the identity document: Identity Card / Passport series.. .., no....., issued by

owner of a number of shares in S.N.T.G.N. TRANSGAZ S.A. Mediaş, registered at the Office of Trade Register under no. J 32/301/2000, Fiscal Identification Code RO13068733, representing% of the total 11.773.844 shares of S.N.T.G.N. „Transgaz” S.A. granting me a number of voting rights in the General Assembly of the Shareholders representing % of the total number of shares issued by S.N.T.G.N. ”TRANSGAZ” S.A. Medias, hereby appoint:

.....
(name and first name/name of the mandated representative)

address in/premises in

Personal identification number (CNP)....., owner of the identity document:

Identity Card / Passport series, no.,

Issued by,

(in case of natural person shareholder)

Fiscal Registration Code.....,

(in case of legal person shareholder)

as my representative in the **Ordinary General Assembly Of Shareholders** S.N.T.G.N. TRANSGAZ S.A. Mediaş to be held on April 27, 2009 hours 10⁰⁰ a.m. at the company’s premises in Mediaş, No. 1 C.I. Motas Square, or in the second meeting in case the first one cannot be held, to exercise my voting rights afferent to the shares I own and that are registered in the Shareholders’ Book at SC. DEPOZITARUL CENTRAL SA Bucureşti on the reference date, as follows:

- 1. Election of the persons nominated as members of the Board of Administration of the National Gas Transmission Company “Transgaz” S.A. in the Annex to Order no. 576/24.03.2009 issued by the Ministry of Economy as a result of the expiry of the administrator mandates owned by the persons nominated in the Order no. 3117/2005 and later amendments issued by the Ministry of Economy and Commerce.**

For **Against** **Abstain**

2. **Election of the president of the Board of Administration of the National Gas Transmission Company "Transgaz" S.A. in line with Annex to the Order no. 576/24.03.2009 issued by the Ministry of Economy.**

For Against Abstain

3. **Approval of the indemnity due to the members of the Board of Administration of the National Gas Transmission Company "Transgaz" S.A. in line with the provisions of GEO no. 1715/30.12.2008.**

For Against Abstain

4. **Approval of the annual financial statements (accounting balance-sheet, profit and loss account, statement of changes in equity, treasury flow statement, explanatory notes to the annual financial statements, profit distribution as of December 31, 2008) of SNTGN Transgaz SA Mediaș for the financial year 2008, that have been elaborated according to the provisions of the Order of the Minister of Public Finances no. 1752/2005 and amendments.**

For Against Abstain

5. **Approval of the Activity Report issued by the administrators of the National Gas Transmission Company "Transgaz" S.A. for the year 2008.**

For Against Abstain

6. **Approval of the Audit Report on the annual financial statements completed by SNTGN Transgaz SA on December 31, 2008.**

For Against Abstain

7. **Approval of the net profit distribution for the financial year 2008.**

For Against Abstain

8. **Approval of the gross dividend per share and due payment term for the financial year 2008 and approval to maintain the selected paying agent.**

For Against Abstain

9. **Announcement of completion of the performance criteria and objectives established in Annexes 1.1 and 1.2 to the Mandate Contract of the Director General of SNTGN "Transgaz" Mediaș.**

For Against Abstain

10. **Approval of the revaluation results of the lands and constructions owned by SNTGN "Transgaz" Mediaș as of December 31, 2008.**

For Against Abstain

11. **Setting of the date of May 19, 2009 as registration date for the shareholders to be affected by the Decision of the Ordinary General Assembly of Shareholders.**

For Against Abstain

12. Empowerment of the President of the Board of Administration to sign the Decision of the Extraordinary General Assembly Of Shareholders and empowerment of Mr. Ioan Rusu as Director General of S.N.T.G.N. "TRANSGAZ" S.A to sign the necessary documents for the registration and publishing of the Decision of the Extraordinary General Assembly Of Shareholders to the Office of Trade Register under the Law Court Sibiu.

For *Against* *Abstain*

I hereby grant full voting powers to the representative named above for the issues that have not been identified nor included in the meeting agenda until the date of the present power of attorney.

This power of attorney has been concluded in 3 (three) original copies, out of which one copy will be submitted until April 24 the latest, hours 12⁰⁰, at SNTGN Transgaz SA Mediaş premises, Secretariat of the Board of Administration and of the General Assembly of the Shareholders, the representative will present the second copy at the General Assembly of the Shareholders and the third copy will remain in custody of the represented shareholder.

Date of this Power of Attorney:

Name and first name:

(Name and first name of the natural person shareholder or of the legal representative of the legal person shareholder written clear, in capitals)

Signature:

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