

# SPECIAL POWER OF ATTORNEY

## <sup>1</sup> EXTRAORDINARY GENERAL ASSEMBLY OF THE SHAREHOLDERS

I, the undersigned,

.....  
.....  
(Name and surname of the shareholder, natural person, or of the legal representative thereof, legal entity)

Legal representative of:

.....  
(To be filled in only by shareholders - legal entity – full name and Fiscal Registration Code)

Personal number, residing at (full address) .....

.....  
ID card/passport series.. .., no....., issued by .....,  
holder of .....(no.) shares in S.N.T.G.N. TRANSGAZ S.A. Mediaş, Sibiu Commercial Registration  
Number J 32/301/2000, CIF RO13068733, representing .....% of the total number of shares, i.e. 11,773,844  
shares of S.N.T.G.N. „Transgaz” S.A. granting .....(no.) voting rights within the General Assembly of the  
Shareholders, i.e. ....% of the total shares issued by S.N.T.G.N. ”TRANSGAZ” S.A. Medias, **I hereby  
appoint Mr./Mrs.:** .....

.....  
(name and surname of the empowered representative)

Residing at/headquartered in .....

.....  
Personal number.....,ID card/passport series....., no. ....,

Issued by .....

(for natural person representatives)

Fiscal Registration Code.....,

(for legal entity representatives)

As my representative in TRANSGAZ **Extraordinary General Assembly of the Shareholders** to be held at  
TRAUBE HALL, Medias, no. 16, Regele Ferdinand I Sq., on October 7<sup>th</sup>, 2008, 11:00 hours' or on the date of the  
second assembly, should the first assembly fail, to exercise voting rights related to the number of shares I hold and  
have registered within the Shareholders Register of the SC. DEPOZITARUL CENTRAL SA, Bucharest, on the  
reference date.....,as follows:

**1. Approval of TRANSGAZ' non-participation, as shareholder, in the capital increase of S.C  
WIROM GAS S.A and commencement of assessment procedures related to the stake held by  
S.N.T.G.N. "TRANSGAZ" S.A. for the offering thereof to the remaining shareholders of S.C  
WIROM GAS S.A.**

**FOR** ..... **AGAINST**..... **ABSTENTION** .....

**2. Approval of TRANSGAZ' participation in the incorporation of the Study Company meant to  
analyse the feasibility of the NETS project (New European Transport System).**

**FOR** ..... **AGAINST**..... **ABSTENTION** .....

<sup>1</sup>Under Regulation no.1/2006 on issuers and security operations issued by the Romanian National Securities Commission

**3. Setting the date of October 27<sup>th</sup>, 2008 as a registration date.**

**FOR** ..... **AGAINST** ..... **ABSTENTION** .....

**4. Empowerment of Mr. Nicolae TURDEAN, in his capacity of a Chairman of the Board of Administration, to sign the Decision of the Extraordinary General Assembly of the Shareholders and Mr. Ioan RUSU, as a Director General S.N.T.G.N. "TRANSGAZ" S.A, to sign the necessary documents for registration and publication thereof in the Sibiu Commercial Register.**

**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) original copies; of which one shall be submitted to TRANSGAZ, BA and GAS Department, by October 6<sup>th</sup>, 2008, included, 9:00 hours; the second copy shall be used by the representative, within the General Assembly of the Shareholders, and the third copy shall remain with the represented shareholder.

**Date of this power of attorney:** .....

**Name and surname:** .....

(Name and surname of the natural person shareholder or of the legal representative of the shareholder - legal entity, *clearly and in upper cases*)

**Signature:** .....

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