

# **SPECIAL POWER OF ATTORNEY**

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

I, the undersigned,

.....  
.....

(Name and surname of the shareholder – individual or of the legal representative of the shareholder – legal entity)

Legal representative of:

.....

(To be filled in only by shareholders - legal entities – 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. Medias, 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 individuals representatives)

Fiscal Registration Code.....,

(for legal entity representatives)

as my representative in TRANSGAZ’ **Extraordinary General Assembly of the Shareholders** to be held at TRANSGAZ’ headquarters, Medias, no. 1, C. I. Motas Sq., on 8 September 2009, 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 the changes in the conditions related to the joint venture between TRANSGAZ SA, PETROSTAR SA and GAZPROIECT SA, by removing the leading position from the Joint Venture’s organizational structure, the appropriate amendment of the Joint Venture Agreement and the empowerment of TRANSGAZ’ Director General to negotiate and sign the new version of the Joint Venture Agreement and the documents related to such changes.**

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

- 2. Approval of the transfer of the full package of shares held by TRANSGAZ SA in SC WIROM GAS SA to SC GDF SUEZ Energy Romania SA (the former SC Distrigaz Sud SA) at the price established under the Assessment Report.**

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

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

**3. Approval of the adjustment of Annex 2 to Decision no. 2/28.04.2009 of the Extraordinary General Assembly of the Shareholders on the dissolution of work sites.**

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

**4. Setting the date of 25 September 2009 as a registration date for the shareholders subject to effects of the Extraordinary General Assembly of the Shareholders.**

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

**5. Empowerment of Mr. Victor Alexandru SCHMIDT, 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 Commercial Register, Sibiu Court of Law.**

**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 7 September 2009, included, 12:00 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 individual, shareholder or of the legal representative of the shareholder - legal entity, legible and in upper cases)

**Signature:** .....

(Signature of the individual, shareholder or signature and seal of the legal representative of the shareholder - legal entity)