

SPECIAL POWER OF ATTORNEY
¹ORDINARY 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. 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 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 7th, 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 the Revenues and Expense Budget adjustment for 2008.

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

**2. Approval of the annual premium awarding to TRANSGAZ' Director General in consideration
for the activity performed during 2007.**

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

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

3. Approval of a new logo and motto for TRANSGAZ.

FOR **AGAINST** **ABSTENTION**

4. Approval of the appointment of at least one authorised assessor to determine the market value, based on assessment reports drawn up under amended GD no. 834/1991, of 121 lands which have been surveyed and registered and of 14 lands for which the Register of Commerce, Sibiu Court of Law, issued title certificates.

FOR **AGAINST** **ABSTENTION**

5. Setting the date of October 27th, 2008 as a registration date.

FOR **AGAINST** **ABSTENTION**

6. Empowerment of Mr. Nicolae TURDEAN, in his capacity of a Chairman of the Board of Administration, to sign the Decision of the Ordinary 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 6th, 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)