

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 Registry 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. Mediaş, **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 16 December 2008 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. Approval of the income and expense budget for 2009.

For Against Abstain

2. Setting the date of January the 15th 2009 as registration date.

For Against Abstain

¹ Contents according to provisions of Rule no.1/2006 concerning securities issuers and securities operations issued by The Romanian National Securities Commission

3. Empowerment of Mr. Nicolae Turdean as 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 Registry 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 December the 15th included, hours 9⁰⁰ a.m. 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).