

# SPECIAL POWER OF ATTORNEY

## <sup>1</sup>ORDINARY 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. 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 representatives - individuals)

Fiscal Registration Code.....,

(for representatives - legal entities)

as my representative in TRANSGAZ' **Ordinary General Assembly of the Shareholders** to be held at  
TRANSGAZ' headquarters, Medias, no. 1, C. I. Motas Sq., on 8 September 2009, 10:00 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' Revenues and Expense Budget for 2009 according to GD no.  
903/05.98.2009.**

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

**2. Approval of documents based on which the certificate confirming the right of property on the  
lands owned by TRANSGAZ SA Medias, under amended and supplemented GD no. 834/1991  
and Article 4, case d) of Criteria no. 2665/1992 on the determination and assessment of lands  
owned by state trading companies is to be drawn up.**

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

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

**3. Approval of the free-of-charge taking over of high pressure gas transmission pipelines by 56 administrative-territorial units related to Suceava county and associated within the Programme “European Standard Utilities and Environment in Suceava County”.**

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

**4.# Setting the date of 25 September 2009 as a registration date for the shareholders subject to effects of the Ordinary 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 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 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)