

**SPECIAL POWER OF ATTORNEY
EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS¹**

I, the undersigned,

.....
(surname and name of the shareholder natural person or of the legal representative of the shareholder legal person)

legal representative of:
.....

(to be filled in only by shareholders legal person with the full name and tax identification code. The status of legal representative shall be supported by the documents foreseen in the National Securities Commission Order of Measures no. 26/20.12.2012, the company details issued by the Trade Register Office, in original or as a certified copy, or any other document, in original or as a certified copy, issued by the competent authority of the state in which the shareholder is duly registered, attesting its status of legal representative. The documents attesting the status of legal representative shall be issued no more than 3 months before the date of the publishing of the convening of the General Meeting of the Shareholders.)

personal identification number, residing at (full address)

.....
ID card/passport series, no....., issued by

holder of a number of.....shares in TRANSGAZ, registered with the Sibiu Trade Register Office under number J 32/301/2000, tax identification code RO13068733, representing% of the total number of 11,773,844 shares in TRANSGAZ granting a number of voting rights within the General Meeting of the Shareholders representing.....% of the total shares issued by TRANSGAZ, I hereby appoint

Mr./Mrs.:

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

residing at/headquartered in

personal identification number....., holder of ID card/passport series....., no. ,

issued by

(for natural persons representatives)

tax identification code.....,

(for legal persons representatives)

as my representative in the **Extraordinary General Meeting of the Shareholders** of TRANSGAZ to be held at the headquarters of TRANSGAZ, 1 C. I. Motas Square, on **28 April 2014, at 11:00 a.m.**, or on the date of the second meeting, if the first one is not held, to exercise the voting rights related to the number of shares I hold and registered in the Shareholders Register of SC. DEPOZITARUL CENTRAL S.A., Bucharest, at the reference date....., as follows:

- 1. Approval of the modification of the Articles of Incorporation of S.N.T.G.N. TRANSGAZ S.A. as per Annex 1 to this convening and the empowerment of the Director – General of S.N.T.G.N. TRANSGAZ S.A. to sign the updated Articles of Incorporation of the Company, for compliance with the requirements on formalities of notification under Companies Law No. 31/1990, republished, as further amended and supplemented.**

The version proposed by the Company`s Board of Administration

For Against..... Abstention

The version proposed by the shareholder _____(if appropriate)

For Against..... Abstention

2. **Approval of the creation of the auxiliary office, without legal personality, `TRANSGAZ S.A. Regional Office Brussels`, in Brussels, Belgium, and the empowerment of the Director - General of S.N.T.G.N. TRANSGAZ S.A. for fulfilling all the formalities and the signing of all documents regarding the creation of the TRANSGAZ S.A. Regional Office Brussels, in Brussels, Belgium, in accordance with the Belgian law.**

The version proposed by the Company`s Board of Administration

For Against..... Abstention

The version proposed by the shareholder _____(if appropriate)

For Against..... Abstention

3. **Approval of procurement of assistance, consultancy and legal representation services as per Annex 2 of this convening, and the empowerment of the Director – General of S.N.T.G.N. TRANSGAZ S.A. to negotiate and sign the consultancy, assistance and legal representation contract/contracts to be concluded with lawyers who practice their profession in the forms of organisation stipulated in Law No. 51/1995 on the organizing and practice of the profession of lawyer, republished, as further amended and supplemented.**

The version proposed by the Company`s Board of Administration

For Against..... Abstention

The version proposed by the shareholder _____(if appropriate)

For Against..... Abstention

4. **Setting the date of 19 May 2014 as registration date for the shareholders subject to the Resolution of the Extraordinary General Meeting of the Shareholders.**

The version proposed by the Company`s Board of Administration

For Against..... Abstention

The version proposed by the shareholder _____(if appropriate)

For Against..... Abstention

5. **Empowerment of Mr. Ion Sterian, as Chairman of the Board of Administration, to sign the Resolution of the Extraordinary General Meeting of the Shareholders and of Mr. Petru Ion Văduva, as Director-General of S.N.T.G.N. TRANSGAZ S.A, to sign the necessary documents for the registration and publication of the Resolution of the Extraordinary General Meeting of the Shareholders at the Trade Register Office attached to Sibiu Law Court.**

The version proposed by the Company`s Board of Administration

For Against..... Abstention

The version proposed by the shareholder _____(if appropriate)

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 on the agenda until the date hereof.

This power of attorney was concluded in 3 (three) counterparts, one shall be submitted to TRANSGAZ, the Board of Administration and General Meeting of the Shareholders Secretariat, by **25 April 2014, 03:00 p.m.**, one shall be used by the representative within the General Meeting of the Shareholders, and one shall remain with the represented shareholder.

Date of power of attorney:

Surname and name:

(surname and name of the shareholder natural person or of the legal representative of the shareholder legal person, clearly and in capital letters)

Signature:

(signature of the shareholder natural person or signature and stamp of the legal representative of the shareholder legal person)

Note:

¹The content is according to the National Securities Commission Regulation no. 6/2009, as further amended and supplemented, and to the National Securities Commission Order of Measures no. 26/20.12.2012