

**SPECIAL POWER OF ATTORNEY**  
**THE 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 identification 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/premises in .....

Personal identification number.....,ID card/passport series....., no. ....,

Issued by .....

(*for representatives - individuals*)

Fiscal Registration Code.....,

(*for representatives - legal entities*)

as my representative in TRANSGAZ’ **Extraordinary General Assembly of the Shareholders** to be held at  
TRANSGAZ’ headquarters, Mediaş, no. 1, C. I. Motaş Sq., on March the 29<sup>th</sup>, 2010, 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 S.C. DEPOZITARUL CENTRAL SA, Bucharest, on  
the reference date.....,as follows:

- 1. Approval of assignment of all SNTGN TRANSGAZ’ shares held in SC WIROM GAS SA to SC  
“GDF SUEZ Energy Romania” SA (former SC “Distrigaz Sud S.A.) at the price set based on the  
Evaluation Report.**

**FOR** ..... **AGAINST** ..... **ABSTAIN** .....

- 2. Approval of the National Gas Transmission Company “Transgaz” SA participation as associate  
in the organization “European Network of Transmission System Operators for Gas – ENTSOG”  
and of the Articles of Association:**

**-Articles of Association of the International Non-Profit Association (AISBL/IVZW)**

**-Rules of Procedure of the International Non-Profit Association (AISBL)**

**FOR** ..... **AGAINST** ..... **ABSTAIN** .....

**3. Approval to close down Bucharest Regional Office and to incorporate Bucharest South Office, Bucharest North Office and Bucharest West Office with their objectives according to Annex 1 attached to the Summons and to incorporate new permanent establishments within Bucharest Territorial Offices according to Annex 2 attached to the Summons as well as to mandate Mr. Florin Muntean, Director General of the National Gas Transmission Company “Transgaz” SA, to carry on all incorporation formalities to the Office of Trade Register under the Law Court Sibiu .**

**FOR ..... AGAINST..... ABSTAIN .....**

**4. Setting the date of April 15<sup>th</sup>, 2010 as a registration date for the shareholders subject to effects of the Ordinary General Assembly of the Shareholders.**

**FOR ..... AGAINST..... ABSTAIN .....**

**5. Approval to amend Art. 8, point 3, first dash under the Articles of Association of the National Gas Transmission Company “Transgaz” SA. updated on January 30<sup>th</sup>, 2009, as follows:**

**“The Romanian state represented by the Ministry of Economy, Commerce and Business Environment (or its legal successors), a number of 8,656,083 shares, total value of lei 86,560,830.00, representing 73.5196% of the share capital”**

**FOR ..... AGAINST..... ABSTAIN .....**

**6. Empowerment of Mr. Schmidt Victor Alexandru, in his capacity of Chairman of the Board of Administration, to sign the Decision of the Ordinary General Assembly of the Shareholders and Mr. Florin Muntean, as Director General S.N.T.G.N. “TRANSGAZ” S.A, to sign the necessary documents for registration and publication thereof at the Office of Trade Register under the Law Court Sibiu.**

**FOR ..... AGAINST..... ABSTAIN .....**

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 March the 26<sup>th</sup>, included, 09:00 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)