

SPECIAL POWER OF ATTORNEY
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 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’ **Ordinary General Assembly of the Shareholders** to be held at
TRANSGAZ’ headquarters, Mediaş, no. 1, C. I. Motaş Sq., on March 29th, 2010, 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 S.C. DEPOZITARUL CENTRAL SA, Bucharest, on the
reference date.....,as follows:

- 1. Approval of SNTGN TRANSGAZ procedures to obtain the necessary sovereign guarantees for Nabucco Project financing as well as the content of the necessary documents mandatory to start this procedure, meaning**
 - a) Draft MEMORANDUM on the building of the gas transmission pipeline in the Caspian Region and Middle East towards Western Europe through Turkey, Bulgaria, Romania, Hungary and Austria – “Nabucco Project”**
 - b) SUBSTANTIATION NOTE on the elaboration by the Ministry of Public finances and Ministry of Economy, Trade and Business Environment of the “Pre-approval of the conclusion of some security agreements with international financial institutions as well as on the approval of the negotiation mandate” in order to support SNTGN TRANSGAZ’ participation in the Nabucco Project .**

FOR **AGAINST** **ABSTAIN**

2. **Approval of SNTGN TRANSGAZ' participation, as associate, in the consolidated budget of Nabucco Gas Pipeline International GmbH for 2010 .**

FOR **AGAINST** **ABSTAIN**

3. **Approval of the new concept of Nabucco pipeline network and of SNTGN TRANSGAZ interest increase in the consolidated budget of Nabucco Gas Pipeline International GmbH for 2010.**

FOR **AGAINST** **ABSTAIN**

4. **Approval of the annual bonus for 2008 of SNTGN TRANSGAZ' Director General as a result of the compliance with the 2008 performance objectives and criteria.**

FOR **AGAINST** **ABSTAIN**

5. **Approval of monthly indemnity afferent to January 1st, 2010 – June 30th, 2010 due to the members of the SNTGN TRANSGAZ' Board of Administration amounting to 1% of the company's Director General wages according to GEO no. 115/23.12.2009 .**

FOR **AGAINST** **ABSTAIN**

6. **Setting the date of April 15th, 2010 as registration date for the shareholders subject to effects of the Ordinary General Assembly of the Shareholders.**

FOR **AGAINST** **ABSTAIN**

7. **Empowerment of Mr. Schmidt Victor Alexandru, 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. Florin Muntean, as a 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 29th, 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)