

**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 **September 4<sup>th</sup>, 2012, 10:00 o’clock** 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. Set the revenue and expenses budget of SNTGN Transgaz SA according to the provisions of the Governmental Decision no. 775/25.07.2012 on the approval of the revenue and expense budget for 2012 for SNTGN Transgaz SA under the authority of MECMA (Ministry of Economy, Commerce and Business Environment).**

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

- 2. Approval of the level and structure of the compensation of the General Manager, in order to conclude the Mandate Contract.**

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

**3. Setting the date of September 20th 2012 as registration date for the shareholders subject to the effects of the Ordinary General Assembly of the Shareholders.**

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

**4. 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 of Mr. Rusu Ioan, as a Director General of 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 **September 3<sup>rd</sup>, 2012, 09:00 o'clock**; 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)