

**SPECIAL POWER OF ATTORNEY
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 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. Medias, 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 individuals representatives)

Fiscal Registration Nr.....,

(for legal entity representatives)

as my representative in TRANSGAZ' **Extraordinary General Assembly of the Shareholders** to be held at
TRANSGAZ' headquarters, Medias, no. 1, C. I. Motas Sq., on **31st October 2011, 10:00 a.m.** 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 with the Shareholders Register of the SC. DEPOZITARUL CENTRAL SA, Bucharest, on the
reference date....., as follows:

1. **Approval of the proposal to amend Article 1 of Decision no. 2/2.03.2011 of the Extraordinary General Assembly of the Shareholders and Annex 2 thereto.**

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

2. **Approval of the proposal to amend and supplement TRANSGAZ' Incorporation Act as follows:**

- ✓ **Amendment of Article 19, paragraph 2, item 2.3:**
The following statement shall be added to the text ending: *“The Chairman of the Board of Administration shall not be TRANSGAZ’ Director General”*
- ✓ **Amendment of Article 19, paragraph 7:**
“The Board of Administration delegates the company’s management to TRANSGAZ’ Director General who shall not be the chairman of the Board. TRANSGAZ’ Director General shall represent the company in the relationships with third parties.”

FOR **AGAINST** **ABSTENTION**

3. **Approval of the proposal for TRANSGAZ’ opportunity to join the “Demonstrative project for Carbon Capture and Storage – CCS in Romania” by the establishment of a joint stock company, e.g. SC GETICA CCS PROJECT COMPANY SA**

FOR **AGAINST** **ABSTENTION**

4. **Setting the date of 16 November 2011 as a registration date for the shareholders subject to effects of the Shareholders’ Extraordinary General Assembly Decision.**

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 Extraordinary General Assembly of the Shareholders and of Mr. Florin Emil Cosma, as a Director General S.N.T.G.N. “TRANSGAZ” S.A, to sign the necessary documents for registration and publication thereof with the Commercial Register, Sibiu Court of Law.**

FOR **AGAINST** **ABSTENTION**

I, the undersigned, hereby grant discretionary voting power to the first 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 **28th October 2011**, included, **09:00** a.m.; 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)