

**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 4th, 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. Approval of the level and structure of the compensation of the General Manger, in order to conclude the Mandate Contract.**

FOR **AGAINST** **ABSTAIN**

- 2. 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**

- 1. 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 3rd, 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)