

**SPECIAL POWER OF ATTORNEY
The General Assembly Meeting¹**

I, the undersigned.....
(name and first name of the natural person shareholder or of the legal representative of the legal person shareholder), representative of (to be filled in only for legal person shareholder, with the full name and the Fiscal Registration Code), personal number....., with address in (full address), owner of the identity card/passport series....., No....., issued by, holder of a number of shares at SNTGN TRANSGAZ SA Mediaş, registered at the Office of Trade Register Sibiu under No. J32/301/2000, Fiscal Registration Code RO13068733, representing% of the total 11, 773,844 shares of SNTGN "Transgaz" SA granting me a number of vote rights in the General Assembly Meeting representing% of the total shares issued by SNTGN TRANSGAZ SA Mediaş, **hereby appoint Mr. / Mrs.** (name and first name/name of the mandated representative), with address/headquarters in....., personal number....., owner of the identity card/passport series....., No., issued by (applicable for natural person representatives), Fiscal Registration Code (applicable for legal person representatives), as my representative in the **Ordinary General Assembly Meeting** of SNTGN TRANSGAZ SA Mediaş to be held in April 21st 2008, at 10⁰⁰ o'clock, at TRAUBE Room in Mediaş, No. 16 Regele Ferdinand Square, county of Sibiu, or at the date of the second meeting in case the first one cannot be held, to exercise my right to vote according to the shares I own, registered in the Shareholders' Book at the CENTRAL DEPOSITARY SA Bucharest, at the reference date April the 10th 2008, as follows:

1. Approval of the annual financial statements (balance sheet, profit and loss account, statement of the equity drift, statement of the treasury flow, explanation notes at the annual financial statements, profit allotment in December the 31st 2007) of SNTGN Transgaz SA Mediaş for the financial year 2007, set according to Order of the Ministry of Public Finances No. 1752/2005, amended.

For Against Abstain

2. Approval of the Report of the National Gas Transmission Company Transgaz SA Mediaş Management regarding the activity of 2007.

For Against Abstain

3. Approval of the Financial Audit Report on the annual financial statements signed by SNTGN Transgaz SA Mediaş in December the 31st 2007.

¹ The content complies with the provisions of Regulation No. 1/2006 applicable for securities issuers and for operations with securities issued by the National Securities Commission

For Against Abstain

- 4. Approval of the gross dividend per share, and of dividend payment terms as well as the choice of the payment agent by selection of offers until May the 31st 2008.**

For Against Abstain

- 5. Presentation of the Note on the accomplishment of the performance criteria and objectives under the Performance Contract of the Director General of SNTGN Transgaz SA Mediaş in December the 31st 2007.**

For Against Abstain

- 6. Approval of the signing of the administration contracts with the company's management and designation of the shareholder mandated to sign the contracts.**

For Against Abstain

- 7. Setting of the date of May the 9th as registration date.**

For Against Abstain

- 8. Approval of the Documents based on which the certificate attestation of the property right on the land owned by SNTGN Transgaz SA Mediaş is to be issued, according to Government Decision No. 834/1991 amended and Art. 4, paragraph 1, letter d of the Criteria No. 2665/1992 on the determining and evaluation of the land in the patrimony of the state companies, amended.**

For Against Abstain

- 9. Commission of Mr. Nicolae Turdean, as President of the Board of Directors, to sign the Decision of the Ordinary General Assembly Meeting and of Mr. Ioan Rusu, as Director General of SNTGN Transgaz SA, to sign the necessary documents regarding the registration and publishing of the Decision of the Ordinary General Assembly Meeting as well as the necessary documents for the submission of the financial statements to the Office of Trade Register under the Law Court Sibiu.**

For Against Abstain

I, the undersigned, hereby assign discretionary voting power to the above mentioned representative concerning the issues that were not identified nor included in the meeting agenda until now.

The present power of attorney was disposed in 3 (three) original copies, of which one copy of the power of attorney shall be submitted until April the 18th included, 15⁰⁰ o'clock, at SNTGN Transgaz SA Mediaş, No. 16 Regele Ferdinand Square, county of Sibiu, the representative shall present the second copy to the General Assembly Meeting, and the third copy shall remain with the represented shareholder.

Date of the power of attorney:.....

Name and first name:----- (Name and first name of the natural person shareholder or of the legal representative of the legal person shareholder, clearly, in capitals)

Signature: (Signature of the natural person shareholder or signature and stamp of the legal representative of the legal person shareholder).