

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 April 25th, 2012, 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' annual statements (balance sheet, profit and loss account, statement of changes in equity, treasury flowchart, notes to the annual financial statements profit sharing) for the accounting year 2011 issued according to the provisions of OMFP no. 3055/2009.

FOR **AGAINST** **ABSTAIN**

2. Approval of SNTGN TRANSGAZ' Administrators' Report on the activity performed in 2011.

FOR **AGAINST** **ABSTAIN**

3. Presentation of the Financial Audit Report on the annual financial statements issued by SNTGN TRANSGAZ on December 31st, 2011.

FOR **AGAINST** **ABSTAIN**

4. Approval of allocation of net profits afferent to the accounting year 2011.

FOR **AGAINST** **ABSTAIN**

5. *Approval of gross dividend per share related to the financial year 2011, approval of dividend payment deadline and approval of the payment agent continuity.*

FOR **AGAINST** **ABSTAIN**

6. *Report on the compliance, as on December 31st, 2011, with the performance criteria and objectives set out in Annex 1 under the Contract of Mandate of S.N.T.G.N. "TRANSGAZ" S.A. Medias Director General.*

FOR **AGAINST** **ABSTAIN**

7. *Approve the results of the reevaluation of the fields and buildings owned by S.N.T.G.N. "TRANSGAZ" S.A. on December 31st, 2011.*

FOR **AGAINST** **ABSTAIN**

8. *Setting the date of May 14th, 2012 as registration date for the shareholders subject to effects of the Ordinary General Assembly of the Shareholders.*

FOR **AGAINST** **ABSTAIN**

9. *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. Florin Emil Cosma, 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 **April 24th 2012, 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)