

**SPECIAL POWER OF ATTORNEY
EXTRAORDINARY GENERAL ASSEMBLY OF THE SHAREHOLDERS¹**

I, the undersigned,

.....
.....
(name and surname of the shareholder – natural person or of the legal representative of the shareholder – legal entity)

Legal representative of:

.....
(only for shareholders – legal entities, the full name and VAT Code shall be filled in.. The capacity as legal representative is certified by the documents set forth in Order no. 26/20.12.2012 of the Romanian National Securities Commission and by the extract from the Commercial Register, either in original or in copy according to the original or any other document, in original or in copy according to the original, issued by a competent authority of the state where the shareholder is legally incorporated certifying the capacity thereof as a legal representative; the documents certifying the capacity as a legal representative shall be issued 3 months before the date of the convening notice publication, at the most)

Personal no.....residing in (full address)

.....ID card/passport series.....,
no....., issued by

holder of(no.) shares in S.N.T.G.N. TRANSGAZ S.A. Mediaș, Sibiu Commercial Registration Number J 32/301/2000, VAT Code 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 in/headquartered in

.....,
Personal number.....,ID card/passport series....., no.,

Issued by

(for individual representatives)

VAT Code.....,

(for legal entity representatives)

as my representative in TRANSGAZ' **Extraordinary General Assembly of the Shareholders** to be held at TRANSGAZ' headquarters, Mediaș, no. 1, C. I. Motas Sq., on **September 23, 2013, 11:00 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

¹ The content is according to Regulation 6/2009 of the Romanian National Securities Commission amended from time to time and Order no. 26/20.12.2012 of the same.

have registered with the Shareholders Register of the SC. DEPOZITARUL CENTRAL SA, Bucharest, on the reference date....., as follows:

1. Approval of the close-out of Nabucco Gas Pipeline International GmbH Austria (NIC) and of the National Nabucco Companies.

FOR *AGAINST* *ABSTENTION*

2. Approval of a close-out budget amounting to EURO 20 million (unconditional approval of WR 31/2012 submitted for approval to the Steering Committee of Nabucco Gas Pipeline International GmbH Austria (NIC) contemplating the approval of such budget.

FOR *AGAINST* *ABSTENTION*

3. Approval of TRANSGAZ participation together with OMV, as Lenders, in a Loan Agreement with Nabucco Gas Pipeline International GmbH Austria (NIC), as Borrower, on the granting of an interest bearing loan amounting to maximum EURO 7.5 million, in aggregate (out of which TRANSGAZ share will not exceed 50%) collateralized by reliable NIC assets and meant to cover the cash requirements of NIC in order to avoid insolvency and the related legal proceedings (including loss of control on NIC in favour of an official receiver) as regulated by the national laws applicable to NIC, over the period necessary for the settlement of the ongoing share capital increase.

FOR *AGAINST* *ABSTENTION*

4. Approval of TRANSGAZ participation in NIC share capital increase with a cash contribution of maximum EURO 1,340,000 aimed to cover the liquidity gap of EURO 7,500,000 provided in the close-out budget as approved by WR31/2012 in order to allow for the loan under paragraph 3 hereof to be refunded (ancillary obligations included) and to make sure that NIC will avoid insolvency.

FOR *AGAINST* *ABSTENTION*

5. Setting the date of 11 October 2013 as a registration date for the shareholders subject to the Decision of the Extraordinary General Assembly of the Shareholders.

FOR *AGAINST* *ABSTENTION*

6. Empowerment of Mr. Ion STERIAN, the Chairman of the Board of Administrators, to sign the Decision of the Extraordinary General Assembly of the Shareholders and of Mr. Petru Ion VADUVA, as Director General of S.N.T.G.N. "TRANSGAZ" S.A, to sign the necessary documents for publication and registration thereof with the Office of Trade Register under the Law Court Sibiu.

FOR *AGAINST* *ABSTENTION*

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) counterparts; of which one shall be submitted to TRANSGAZ, BoA and GAS Department, by **September 20, 2013, 03:00 p.m.**; the second counterpart shall be used

by the representative, within the General Assembly of the Shareholders, and the third counterpart shall remain with the represented shareholder.

Date of this power of attorney:

Name and surname:

(Name and surname of the shareholder – natural person or of the legal representative of the shareholder - legal entity, legible and in upper cases)

Signature:

(Signature of the shareholder – natural person or signature and seal of the legal representative of the shareholder - legal entity)