

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

I, the undersigned, .....

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

Legal representative of:

.....  
(to be filled in only by shareholders legal person – full name and tax identification code)

Personal identification number ....., residing at (*full address*) .....

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

holder of a number of.....shares in S.N.T.G.N. TRANSGAZ S.A. Medias, registered with the Sibiu

Trade Register Office under number J 32/301/2000, tax identification code RO13068733, representing .....%

of the total number of 11.773.844 shares in S.N.T.G.N. TRANSGAZ S.A. granting a number of .....

voting rights within the General Assembly of the Shareholders representing.....% of the total shares

issued by SNTGN TRANSGAZ SA Medias, **I hereby appoint Mr./Mrs.:**

.....  
(surname and name of the empowered representative)

residing at/headquartered in .....

.....  
personal identification number....., holder of ID card/passport

series....., no....., issued by .....

(*for natural persons representatives*)

tax identification code.....,

(*for legal persons representatives*)

as my representative in the **Extraordinary General Assembly of the Shareholders** of SNTGN TRANSGAZ SA Medias to be held at the headquarters of TRANSGAZ SA, Medias, 1 C. I. Motas Square, on **29 April 2013, at 1100a.m.**, or on the date of the second assembly, if the first one is not held, to exercise the voting rights related to the number of shares I hold and have registered in the Shareholders Register of the SC. DEPOZITARUL CENTRAL SA, Bucharest, on the reference date....., as follows:

- 1. The approval of the determination of a range for TRANSGAZ's share in the Nabucco project together with the company's funding possibility between 15% and 20%, before the accession of the Shah Deniz Potential Investors, and between 7% and 10%, after the accession of the Shah Deniz Potential Investors. The final percentage shall be approved by the General Assembly of the Shareholders. The empowerment of the Director - General of the Company to sign the documents related to the procedures for the changing of TRANSGAZ's share in the Nabucco project, as proposed above.***

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

2. *The setting of the date of 14 June 2013 as registration date for the shareholders subject to the Resolution of the Extraordinary General Assembly of the Shareholders.*

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

3. *The empowerment of Mr. Schmidt Victor Alexandru, as Chairman of the Board of Administration, to sign the Resolution of the Extraordinary General Assembly of the Shareholders and of Mr. Rusu Ioan, as Director-General of S.N.T.G.N. TRANSGAZ S.A, to sign the necessary documents for the registration and publication of the Resolution of the Extraordinary General Assembly of the Shareholders at the Trade Register Office attached to Sibiu Law Court.*

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 on the agenda until the date hereof.

This power of attorney was concluded in 3 (three) counterparts, one shall be submitted to SNTGN TRANSGAZ SA Medias, the Board of Administration and General Assembly of the Shareholders Secretariat, by **27 April 2013, 10:00 a.m.**, one shall be used by the representative within the General Assembly of the Shareholders, and one shall remain with the represented shareholder.

Date of this power of attorney: .....

Surname and name: .....

*(surname and name of the shareholder natural person or of the legal representative of the shareholder legal person, clearly and in capital letters)*

Signature: .....

*(signature of the shareholder natural person or signature and stamp of the legal representative of the shareholder legal person)*