

SPECIAL POWER OF ATTORNEY
EXTRAORDINARY 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 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. Medias, 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/headquartered in

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

Issued by

(for individual representatives)

Fiscal Registration Code.....,

(for legal entity representatives)

as my representative in TRANSGAZ’ **Extraordinary General Assembly of the Shareholders** to be held at
TRANSGAZ’ headquarters, Medias, no. 1, C. I. Motas Sq., on **January 29, 2013, 11:00 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 SC. DEPOZITARUL CENTRAL SA, Bucharest, on the
reference date.....,as follows:

1. **Approval of the modification of the SNTGN “Transgaz” SA share in the Nabucco Gas Pipeline International GmbH (NIC) company from 17,38% to 17,48%;**

FOR **AGAINST** **ABSTENTION**

2. **Approval of the closing down of the following sectors within the National Gas Transmission Company ”TRANSGAZ” S.A. Medias:**

- **Campia Turzii within the Cluj Regional Office;**
- **Buzau within the Braila Regional Office;**
- **Manesti within the Bucuresti Regional Office.**

FOR **AGAINST** **ABSTENTION**

3. Approval of the closing down of the Constanta Transit Regional Office and the overtaking of its assets and staff by the Constanta Regional Office;

FOR *AGAINST* *ABSTENTION*

4. Setting the date of 15 February 2013 as registration date for the shareholders subject to the Decision of the Extraordinary General Assembly of the Shareholders;

FOR *AGAINST* *ABSTENTION*

5. Empowerment of the Chairman of the Board of Administration to sign the Decision 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 publication and registration thereof with the Commercial 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 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 **January 28, 2013, 09:00** hours; 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 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)