

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 October 26th, 2010, 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. Replacement of membership from the Board of Administration of Mr. Muntean Florin Nicolae according to the provisions of art. 15 point 3 letter “b” from the Articles of Incorporation of S.N.T.G.N. “Transgaz” S.A. and to the Order of the Ministry of Economy Commerce and Business Environment no. 1689/15.09.2010.**

FOR **AGAINST** **ABSTAIN**

- 2. Election, as member of the Board of Administration of the National Natural Gas Transmission company “TRANSGAZ” S.A. of Mr. Cosma Emil Florin, based on the Order of the Ministry of Economy Commerce and Business Environment no. 1689/15.09.2010 and of the provisions of art. 15 point 3 letter “b” of the Articles of Incorporation of S.N.T.G.N. “Transgaz” S.A. updated on the 29.03.2010.**

FOR **AGAINST** **ABSTAIN**

3. **Setting the date of November 10th, 2010 as registration date for the shareholders subject to effects of the Ordinary General Assembly of the Shareholders.**

FOR **AGAINST** **ABSTAIN**

4. **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 the General Director 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 October the 25th, included, 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)