

**SPECIAL POWER OF ATTORNEY**  
**ORDINARY GENERAL MEETING OF THE SHAREHOLDERS <sup>1</sup>**

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 with the full name and tax identification code. The status of legal representative shall be supported by the shareholders list on the registration/reference date, received from Depozitarul Central.

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

.....ID card/passport series ....., no....., issued by  
....., holder of a number of.....shares in TRANSGAZ, 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 TRANSGAZ granting a number of ..... voting rights within the General Meeting of the Shareholders representing.....% of the total shares issued by TRANSGAZ, 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 **Ordinary General Meeting of the Shareholders** of TRANSGAZ to be held at the headquarters of TRANSGAZ, 1 C. I. Motas Square, on **5 March 2018**, at **10:00 a.m.**, or on the date of the second meeting, if the first one is not held, to exercise the voting rights related to the number of shares I hold and registered in the Shareholders Register of SC. DEPOZITARUL CENTRAL S.A., Bucharest, at the reference date **22 February 2018**, as follows:

1. **Approval of the revision of some financial performance indicators valid for the members of the Board of Administration of SNTGN Transgaz SA between 2017 – 2021**

*The version proposed by the Board of Administration*

For ..... Against..... Abstention .....

*The version proposed by the shareholder (if applicable)*

For ..... Against..... Abstention .....

2. **Approval of the remuneration of the non-executive members of the Board of Administration of SNTGN Transgaz SA (the fixed allowance and the variable component).**

*The version proposed by the Board of Administration*

For ..... Against..... Abstention .....

*The version proposed by the shareholder (if applicable)*

For ..... Against..... Abstention .....

3. **Approval of the general limits of the remuneration of the directors of SNTGN Transgaz SA.**

*The version proposed by the Board of Administration*

For ..... Against..... Abstention .....

*The version proposed by the shareholder (if applicable)*

For ..... Against..... Abstention .....

4. **Setting the maximum limit of the insurance premium and the minimum value of the insured amount regarding the professional liability insurance for the non-executive members of Transgaz' Board of Administration and for the directors, and the bearing by the Company of the insurance premium costs.**

*The version proposed by the Board of Administration*

For ..... Against..... Abstention .....

*The version proposed by the shareholder (if applicable)*

For ..... Against..... Abstention .....

5. **Approval of form of addendum to the contract of mandate signed with the non-executive members of the Transgaz Board of Administration, and the empowerment of the representative of the Ministry of Economy in the GMS to sign the addenda to the contracts of mandate of the new non-executive members of the Transgaz' Board of Administration on behalf of the Company.**

*The version proposed by the Board of Administration*

For ..... Against..... Abstention .....

*The version proposed by the shareholder (if applicable)*

For ..... Against..... Abstention .....

6. **Approval of Transgaz' revenue and expense budget related to 2018 and of the estimates for 2019-2020.**

*The version proposed by the Board of Administration*

For ..... Against..... Abstention .....

*The version proposed by the shareholder (if applicable)*

For ..... Against..... Abstention .....

**7. Setting the date of 21 March 2018 as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders;**

**The version proposed by the Board of Administration**

For ..... Against..... Abstention .....

**The version proposed by the shareholder (if applicable)**

For ..... Against..... Abstention .....

**8. Empowerment of Mr. Minea Nicolae as Chairman of the meeting, or of his alternate Mr. Iliescu Bogdan George to sign the Resolution of the Ordinary General Meeting of the Shareholders, and of Mr Grigore Târsac, as Deputy 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 Ordinary General Meeting of the Shareholders at the Trade Register Office attached to Sibiu Law Court.**

**The version proposed by the Board of Administration**

For ..... Against..... Abstention .....

**The version proposed by the shareholder (if applicable)**

For ..... Against..... Abstention .....

This power of attorney was concluded in 3 (three) counterparts, one shall be submitted to TRANSGAZ, the Board of Administration and General Meeting of the Shareholders Secretariat, or to the Secretariat of the Ordinary General Meeting of the Shareholders at least one hour before the meeting, one shall be used by the representative within the General Meeting of the Shareholders, and one shall remain with the represented shareholder.

**Date of 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)

Note:

<sup>1</sup> The content is according to the National Securities Commission Regulation no. 6/2009, as further amended and supplemented